

N13701



April 28, 1998

CERTIFIED #P 256 563 671

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: ALAQUA COUNTRY CLUB, INC.

To Whom It May Concern:

In regards to the above referenced corporation, enclosed please find an executed Certificate of Amendment and Restatement of Articles of Incorporation of Alaqua Country Club, Inc. along with a check in the amount of \$250.00 which represents the filing fee.

Should you have any questions as to the enclosed, please do not hesitate to contact me at (407) 333-2582.

Sincerely,

A handwritten signature in cursive script that reads "Sue S. Dunnington".

Sue S. Dunnington
Office Manager

/ssd

Enclosures

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****250.00 ****250.00

Amended
& Restated
Articles
Sf

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -4 PM 3:28

per Sue -
forward CC
+ refund
add fee of \$162.50
forwarded
refund
5/12/98

**CERTIFICATE OF
AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
ALAQUA COUNTRY CLUB, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ALAQUA COUNTRY CLUB, INC., a Florida not for profit corporation, hereby certifies, pursuant to and in accordance with Sections 617.1002 and 617.1007, Florida Statutes, for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the corporation filing these Amended and Restated Articles of Incorporation is ALAQUA COUNTRY CLUB, INC.
2. The foregoing Amended and Restated Articles of Incorporation do not contain amendments to the Corporation's Articles of Incorporation which require member approval. The Amended and Restated Articles of Incorporation were unanimously adopted and approved on April 27th, 1998, by all of the members of the Corporation's Board of Directors, such action being sufficient for approval of such amendments as of such date.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 27th day of April, 1998.

ALAQUA COUNTRY CLUB, INC.

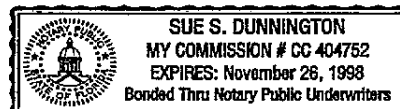
By: Gary Smith
Gary Smith, President

By: Ronald H. Dobson
Ron Dobson, Secretary

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 27th day of April, 1998, by GARY SMITH, PRESIDENT and RON DOBSON, SECRETARY.

Sue S. Dunnington
Notary Public, State of Florida
My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -4 PM 3: 28

ARTICLES OF INCORPORATION
OF
ALAQUA COUNTRY CLUB, INC.
(A Florida Not For Profit Corporation)

The undersigned incorporator of these articles of incorporation hereby forms a corporation not for profit under the laws of the State of Florida as follows:

ARTICLE I

Name

The name of the corporation is Alaqua Country Club, Inc.

ARTICLE II

Term of Existence

The date and time of the commencement of corporate existence shall be the date and time of the filing of these articles of incorporation by the office of the Secretary of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The purpose for which the corporation is organized is to own and operate a private recreational club for the exclusive benefit of its members and their guests.

ARTICLE IV

Powers

The corporation shall have all of the rights, powers, duties, and functions of a corporation not for profit under the laws of the State of Florida described in Chapter 617, Florida Statutes (the "Florida Not For Profit Corporation Act"), as it now exists or may hereafter be in effect.

ARTICLE V

Address

The principal place of business and mailing address of the corporation shall be: Alaqua Country Club, Inc., 3060 Players Point, Longwood, Florida 32779.

ARTICLE VI

Qualifications for Members and the Manner of Their Admission

The corporation shall be a non-stock corporation. Qualifications for membership, the manner in which members are admitted and categories of membership shall be governed by the bylaws of the corporation.

ARTICLE VII

Directors and Member Voting

Qualification for members of the board of directors, election of successor members and terms of office shall be governed by the bylaws. The board of directors shall have the authority and responsibility for the management and operation of the corporation's affairs, in accordance with the provisions of the bylaws. Member voting rights and privileges shall be in accordance with the provisions of the bylaws.

ARTICLE VIII

Officers

The corporation shall have such officers as may be set forth in the bylaws. The officers shall act solely on behalf of the board of directors as provided in the bylaws.

ARTICLE IX

Incorporator

The name and address of the Incorporators signing these articles of incorporation are:

Gary Smith, President
Ron Dobson, Secretary
3060 Players Point
Longwood, Florida 32779

ARTICLE X

Bylaws

The power to adopt, alter, amend and repeal the bylaws shall be vested in the voting membership, as provided in the bylaws. No adoption, alteration, amendment or repeal of the bylaws of the corporation, shall be made that is in conflict with these articles of incorporation.

ARTICLE XI

Indemnification

The corporation shall indemnify and hold harmless each director, member of any advisory committee and officer to the fullest extent permitted by law.

ARTICLE XII

Prohibition Against Distribution of Earnings and Assets

No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation, director or officer. No member, director or officer, in such capacity, shall have any interest in any of the assets of the corporation; provided that nothing contained herein shall prohibit or limit the corporation from reimbursing directors and officers for expenses reasonably incurred in performing services to the corporation, and nothing shall prohibit or limit any person from contracting with the corporation to provide to the corporation goods or services, or both, for adequate consideration.

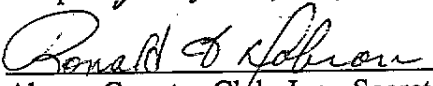
ARTICLE XIII

Amendment

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto in the manner provided by law, by a unanimous vote of the board of directors.

IN WITNESS WHEREOF, the undersigned officers of the corporation, for the purpose of amending and restating the corporation's articles of incorporation pursuant to the laws of the State of Florida, has executed these amended and restated articles of incorporation this 27th day of April, 1998.


Alaqua Country Club, Inc., President


Alaqua Country Club, Inc., Secretary