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DIVISION OF CORPORATIONS

Amended/Restated
cc
19 8/18/08

227 Nokomis Avenue S.
Venice, Florida 34285

Tel: (941) 485-1571
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Mailing Address:
Post Office Box 1767
Venice, FL 34284-1767

**Kanetsky
Moore
& DeBoer, P.A.**
Law Offices

Murray Kanetsky
Robert L. Moore*
Robert J. DeBoer*
Erik R. Lieberman**
Sharon S. Vander Wulp
*Board Certified Real Estate
**Also admitted in Pennsylvania

August 6, 2008

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

RE: Amended and Restated Articles of Incorporation of Eagle Point Club
Subdivision Owners' Association, Inc.
Our File No. 12530.01

Dear Sirs:

Enclosed please find the Amended and Restated Articles of Incorporation in regards to the above referenced Association. Also enclosed is our check in the amount of \$43.75 representing the fee for the filing and certified copy.

Please return a certified copy of the Amended and Restated Articles of Incorporation to my attention after filing.

Thank you for your assistance in this matter. If you have questions or need additional information, please do not hesitate to contact our office.

Very truly yours,



Lisa M. Guttman, CP, FRP
Paralegal for Sharon S. Vander Wulp

encl.

cc: Eagle Point Club Subdivision Owners' Association, Inc. (w/o encl.)

This instrument prepared by:
Sharon S. Vander Wulp
Attorney at Law
P.O. Box 1767
Venice, FL 34284-1767

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
08 AUG 11 PM 12:28

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EAGLE POINT CLUB SUBDIVISION
OWNERS' ASSOCIATION, INC.

WHEREAS, the original Declaration of Covenants and Restrictions for EAGLE POINT CLUB was recorded in the Public Records of Sarasota County, Florida, in Official Records Book 2580, Page 2496, et seq., as amended, and

WHEREAS, these Amended and Restated Articles of Incorporation were approved by not less than fifty-one percent (51%) of the entire membership of the Association at a membership meeting held on the 14th day of June, 2008.

NOW, THEREFORE, the following are the Amended and Restated Articles of Incorporation of EAGLE POINT CLUB SUBDIVISION OWNERS' ASSOCIATION, INC.

**(Substantial Rewrite of the Articles of Incorporation.
See the Original Articles of Incorporation and
Prior Amendments for Current Text.)**

Eagle Point Club Subdivision Owner's Association, Inc. is a corporation not for profit under the provisions of Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I. NAME AND ADDRESS

The name of this corporation shall be **EAGLE POINT CLUB SUBDIVISION OWNERS' ASSOCIATION, INC.**, and its address shall be located in Venice Florida, as shall be designated from time to time by the Board of Directors in its discretion.

ARTICLE II. PURPOSES

2.1. The purposes for which this corporation is organized are as follows:

(a) To promote and maintain good and cooperative relationships between the owners of property in said subdivision and to promote and maintain a high quality of development and maintenance of said subdivision.

(b) To do and perform any other acts and things necessary, proper or incident to the performing and carrying out of the powers and purposes herein specifically designated or implied.

(c) To operate, maintain, manage, improve, and administer the use of the Common Areas, and other portions of the Subdivision, to the extent set forth in the Declaration.

(d) To carry out all of the duties and obligations which may be assigned to the Association under the terms and provisions of the Declaration.

(e) To take such other action as may be deemed appropriate by the Board of Directors to promote the health, safety, and social welfare of the Owners.

(f) To operate without profit and for the sole and exclusive benefit of its members.

2.2. Assets Held in Trust. All funds and properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Association.

2.3. Limitation on Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws of the Association.

ARTICLE III. MEMBERS

3.1. Members. Any person having an ownership interest in any lot in the subdivision known as "EAGLE POINT CLUB" is a member of the corporation. Where more than one person owns jointly a lot or lots in the subdivision, they shall together as such owners be entitled to only one membership, provided, however, that Lot 34 of the Eagle Point Club Subdivision contains 11 homesites and, for these purposes, each of those homesites is to be considered a lot. Each membership shall be entitled to one vote on any issue requiring or involving a vote of the membership of this corporation.

3.2. Membership Appurtenant to Lot Ownership. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Lot, the ownership of which provides the basis for membership in the Association.

3.3. List of Members. The Secretary of the Association shall maintain a list of the members of the Association. Whenever any person or entity becomes a member of the Association, it shall be such party's duty and obligation to so inform the Secretary in writing, giving his name, mailing address, and legal description of his Lot; provided, however, that with regard to any notice given to or vote accepted from the prior Owner of such member's Lot before receipt of written notification of change of ownership, such notice and/or vote shall be deemed to be properly given or received. The Secretary may, but shall not be required to, search the Public Records or make other inquiry to determine

the status and correctness of the list of members of the Association maintained by the Secretary, and shall be entitled to rely upon the Association's records until notified in writing of any change in ownership.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall exist perpetually unless terminated according to law.

ARTICLE V. SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation were as follows:

Glenn Goodman	759 N. Tamiami Trail Venice, Florida 34292
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ARTICLE VI. OFFICERS

The affairs of the corporation shall be managed by the following officers, subject to the control of the Board of Directors: a President, a Vice President, a Secretary and a Treasurer, and by such additional officers either elected or appointed as may from time to time be provided by the Bylaws.

The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. Vacancies may be filled by the Board of Directors at any time, at either a regular or special meeting. Every officer shall be a member of the corporation.

ARTICLE VII. INITIAL OFFICERS

President	Glenn Goodman
Secretary-Treasurer	Glenn Goodman

ARTICLE VIII. BOARD OF DIRECTORS

The Board of Directors shall consist initially of three persons. The number of directors may be increased or decreased from time to time by provision made in the Bylaws, but shall never be less than three. The names and addresses of the initial Board of Directors who served until the first election of directors were as follows:

Glenn Goodman	759 N. Tamiami Trail Venice, Florida 34292
Danny Overstreet	759 N. Tamiami Trail Venice, Florida 34292

ARTICLE IX. BYLAWS

The Bylaws of the corporation may be made, altered or rescinded in the manner provided for in the Bylaws.

ARTICLE X. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as follows:

10.1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

10.2. Resolution. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than twenty percent (20%) of the members of the Association.

10.3. Approval. Such approval must be by an affirmative vote of not less than fifty-one percent (51%) of the membership casting their vote in person or by proxy, at a properly called members' meeting.

10.4. Proxy Vote. Members not present in person at the members' meeting considering the amendment may express their approval in writing, by proxy, provided that such written approval is delivered to the Secretary at or prior to the meeting.

10.5. Certification. A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Sarasota County, Florida.

ARTICLE XI. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XII. DISSOLUTION OF THE ASSOCIATION

12.1. Dissolution. Upon the expiration of the term of the Declaration, the Association may be dissolved upon a resolution to that effect being approved by the holders of two-thirds (2/3rds) of the total votes of the Association membership, and upon compliance with any applicable laws then in effect.

12.2. Distribution of Assets. Upon dissolution of the Association, all Association assets which remain after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner.

(a) The Common Areas shall be conveyed to an appropriate purchaser.

(b) Except as may be otherwise provided by the terms of the Declaration, all remaining assets, or the proceeds from the sale of such assets, shall be apportioned equally among the Lots paying Assessments, and the pro-rata share of each such Lot shall be distributed to the Lot Owner.

ARTICLE XIII. MISCELLANEOUS PROVISIONS

This corporation shall issue no shares of stock. No dividends shall be paid and no part of the income of this corporation shall be distributed to its members, directors or officers; provided, however, that this corporation may pay compensation in reasonable amounts to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distributions to its members as permitted by the court having jurisdiction thereof, in which event no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

ATTEST:

EAGLE POINT CLUB SUBDIVISION
OWNERS' ASSOCIATION, INC.

By: Robert D Berabe
Secretary

By: Thomas Grossman
President

WITNESSES

Connie Hooks
CONNIE HOOKS

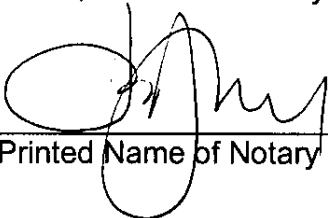
Louis R Canite
Louis R Canite

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared Thomas Grossman, as President, and Robert D. Berabe, as Secretary, of EAGLE POINT CLUB SUBDIVISION OWNERS' ASSOCIATION, INC., and they acknowledged before me that they are such officers of said corporation; and they executed the foregoing Amended and Restated Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Amended and Restated Articles of Incorporation and that the execution thereof is the free act and deed of said corporation.

They are personally known to me or have produced their driver's licenses as identification and did not take an oath.

WITNESS my hand and official seal at Venice, Sarasota County, Florida this 30th day of July, 2008.


Printed Name of Notary

Notary Public

Commission #:



JACALYN K. WOOD
MY COMMISSION # DD 415495
EXPIRES: April 20, 2009
Bundled Thru Budget Notary Services

My Commission Expires: