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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
HOLE-IN-THE-WALL GOLF CLUB, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

Amend & Restated Articles
[Signature]

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**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HOLE-IN-THE-WALL GOLF CLUB, INC.,
a Florida not for profit corporation**

THE UNDERSIGNED CERTIFIES that the attached Amended and Restated Articles of Incorporation of **HOLE-IN-THE-WALL GOLF CLUB, INC.**, a Florida not for profit corporation (the "Corporation"), do not require member approval and were duly adopted and enacted by the majority vote of the Board of Directors of the Corporation at a meeting called for that purpose on January 22, 2010. The attached Amended and Restated Articles of Incorporation replace and supersede the Articles of Incorporation filed in the office of the Secretary of State of Florida on June 3, 1994, as Document Number N94000002783, effective as of June 15, 1957, as amended from time to time.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment in Collier County, Florida, effective as of the 22nd day of January, 2010.



JERROL TOSTRUD, President

Doc 141, 6751-13823

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HOLE-IN-THE-WALL GOLF CLUB, INC.**

The Articles of Incorporation of **HOLE-IN-THE-WALL GOLF CLUB, INC.**, a Florida not for profit corporation, as filed in the offices of the Secretary of State, State of Florida, in Tallahassee, Florida, on the 3rd day of June, 1994, effective as of June 15, 1957, and assigned document number N94000002783, as amended from time to time, be and they are hereby superseded by the following duly adopted and enacted Amended and Restated Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is **HOLE-IN-THE-WALL GOLF CLUB, INC.**

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III - ADDRESS

The principal office and mailing address of this corporation shall be located at 3600 Goodlette Road North, Naples, Florida 34103, and subsequently at such other location as shall be determined by the Board of Directors.

ARTICLE IV - PURPOSE

The purposes for which this corporation is organized are for pleasure, recreation and other nonprofitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law, and the corporation shall operate as a corporation not for profit under the laws of Florida as a private golf club.

This corporation will not have or issue shares of stock. No part of the net earnings of this corporation shall inure to the benefit of an incorporator, member, director or officer of this corporation, or any private individual, except that this corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article IV; no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and no activity of this corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any of the provisions of these Articles, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under

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Sections 501(a) and 501(c)(7) of the Code and the Treasury Regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE V - MEMBERSHIP

The rights and privileges of all members shall be as determined by the Bylaws of the corporation.

ARTICLE VI - BYLAWS

The Bylaws of the corporation may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII - DIRECTORS AND OFFICERS

A. Directors. The affairs of the corporation shall be administered by a Board of Directors consisting of the number of directors determined by the Bylaws. Directors must be members of the corporation.

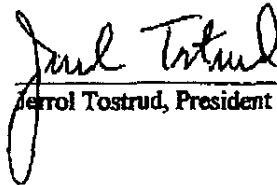
B. Election of Directors. Directors of the corporation shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

C. Officers. The business of the corporation shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors in the manner determined by the Bylaws.

ARTICLE VIII - REGISTERED AGENT

The registered office of this corporation is at Cheffy Passidomo, P.A., 821 Fifth Avenue South, Suite 201, Naples, Florida 34102. The registered agent at that address is Jeff M. Novatt, Esq.

IN WITNESS WHEREOF, I have hereunto set my hand, acknowledged and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida, effective as of the 22nd day of January, 2010.



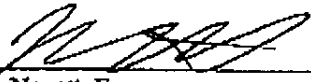
Jeroel Tostrud, President

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



Jeff M. Novatt, Esq.
Registered Agent

Doc 140, 6751-13825

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