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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
HAMMOCK DUNES CLUB, INC.

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*Amended & Resubmitted*  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
HAMMOCK DUNES CLUB, INC.**

**(A Not-For-Profit Corporation)**  
**January 1, 2012**

The Articles of Incorporation of Hammock Dunes Club, Inc., a not-for-profit corporation, are hereby amended and restated as follows, pursuant to a Resolution of the Board of Governors adopted as of December 13, 2011. These Amended and Restated Articles of Incorporation and any amendments included herein have been duly adopted by the Board of Governors as of the date hereof and there is no discrepancy between the articles of incorporation and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of amendments adopted and the omission of matters of historical interest.

**ARTICLE I  
NAME**

The name of the Corporation shall be "HAMMOCK DUNES CLUB, INC." (hereinafter referred to as the "Club"). Its principal office shall be at 30 Avenue Royale, Palm Coast, Florida 32137, 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 and social club for the pleasure and recreation of its members, their families and their guests. The Club is organized exclusively for pleasure, recreation and other non-profitable 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 not-for-profit corporations, 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. No part of any net earnings shall inure to the benefit of any member, governor or officer, and as such they will have no interest in or title to any of the property or assets of the Club. Nothing herein shall prohibit the Club from

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reimbursing its governors and officers for all expenses reasonably incurred in performing services rendered to the Club.

#### **ARTICLE V CAPITAL STOCK**

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

#### **ARTICLE VI QUALIFICATIONS OF MEMBERSHIP**

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

#### **ARTICLE VII VOTING RIGHTS**

Members of the Club will have such voting rights as are provided in the Amended and Restated By-Laws of the Club.

#### **ARTICLE VIII LIABILITY FOR DEBTS**

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

#### **ARTICLE IX BOARD OF GOVERNORS**

The Board of Governors shall be elected by the equity members of the Club. The Board of Governors of the Club shall have such number and terms as specified in the Amended and Restated By-Laws of the Club. The names and addresses of the current governors of the Club are:

Dennis Vohs  
3 Rue Grande Mer  
Palm Coast, FL 32137

William Tobin  
7 Avenue De La Mer, #706  
Palm Coast, FL 32137

John Dunleavy  
20 Porto Mar, # 701  
Palm Coast, FL 32137

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Don Finch  
23 Via Roma  
Palm Coast, FL 32137

Frank Ferguson  
20 La Costa Place  
Palm Coast, FL 32137

Vaughan Delk  
77 Island Estates Parkway  
Palm Coast, FL 32137

Charles Swinburn  
4 San Gabriel Lane  
Palm Coast, FL 32137

John Leckie  
23 Marbella Court  
Palm Coast, FL 32137

William F. Martin, Jr.  
9 Rue Rcnor  
Palm Coast, FL 32137

#### ARTICLE X INCORPORATOR

The name and residence of the original subscriber and incorporator was as follows:

<u>Name</u>	<u>Address</u>
John Gazzoli	One Corporate Drive Palm Coast, Florida 32051

#### ARTICLE XI INDEMNIFICATION

The Club shall indemnify and hold harmless each person who shall serve at any time hereafter as governor or officer from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, a governor or officer of the Club, or by reason of any action alleged to have been taken or omitted by him or her as such governor or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct.

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**ARTICLE XII  
DISSOLUTION**

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed, as permitted by Florida law or a court having jurisdiction, among its equity members and Partnership Club Membership in proportion to the value of their membership certificates as last fixed by the Board of Governors.

**ARTICLE XIII  
TRANSFER OF MEMBERSHIP**

A membership may be transferred only through the Club in accordance with the procedure set forth in the Amended and Restated By-Laws. A member who has been expelled from the Club shall surrender his or her membership certificate to the Club in accordance with the procedure set forth in the Amended and Restated By-Laws.

**ARTICLE XIV  
REGISTERED OFFICE AND AGENT**

The registered office for the Club and the registered agent for the Club at that address are the following: Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.

ATTESTATION ON FOLLOWING PAGE

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IN WITNESS WHEREOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida, this 13 day of December, 2011.

ATTEST:



William F. Martin, Jr., Secretary of the Club

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