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*Amended and
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June 29, 2010

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Division of Corporations
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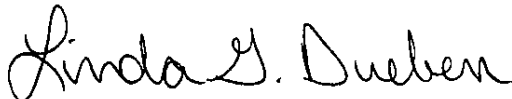
Re: Amended and Restated Articles of Incorporation

To Whom It May Concern:

Breakers Landing Condominium Association, Inc.
Document #: N09806
FEI #: 592655213

Attached is this firm's check in the amount of \$35.00. Please file and send us a copy in the provided postage paid envelope. If you should have any questions, feel free to give me a call at the number provided above.

Sincerely,



Linda G. Dueben
Legal Assistant to Jane L. Cornett, Esq.

/lgd

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

BREAKERS LANDING CONDOMINIUM ASSOCIATION, INC.,
(A corporation not for profit.)

ARTICLE I

NAME

The name of the corporation is BREAKERS LANDING CONDOMINIUM ASSOCIATION, INC. (Association). The corporation shall be referred to in this instrument as the Association.

ARTICLE II

PURPOSE

A. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, for the operation of a condominium known as BREAKERS LANDING CONDOMINIUM, which condominium is located in St. Lucie County, Florida.

B. The Association shall make no distributions of income to its members, directors or officers.

ARTICLE III

POWERS

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

A. The Association shall have all of the common law and statutory powers of corporation not for profit which are not in conflict with the terms of these Articles.

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

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1. To make and collect assessments against dwelling unit owners to defray the costs, expenses and losses of the condominium.

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

3. To maintain, repair, replace and operate the property of the condominium.

4. To purchase insurance upon the property of the condominium and insurance for the protection of the Association and its members as dwelling unit owners.

5. To reconstruct the improvements after casualty and to further improve the property.

6. To make and amend reasonable regulations regarding the use of the property of the condominium.

7. To approve or disapprove the transfer, mortgage and ownership of dwellings; units as may be provided in the Declaration of Condominium and the Bylaws.

8. To enforce, by legal means, the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association, and the Regulations for use of the property of the condominium.

9. To contract for the management of the condominium and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have the approval of the Board of Directors or the membership of the Association.

10. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

11. To employ personnel to perform the services required for proper operation of the condominium.

C. 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 of Condominium, these Articles of Incorporation and the By-Law.

D. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

ARTICLE IV

MEMBERS

A. The members of the Association shall consist of all of the record owners of dwelling units in the condominium; and after termination of the condominium, shall consist of those who are members at the time of such termination and their successors and assigns.

B. After receiving the approval of the Association, required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of St. Lucie County, Florida, a deed or other instrument establishing a record title to a dwelling unit in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

C. 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 his dwelling unit.

D. The owner of each dwelling unit shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

E. Since Breakers Landing is a single-family residential community, no more than two (2) families may be listed on a deed as record title holders.

ARTICLE V

DIRECTORS

A. The affairs of the Association will be managed by a board consisting of the number of directors as determined by the Bylaws, but not less than three (3) directors, and in the absence of such determination, shall consist of five (5) directors. Directors must be members of the Association or a spouse of a member.

B. 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.

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 first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE VII

INDEMNIFICATION

Every director, officer, committee member or agent 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 such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII

AMENDMENTS

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

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

B. 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. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided:

1. Such approval must be by not less than 51% of the entire membership of the Board of Directors and by not less two-thirds (2/3) of the votes of the entire membership of the Association, OR

2. By not less than 75% of the votes of the entire membership of the Association.

C. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section C of ARTICLE III, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

D. A copy of each amendment shall be recorded in the Public Records of St. Lucie County, Florida.

ARTICLE IX

TERM

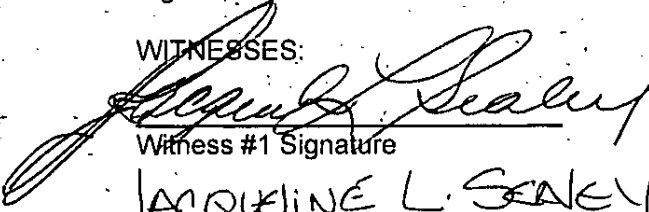
The term of the Association shall be perpetual.

The undersigned, being the President and Secretary of Breakers Landing Condominium do hereby acknowledge that these Amended and Restated Articles of Incorporation were duly adopted by the membership of Breakers Landing Condominium Association, Inc., at a meeting held on June 10, 2010 by a vote sufficient for approval.

Signed, sealed and delivered

Breakers Landing Condominium
Association, Inc.

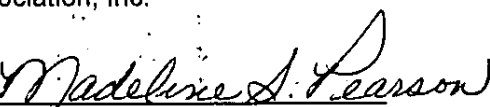
WITNESSES:


Witness #1 Signature

JACQUELINE L. SEALEY
Witness #1 Printed Name


Witness #2 Signature

DAVID A. SCHUSTER
Witness #2 Printed Name

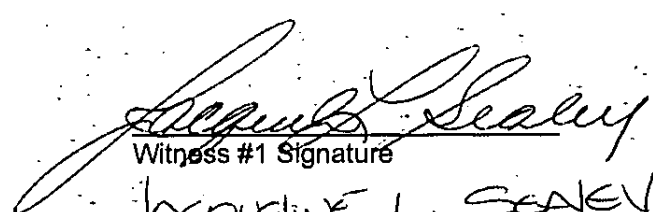
By: 
Madeline S. Pearson, President

STATE OF FLORIDA
COUNTY OF INDIAN RIVER


The foregoing instrument was acknowledged before me on this 16TH of JUNE, 2010 by Madeline Pearson, as President of Breakers Landing Condominium Association, Inc. [] who is personally known to me, or [] who produced identification [Type of Identification: _____].

 JACQUELINE L. SEALEY
MY COMMISSION # DD 913133
EXPIRES: December 1, 2013
Bonded Thru Budget Notary Services


Notary Public
Printed Name:


Witness #1 Signature

JACQUELINE L. SEALEY
Witness #1 Printed Name


Witness #2 Signature

DAVID A. SCHUSTER
Witness #2 Printed Name

By Louisa La Lota
Louisa La Lota, Secretary

Corporate Seal

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me on this 16TH of JUNE, 2010 by Louisa La Lota, as Secretary of Breakers Landing Condominium Association, Inc. [] who is personally known to me, or [] who produced identification [Type of Identification: _____].

 Notarial Seal
JACQUELINE L. SEALEY
MY COMMISSION # DD 913133
EXPIRES: December 1, 2013
Bonded Thru Budget Notary Services


Notary Public
Printed Name: