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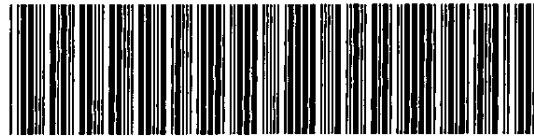
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Amanda West

**Law Office of
Jamie B. Greusel, Esquire**

1104 North Collier Boulevard
Marco Island, FL 34145
239-394-8111

Jamie B. Greusel
Licensed in FL and NJ

April 16, 2007

State of Florida
Division of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

RE: Amended and Restated
Articles of Incorporation

Dear Clerk:

Enclosed please find two (2) originals of the First Amended and Restated Articles of Incorporation for Smokehouse Bay Club together with a check in the amount of \$78.75 representing the filing fee. Kindly record and forward one of the originals to our office in the enclosed self-addressed stamped envelope.

If you have any questions, please do not hesitate to contact our office.

Sincerely,



Jamie B. Greusel, Esq.

JBG:rs

Enclosures

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DIVISION OF CORPORATIONS
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FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SMOKEHOUSE BAY CLUB, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

ARTICLE I

The name of the corporation, hereinafter called "Condominium Association" is SMOKEHOUSE BAY CLUB, INC. and the corporate office address is 1104 North Collier Blvd., Marco Island, FL 34145.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Condominium Association is organized is to provide an entity in accordance with the Condominium Act for the operation of Smokehouse Bay Club Condominium, a Condominium, located in Collier County, Florida.

The Condominium Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earning of the Condominium Association shall be distributed or inure to the private benefit of any member, director or officer of the Condominium Association. For the accomplishment of its purposes, the Condominium Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, and as provided in these Amended and Restated Articles of Incorporation, the Amended and Restated Declaration of Condominium, and the Amended and Restated By-laws or the Florida Condominium Act, as they may be amended from time to time.

The Condominium Association shall have all the powers and duties reasonably necessary to operate the condominium pursuant to the Amended and Restated Declaration and as it may hereafter be amended, including, but not limited to, the following:

A. To make and collect assessments against the members of the Association in order to defray the costs, expenses and losses of the Association, and to use the proceeds of said assessments in the exercise of its powers and duties;

B. To protect, maintain, repair, replace and operate the Condominium property and Association property;

C. To purchase insurance on the Condominium property and Association property for the protection of the Association, its members and their mortgagees;

D. To make, amend, and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association;

E. To approve or disapprove the transfer, mortgage, ownership and occupancy of units, as provided by the Amended and Restated Declaration of Condominium and the Amended and Restated By-laws;

F. To reconstruct improvements after casualty and to make further improvements of the property;

G. To enforce the provisions of the Condominium Act, the Amended and Restated Declaration of Condominium, these Amended and Restated Articles, the Amended and Restated By-laws and any Rules and Regulations of the Association, as amended;

H. To contract for the management and maintenance of the Condominium and the Condominium Property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Amended and Restated Declaration of Condominium to be exercised by the Board of Directors or the membership of the Condominium Association;

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for the proper operation of the Condominium;

J. To acquire real and personal property in the name of the Association;

K. To borrow money, if necessary, to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Amended and Restated Declaration of Condominium, these Amended and Restated Articles of Condominium, and the Amended and Restated By-laws, as may be amended from time to time.

ARTICLE III

MEMBERSHIP: The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium, and as further provided in the Amended and Restated By-laws. After termination of the Condominium, the members shall consist of those who are members at the time of such termination. After receiving approval of the Association as required by the Amended and Restated Declaration of Condominium, change of membership shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument and by delivery to the Association of a copy of such instrument. The share of a member in the funds and assets of the Association cannot be assigned or otherwise transferred in any manner except as an appurtenance to his unit. The owners of each unit, collectively, shall be entitled to one vote in the Association matters as set forth in the Amended and Restated Declaration of Condominium and Amended and Restated By-laws. The manner of exercising voting rights shall be as set forth in the Amended and Restated By-laws.

ARTICLE IV

TERM: The term of the Condominium Association shall be perpetual.

ARTICLE V

BY-LAWS: The Amended and Restated By-laws of the Condominium Association may be amended or rescinded in the manner provided for therein.

ARTICLE VI

AMENDMENTS: Except as otherwise provided under Florida law, these Amended and Restated Articles of Incorporation may be amended if the proposed amendment is approved by at least two-thirds (2/3rds) of all unit owners present in person or by proxy and voting at any duly called membership meeting, or by approval in writing of the owners of at least two-thirds (2/3rds) of the units without a meeting, provided that notice of any proposed amendment has been given to the members of the Condominium Association and that the notice contains a copy of the proposed Amendment. Any amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Collier County, Florida.

ARTICLE VII

DIRECTORS AND OFFICERS: The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Amended and Restated By-laws, but in any event no less than three (3) Directors. All Directors shall be elected by the members in the manner detailed in the Amended and Restated By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Amended and Restated By-laws. The officers shall conduct the business of the Association, and shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Condominium Association and shall serve at the pleasure of the Board.

ARTICLE VIII

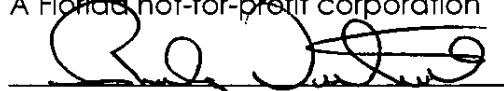
INDEMNIFICATION: The Association shall indemnify every Director and every officer of the Association against all expenses and liabilities including attorney's fees incurred by or imposed on them in connection with any legal proceeding to which he may become a party as a result of his position as an officer or director of the Association, provided, however, said indemnification shall not apply in the event of gross negligence or willful misconduct of the Director or officer, or in any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in the best interest of the Condominium Association.

CERTIFICATE

The undersigned, being the duly elected President and Secretary of The Smokehouse Bay Club, Inc., hereby certify that the foregoing were duly proposed by the Board of Directors and that the foregoing were approved by at least a majority of the votes of all members of the Board of Directors, as well as all members entitled to vote thereon at a duly called meeting, at which a quorum was present, held on March 21, 2007, which was a sufficient number for approval, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety.

Executed this 5th day of April, 2007.

SMOKEHOUSE BAY CLUB, INC.
A Florida not-for-profit corporation


_____, as President

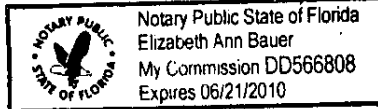
Attest: Terry R. Siebert
as Secretary

STATE OF Florida
COUNTY OF Collier

The foregoing instrument was acknowledged before me on this 5th day of April, 2007 by Terry Siebert, Secretary of Smokehouse Bay Club, Inc., who is personally known to me or who has produced _____ (type of identification) as identification.

Elizabeth Ann Bauer
Notary Public
Print Name: Elizabeth Ann Bauer
My commission expires:

(SEAL)



STATE OF Florida
COUNTY OF Collier

The foregoing instrument was acknowledged before me on this 5th day of April, 2007 by Rudy Dieterich, ^{President} Secretary of Smokehouse Bay Club, Inc., who is personally known to me or who has produced _____ (type of identification) as identification.

Elizabeth Ann Bauer
Notary Public
Print Name: Elizabeth Ann Bauer
My commission expires:

(SEAL)

