



THE UNITED STATES
CORPORATION
COMPANY

N22886

ACCOUNT NO. : 072100000032

REFERENCE : 498440 4351650

AUTHORIZATION :

COST LIMIT : *Patricia 87.50*

ORDER DATE : August 15, 1997

ORDER TIME : 10:58 AM

ORDER NO. : 498440-005

CUSTOMER NO. : 4351650

800002268478--3

CUSTOMER: Ms. Peggy Parks
Leboeuf Lamb Greene & Macrae
Suite 2800
50 North Laura Street
Jacksonville, FL 32202-3650

DOMESTIC AMENDMENT FILING

NAME: SAWGRASS COUNTRY CLUB, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 AUG 15 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/18

Amended
Restated
2. RECEIVED
97 AUG 15 PM 12:20

CERTIFICATE OF ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
SAWGRASS COUNTRY CLUB, INC.
(a Corporation Not-For-Profit)

1. The name of this Corporation is Sawgrass Country Club, Inc.
2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as set forth in the attached Amended and Restated Articles of Incorporation of Sawgrass Country Club, Inc.
3. The Amended and Restated Articles of Incorporation of the Corporation do not contain amendments requiring member approval.
4. The Amended and Restated Articles of Incorporation of the Corporation were adopted pursuant to Section 617.1007, Florida Business Corporation Act, by the Board of Governors of the Corporation on May 28, 1997.

IN WITNESS WHEREOF, Sawgrass County Club, Inc. has caused this Certificate of Articles of Amendment and Restatement of Articles of Incorporation to be executed in its name by its President this 5 day of August 1997.

SAWGRASS COUNTRY CLUB, INC.

By: Robert E. Douty
Robert E. Douty
President

I, the undersigned, Secretary of Sawgrass Country Club, Inc. do hereby certify that Robert E. Douty has been duly elected and this day is the President of said Corporation, and that the signature above is his genuine signature.

WITNESS, my hand this 7 day of August 1997.

Barbara H. Ertef
Name: Barbara H. Ertef
Secretary

**AMENDED AND
RESTATED ARTICLES OF INCORPORATION**

OF

SAWGRASS COUNTRY CLUB, INC.

(A Corporation Not-For-Profit)

FILED

97 AUG 15 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Sawgrass Country Club, Inc., a corporation not-for-profit, are hereby amended and restated as follows, pursuant to a Resolution of the Board of Governors adopted as of the date hereof. The original Articles of Incorporation were filed with the Secretary of State of Florida under the name of Sawgrass Country Club at Ponte Vedra, Inc. on October 7, 1987.

These Amended and Restated Articles of Incorporation amend and restate the provisions of the Corporation's Articles of Incorporation, and there is no discrepancy between the Corporation's Articles of Incorporation and the provisions of these Amended and Restated Articles of Incorporation other than any amendments set forth herein or previously adopted and filed, and the omission of matters of historical interest.

ARTICLE I

NAME

The name of the Corporation shall be "SAWGRASS COUNTRY CLUB, INC." (hereinafter referred to as the "Club"). Its principal office shall be at 10034 Golf Club Drive, Ponte Vedra Beach, Florida 32082, or at such other place as may be designated, from time to time, by the Board of Governors.

ARTICLE II

DURATION

The period of duration of the Club is perpetual.

ARTICLE III

PURPOSE AND POWERS

The sole purpose of the Club is to own and operate a private country club exclusively for the pleasure and recreation of its members and their guests. The Club is organized exclusively for pleasure, recreation and other nonprofitable purposes. The Club shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to corporations not-for-profit, as those laws now exist or as they may hereafter provide.

ARTICLE IV

PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Club is one which does not permit pecuniary gain or profit to its members. No part of any net earnings of the Club shall inure to the benefit of any member, director (hereinafter referred to as "governor") or officer, and as such they will have no interest in or title to any of the property or assets of the Club except in accordance with the provisions relating to dissolution in the By-Laws.

ARTICLE V

CAPITAL STOCK

The Club shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VI

MEMBERSHIPS

Qualifications for membership, the manner of admission and the categories of membership shall be as set forth in and regulated by the By-Laws of the Club.

ARTICLE VII

VOTING RIGHTS

Country Club Memberships, as described in the By-Laws of the Club, shall entitle the holders to one (1) vote on all matters submitted to a vote of the members pursuant to the By-Laws of the Club. No other voting rights shall exist.

ARTICLE VIII

TRANSFER OF MEMBERSHIP

A membership may be transferred only through the Club in accordance with the procedure set forth in the By-Laws of the Club, except the memberships held by Arvida/JMB Partners, a Florida general partnership, or its assignees (collectively "Arvida"), which may be transferred directly from Arvida to a member. A member who has been expelled from the Club shall surrender his or her membership acknowledgment to the Club in accordance with the procedure set forth in the By-Laws of the Club.

ARTICLE IX

LIABILITY FOR DEBTS

Neither the members nor the officers or governors of the Club shall be liable for the debts of the Club.

ARTICLE X

BOARD OF GOVERNORS

The Board of Governors of the Club shall have such number and terms as specified in the By-Laws of the Club. All governors shall be elected by the Country Club Members.

ARTICLE XI

INDEMNIFICATION

The Club shall indemnify its governors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not For Profit Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members or disinterested governors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a governor, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XII

INITIAL REGISTERED OFFICE AND AGENT

The registered office for the Club and the registered agent for the Club at that address are the following: Leon Crimmins, 10034 Golf Club Drive, Ponte Vedra Beach, Florida 32082.

ARTICLE XIII

QUORUM FOR MEMBERS MEETING

Unless the By-Laws specifically require a larger quorum, the quorum required for any meeting of the members shall be the presence, either in person or by proxy, of voting members having twenty-five percent (25%) of the votes then entitled to be voted.

ARTICLE XIV

AMENDMENT TO ARTICLES OF INCORPORATION AND BY-LAWS

The members may amend the Articles of Incorporation or By-Laws only by the vote of a majority of the votes cast by members of the Club entitled to vote pursuant to and in accordance with the By-Laws of the Club. The Board of Governors may amend the Articles of Incorporation or By-Laws as provided in the By-Laws of the Club; provided, however, that any change to the Articles of Incorporation or By-Laws which is materially adverse to or limits the rights of the Country Club Members must be approved by the Country Club Members pursuant to and in accordance with the By-Laws of the Club.

IN WITNESS WHEREOF, Sawgrass Country Club, Inc. has caused these Restated Articles of Incorporation to be executed in its name by its President this 5 day of August, 1997.

SAWGRASS COUNTRY CLUB, INC.

By: Robert E. Doudy
Robert E. Doudy
President

Attest: Barbara H. Ertel
Name: Barbara H. Ertel
Secretary

(CORPORATE SEAL)