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August 18, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ECONFINA RIVER RESORT ASSOCIATION, INC.

4705 ECONFINA RIVER ROAD
LAMONT, FL 32336

SUBJECT: ECONFINA RIVER RESORT ASSOCIATION, INC.
REF: N07000011293

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Teresa Brown
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TALLAHASSEE FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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CERTIFICATE OF ECONFINA RIVER RESORT ASSOCIATION, INC.

The Amended and Restated Articles of Incorporation of Econfina River Resort Association, Inc., were on July 15, 2008, adopted by a vote of the Members sufficient for approval, to wit: Unanimous Written Consent of the sole Member, Econfina Resort, Inc., dated July 15, 2008; and

The Articles of Incorporation are amended as incorporated into the Amended and Restated Articles of Incorporation of Econfina River Resort Association, Inc. and the Members have not made any further amendment.

CERTIFIED this 10th day of August, 2008.

**ECONFINA RIVER RESORT
ASSOCIATION, INC.,**

By: _____


GEORGE L. MacKAY, Secretary

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UNANIMOUS WRITTEN CONSENT
OF THE SOLE MEMBER
OF ECONFINA RIVER RESORT ASSOCIATION, INC.

This Unanimous Written Consent of the Sole Member of Econfina River Resort Association, Inc. is given for the adoption of Amended and Restated Articles of Incorporation of Econfina River Resort Association, Inc.

The Articles of Incorporation are hereby amended as incorporated into the Amended and Restated Articles of Incorporation of Econfina River Resort Association, Inc.

Dated this 15th day of July, 2008.

ECONFINA RESORT, INC., sole Member

By: _____


GEORGE L. MacKAY, President

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ECONFINA RIVER RESORT ASSOCIATION, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

Name and Definitions

The name of the corporation shall be ECONFINA RIVER RESORT ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the Bylaws of the Association as Bylaws. The mailing address of the Association is 4705 Econfina River Rd. Lamont, FL 32336 and the business office (physical) location is 4.5 Miles South on highway C-14 from US Highway 98 and 21 miles west of Perry, Florida.

ARTICLE II

Purpose

The purpose for which the Association is organized is to conduct business under the laws of the State of Florida, in compliance with the Condominium Act which is Chapter 718, Florida Statutes, for the operation, management, maintenance and control of a condominium or condominiums to be located upon lands in Taylor County, Florida.

ARTICLE III

Powers

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declaration(s) of Condominium, and all of the powers and duties reasonably necessary to operate the condominium(s) pursuant to the Declaration(s) and may be amended from time to time, including but not limited to the following:

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a. To make and collect assessments against members as Unit Owners to defray the costs, expenses and losses of the particular condominium(s) and to defray the costs, expenses and losses of any other business enterprise, venture or property interest of the Association.

b. To use the proceeds of assessments and charges in the exercise of its powers and duties.

c. To hold title to and own fee simple or other lesser interest in real, personal or mixed property, wherever situated, including Units in any condominium operated by the Association and to lease, mortgage and convey same.

d. To maintain, repair, replace and operate the Common Elements of the condominium(s) or the property of the Association including but not limited to any portions of the Storm Water Management System serving the condominium(s), as exempted or permitted by applicable regulatory agency.

e. To purchase insurance upon the property of the condominium(s) or the property of the Association and insurance for the protection of the Association and its members as Unit Owners.

f. To reconstruct and repair improvements after casualty and to further improve the property of the condominium(s) operated by the Association or the property of the Association.

g. To make and amend reasonable regulations respecting the use of the property of the condominium(s) operated by the Association or the property of the Association.

h. To enforce by legal means the provisions of the Condominium Act, the Declaration(s), these Articles, the Bylaws and the Regulations for the use of the property of the condominium(s), including the right to file a lien against the Unit of any Member for failure to pay all duly authorized assessments..

i. To employ personnel to perform the services required for proper operation of the condominium(s) operated by the Association or operation of the Association.

j. To hire attorneys or other professionals for the purposes of bringing legal action or enforcing legal rights in the name of and on behalf of the individual Unit Owners where such actions or rights are common to all of the Unit Owners of one or more condominiums and to bring such action in the name of and on behalf of said Unit Owners.

3.3 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration(s), these Articles, and the Bylaws.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration(s) and the Bylaws.

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DALE DUBBERLY

3108 Southwest 126th Terrace
Archer, Florida 32618

TIM GRIFFIN

7979 Webb Road North
Hahira, Georgia 31632

5.4 All elections of Directors shall comply with the minimum requirements set forth in the Condominium Act.

ARTICLE VI

Officers

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its organizational meeting and thereafter, at the board meeting following the annual meeting of the members of the Association. Officers shall serve at the pleasure of the board of directors.

ARTICLE VII

Indemnification

Every director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time the expenses or liabilities are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled. The directors shall be authorized to purchase director and officer liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE VIII

Bylaws

The first Bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

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ARTICLE IV

Members

4.1 The members of the Association shall consist of all of the record owners of Units in the condominium(s); and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 The share of a member in the funds, and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit.

4.3 The owner of each Unit shall be entitled to at least one vote as a Member of the Association. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the Bylaw of the Association.

ARTICLE V

Directors

5.1 The affairs of the Association shall be managed by a board consisting of the number of directors determined by the Bylaws, but not less than five (5) directors, and in the absence of that determination shall consist of five (5) directors. Directors need not be member of the Association.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the Bylaws.

5.3 The directors named in these Articles shall serve until the first annual meeting of the Members, and any vacancies in their number occurring before the first election shall be filled by the remaining directors and, if there are no remaining directors, such vacancies shall be filled by the Developer.

5.3 The names and addresses of the members of the first board of directors who shall hold office until their successors are elected and have qualified, or until removal, are as follows:

ROBERT STEFANELLI, Jr.

4705 Econfina River Rd
Lamont, FL 32336

GEORGE L. MacKAY

501 Pawnee Trail
Maitland, Florida 32751

DAVID L. MacKAY

2801 Southwest College Road, Suite 9
Ocala, Florida 34474

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ARTICLE IX

Amendments

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the board of directors or by the members of the Association, as allowed by the Condominium Act. Except as elsewhere provided, the approvals must be in accordance with the minimum voting requirements set forth in the Condominium Act.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration or any other applicable law or regulation.

9.4 A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Taylor County, Florida

ARTICLE X

Term

The term of the Association shall be perpetual.

ARTICLE XI

Subscribers

The names and address of the subscriber to these Articles of Incorporation are as follows:

Robert Stefanelli, Jr.
4705 Econfina River Rd.
Lamont, FL 32336

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ARTICLE XII

Registered Office/Agent

The street address of the registered office of the Association shall be 4705 Econfina River Rd., Lamont, FL 32336 or at such other place as may be subsequently designated by the Board of Directors.

The name and address of the registered agent of the Association shall be Robert Stefanelli, or such other person as may be subsequently designated by the Board of Directors.

ACCEPTANCE

I HEREBY ACCEPT the appointment as Registered Agent of ECONFINA RIVER RESORT ASSOCIATION, INC. and agree to act in that capacity.



Registered Agent

ARTICLE XIII

Disposition of Assets Upon Dissolution

Upon dissolution of the Association, the common surplus of the Association shall belong to Members pro-rata based on the total number of Members.

No disposition of Association properties shall be effective to divest or diminish any right or title of any member vested in him under a recorded Declaration of Condominium for a Condominium operated by the Association, unless made in accordance with the provisions of said Declaration.

IN WITNESS WHEREOF the subscriber has affixed his signature on the 15th day of July, 2008.



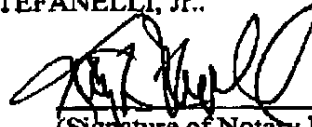
ROBERT STEFANELLI, Jr.

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STATE OF FLORIDA
COUNTY OF TAYLOR

The foregoing Amended and Restated Articles of Incorporation of ECONFINA RIVER
RESORT ASSOCIATION, INC. were acknowledged before me this 15th day of
July, 2008, by ROBERT STEFANELLI, Jr..



(Signature of Notary Public, State of Florida)

(Print, Type, or Stamp Commissioned)

Name of Notary Public)



Kay E. Rowell

Commission # DD366949

Expires November 21, 2008

Notary Public - Insurance, Inc. 870-220-7078

CHECK ONE:

☒ Personally Known

☐ Produced Identification

Type of Identification Produced:

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