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FAX NO. 850 650 3305

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Division of Corporations

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Florida Department of State
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HENDERSON BEACH RESORT MASTER ASSOCIATION, INC.**

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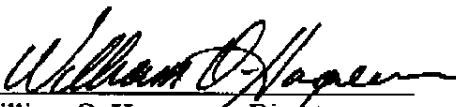
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CERTIFICATE

The undersigned directors of HENDERSON BEACH RESORT MASTER ASSOCIATION, INC., a Florida corporation not for profit (the "Master Association"), hereby present the attached Amended and Restated Articles of Incorporation pursuant to the provisions of Sections 617.1002 and 617.1006, *Florida Statutes*, and hereby certify that the attached Amended and Restated Articles of Incorporation were unanimously adopted by the Board of Directors and sole member of the Master Association on the 20th day of November, 2014.

Executed on the dates set forth below.


William O. Hagerman, Director

Date: November 20, 2014

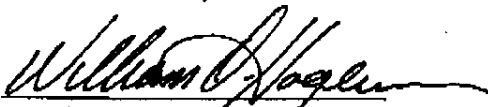

H J Weathersby, Director

Date: November 20, 2014


Shannon Howell, Director

Date: November 20, 2014

DUNAVANT GULF, LLC

By: 
Name: William O. Hagerman
Its: Manager

Date: November 20, 2014

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HENDERSON BEACH RESORT MASTER ASSOCIATION, INC.,
a Florida corporation not for profit**

The undersigned directors and sole member of HENDERSON BEACH RESORT MASTER ASSOCIATION, INC. (document number N14000007305), a corporation not for profit under the laws of the State of Florida hereby present these Amended and Restated Articles of Incorporation as the Amended and Restated Articles of Incorporation of Henderson Beach Resort Master Association, Inc. These Amended and Restated Articles of Incorporation were unanimously adopted by the board of directors and the sole member of the Master Association on the 20th day of November, 2014. The original Articles of Incorporation, filed with the Florida Department of State on August 5, 2014 are hereby amended and restated to read as follows:

**ARTICLE I
NAME**

The name of this corporation not for profit is Henderson Beach Resort Master Association, Inc. For convenience, the corporation not for profit shall be referred to in these Amended and Restated Articles of Incorporation as the "Master Association," these Amended and Restated Articles of Incorporation as the "Articles," and the bylaws of the Master Association as the "Bylaws."

**ARTICLE II
TERM OF EXISTENCE**

Existence of the Master Association commenced on August 5, 2014, and the Master Association shall have a perpetual existence.

**ARTICLE III
CORPORATE PURPOSE**

The Master Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to carry out its obligations and duties pursuant to the terms of the Declaration of Master Covenants, Conditions and Restrictions for Henderson Beach Resort, recorded or to be recorded in Okaloosa County, Florida, as amended from time to time (the "Declaration"), including, but not limited to, owning, operating and maintaining various common areas and community improvements; exercising all rights and powers of the Master Association, as set forth in the Declaration, these Articles and the Bylaws; executing, performing, administering and enforcing all of the terms and conditions of the Declaration; and performing those functions reserved by the Master Association in the Declaration.

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**ARTICLE IV
PRINCIPAL OFFICE**

The mailing and street address of the principal office of the Master Association as of the date hereof is 959 Ridgeway Loop Road, Suite 200, Memphis, TN 38120.

**ARTICLE V
REGISTERED AGENT**

The name and street address of the registered office and agent of the Master Association as of the date hereof is:

Kirby H. Williams
1701 East County Highway 30A
Suite 201C
Santa Rosa Beach, FL 32459

**ARTICLE VI
BOARD OF DIRECTORS**

The number of persons constituting the current board of directors of the Master Association is three (3) and the names and addresses of the directors as of the date hereof are as follows:

William O. Hagerman
959 Ridgeway Loop Road
Suite 200
Memphis, TN 38120

H J Weathersby
959 Ridgeway Loop Road
Suite 200
Memphis, TN 38120

Shannon Howell
2700 Scenic Highway 98
Unit 5
Destin, FL 32541

The method of election of directors is as stated in the Bylaws.

**ARTICLE VII
MEMBERS**

The qualification of members and the manner of their admission shall be as regulated by the Declaration and the Bylaws.

**ARTICLE VIII
OFFICERS**

The names and addresses of the current officers of the Master Association who shall serve until their successors are designated by the board of directors are as follows:

President: William O. Hagerman
959 Ridgeway Loop Road, Suite 200
Memphis, TN 38120

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Treasurer: H J Weathersby
959 Ridgeway Loop Road, Suite 200
Memphis, TN 38120

Secretary: Russel L. Cherry
959 Ridgeway Loop Road, Suite 200
Memphis, TN 38120

**ARTICLE IX
BYLAWS**

The Master Association shall be governed by the Bylaws.

**ARTICLE X
AMENDMENTS**

These Articles may be amended as set forth in the Bylaws.

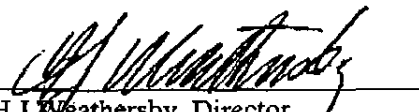
**ARTICLE X
EFFECTIVE DATE OF AMENDED AND RESTATED ARTICLES**

The effective date of these Articles shall be the date these Articles are filed with the office of the Department of State of the State of Florida.

Executed on the dates set forth below.


William O. Hagerman, Director

Date: November 20, 2014

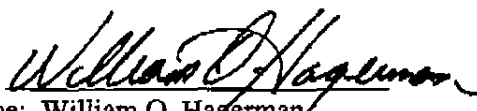

H J Weathersby, Director

Date: November 20, 2014


Shannon Howell, Director

Date: November 20, 2014

DUNAVANT GULF, LLC

By: 
Name: William O. Hagerman
Its: Manager

Date: November 20, 2014

[registered agent acceptance follows]

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REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Henderson Beach Resort Master Association, Inc. Further, I am familiar with and accept the duties and obligation of such designation.



KIRBY H. WILLIAMS

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