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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE NEW CLUB AT MEDITERRA, INC.**

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Restated Art.
DEC 04 2009



December 3, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE NEW CLUB AT MEDITERRA, INC.
C/O BECKER & POLIAKOFF, P.A.
14241 METROPOLIS AVENUE
FT MYERS, FL 33912

SUBJECT: THE NEW CLUB AT MEDITERRA, INC.
REF: N09000005964

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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09 DEC -4 PM 4:34
SECRETARY OF STATE
TALLAHASSEE FL 32399

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE NEW CLUB AT MEDITERRA, INC.
(A corporation not-for-profit)**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

- A. The name of the corporation is The New Club at Mediterra, Inc.
- B. The Amended and Restated Articles of Incorporation were adopted by the Board of Governors by unanimous written consent on December 1, 2009. Because there were no members at the time of adoption, no member approval was required.

**ARTICLE I
NAME**

The name of the corporation shall be The New Club at Mediterra, Inc. (the "Club") and its duration shall be perpetual.

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The initial principal office of the Club shall be 15755 Corso Mediterra Circle, Naples, FL 34110 or, at such other place as may be designated from time to time, by the Board of Governors.

**ARTICLE III
PURPOSE**

The purpose for which the Club is organized is to engage as a not-for-profit organization to acquire, own and operate golf, beach, social and other recreational facilities, and any other related purposes.

**ARTICLE IV
POWERS**

A. General. The Club shall have all powers provided in these Articles and the Bylaws for the Club, as the same may be amended from time to time. In addition, the Club shall have all common law and statutory powers of a corporation not-for-profit which are reasonably necessary to carry out the purposes of the Club and are not in conflict with the terms of these Articles or the Bylaws, as the same may be amended from time to time.

B. Prohibited Distributions. All funds and title to all properties acquired by the Club and the proceeds thereof shall be held in accordance with the provisions of the Bylaws. No part of any net earnings shall inure to the benefit of any member, governor or officer, and as such they will have no interest in or title to any of the property or assets of the Club.

C. Board Authority. The Board of Governors shall have full authority to exercise powers of the Club subject to restrictions in the Bylaws or otherwise provided by law.

ARTICLE V
MEMBERSHIP

Qualification for, and acquisition of, membership in the Club shall be regulated by the Bylaws.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of the Club shall be managed by a Board of Governors consisting of not less than three (3) nor more than nine (9) governors. Governors shall be elected or appointed as provided in the Bylaws.

ARTICLE VII
INDEMNIFICATION OF OFFICERS,
GOVERNORS AND COMMITTEE MEMBERS

The Club shall indemnify its governors, officers and committee members, as provided in the Bylaws.

ARTICLE VIII
BYLAWS

The Bylaws of the Club may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation. In the event of any conflict between the terms of the Articles of Incorporation and the Bylaws, the Articles of Incorporation shall prevail.

ARTICLE IX
DISSOLUTION

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed, as permitted by Florida law or a court having jurisdiction, among the holders of the Equity Memberships in the Club (including both issued and unissued Equity Memberships) in proportion to the value of their Equity Memberships.

ARTICLE X
AMENDMENT

These Articles of Incorporation may be altered, amended, or repealed, only by: (a) a majority vote of all of the members of the Board of Governors, and (b) seventy-five percent (75%) of the votes cast by the Equity Members in person or by proxy at any duly called and constituted annual or special meeting of the Equity Members of the Club

at which a quorum of the Equity Members is present either in person or by proxy. The proposed amendment must be set forth in the notice of the meeting.

ARTICLE XI
SOLE INCORPORATOR

The name and address of the sole incorporator is as follows: Jon Conahan, 15820 Savona Way, Naples, FL 34110

ARTICLE XII
REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Richard G. Cherry, Esq. and the street address of the registered office of the Club shall be 8409 North Military Trail, Suite 123, Palm Beach Gardens, FL 33410.


These Amended and Restated Articles of Incorporation are signed this 1st day of December, 2009.



Jon Conahan
Vice-President of the Club

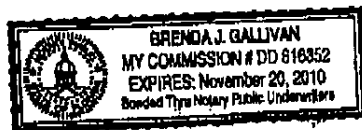
STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared Jon Conahan, known to me and known by me and she acknowledged before me that she executed the foregoing Articles of Incorporation, who is personally known to me.
WITNESS my hand and official seal in the County and State last aforesaid this 1st day of December, 2009.



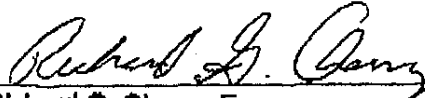
Notary Public State of Florida

(Official Seal)



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Amended and Restated Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Richard G. Cherry, Esq.
Date: 12/1/2009