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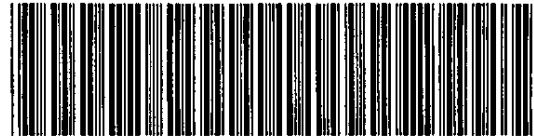
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T. LEMIEUX

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE FLORIDA CLUB
PROPERTY OWNERS ASSOCIATION, INC.**

2010 FEB -6 P 43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The purpose of this Amended and Restated Articles of Incorporation is to continue the purpose of the Articles of Incorporation filed with the Department of State on September 26, 1996 and amended on April 1, 2002.

**ARTICLE I
NAME**

The name of the corporation shall be THE FLORIDA CLUB PROPERTY OWNERS ASSOCIATION, INC. For convenience, the corporation is hereinafter referred to as the "Association".

**ARTICLE II
DEFINITIONS**

Each term used herein which is defined in the DECLARATION OF COVENANTS AND RESTRICTIONS FOR THE FLORIDA CLUB recorded among the Public Records of Martin County, Florida (the "Declaration") shall have the same meaning or definition when used herein as the meaning or definition ascribed thereto in the Declaration.

**ARTICLE III
PURPOSES AND POWERS**

The objectives and purposes of the Association are to own, maintain and administer the recreation areas and other Common Areas within that certain residential community known as THE FLORIDA CLUB situated in Martin County, Florida, pursuant to and in accordance with the Declaration; to administer and enforce the covenants and restrictions created by the Declaration; to access, levy, collect and disburse the assessments and charges provided for in the Declaration; to promote the recreation, health, safety and welfare of the residents of the said community; and to perform and exercise all of the rights and duties of the Association under the Declaration.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit.

B. The Association shall have all of the powers reasonably necessary to implement its purposes including, but not limited to, the following:

1. To operate and manage those properties conveyed to it or not conveyed but accepted for operation and maintenance for the common good of Members of the Association;

2. To make, establish and enforce rules and regulations regarding the use of property owned, operated or managed by it;

3. To carry out all the powers and duties vested in the Association pursuant to these Articles and the By-Laws of the Association and in the Declaration;

4. To do all things necessary to carry out the operation of the Association as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617 and Chapter 720, Florida Statutes;

5. To make, levy and collect assessments for the purpose of obtaining funds from its members to pay for the operational expenses of the Association and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

6. To maintain, repair, replace and operate the Association Property and, if appropriate, maintain the exteriors of the residential Units in accordance with the provisions of the Declaration;

7. To enforce by legal means the obligations of the Members of the Association, the provisions of the Declaration and the provisions of any dedication or conveyance of the Association Property to the Association with respect to the use and maintenance thereof;

8. To contract for professional management with an individual, corporation, partnership or other entity and to delegate to such manager the powers and duties of the Corporation.

C. The Association is not authorized for profit, nor shall it have the power to issue certificates of stock or pay dividends, and no part of the net earnings of the Association shall be distributed, upon dissolution or otherwise, to any individual. The Association may pay compensation in reasonable amounts to its Members, Directors or officers, for service, including pensions. No compensation shall be paid to Directors for their services as Directors; however, compensation may be paid to a director in his or her capacity as an officer or employee or for services rendered to the Association outside of his or her duties as a Director. In such case, however, said compensation must be approved in advance by the Board of Directors and the Director to receive said compensation shall not be permitted to vote on said compensation. The Board of Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents or attorneys for services rendered to the Association.

D. All funds and title to all interests in property acquired by the Association, whether fee simple, leasehold, or otherwise, and the proceeds thereof shall be held in trust for Members of the Association.

E. The Association shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

ARTICLE IV **MEMBERS AND VOTING RIGHTS**

A. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or Unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of any obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

B. Voting Rights. The Association shall have two (2) classes of voting Membership:

Class A: Class A Members shall be all those owners as defined in Paragraph A of this Article IV. Class A Members shall be entitled to one vote for each Lot or Unit in which they hold the interests required for Membership by Paragraph A of this Article IV. If a Lot or Unit is owned by one person, his right to vote shall be established by the record title to his Lot or Unit. When more than one

person holds such interests in any Lot or Unit, the vote for such Lot or Unit shall be exercised only by that one Member as shall be designated by the owners of the Unit. In no event shall more than one vote be cast with respect to any Lot or Unit.

The Association shall have the right to suspend any Member's right to vote for any period during which any assessment levied by the Association against such Member's Lot shall remain unpaid for more than ninety (90) days after the due date for the payment thereof.

Class B: The Class B Member shall be the owner of the Golf Club at The Florida Club. For purposes of voting and assessment only, the Class B Member shall be treated as if it owned six (6) Units. It shall designate a voting representative in writing to the Secretary of the Association who shall be responsible for casting its votes.

C. Meeting of Member. The By-Laws of the Association shall provide for annual meeting of Members, and may make provision for regular and special meetings of Members in addition to the annual meetings.

ARTICLE V CORPORATE EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI DIRECTORS

A. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of as many persons as determined by the By-Laws.

B. Election of Members to Board of Directors. Directors shall be elected by the Members of the Association as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of Directors, the terms of directors and the filling of vacancies on the Board. All Directors shall be members of the Association.

ARTICLE VII OFFICERS

A. Officers. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable consistent with the By-Laws of the Association.

B. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. The same person may hold two offices provided, however, that the offices of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary be held by the same person.

ARTICLE VIII BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE IX AMENDMENTS

Any amendment to these Articles of Incorporation shall require the affirmative vote of a majority of the Board of Directors and the affirmative vote of fifty-nine percent (59%) of the Members of the Association who have the right to vote; provided, however, that (a) no amendment shall make any change in the qualifications for Membership nor the voting rights of the Members without the written approval or affirmative vote of all Members of the Association, and (b) that These Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the Declaration.

ARTICLE X INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Director or officer may be entitled under statute or common law.

ARTICLE XI
TRANSACTIONS IN WHICH OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XII
REGISTERED OFFICE, AGENT AND ADDRESS

The registered office of the Association shall be as may be designated by the Board of Directors. The registered office and the initial registered agent shall be as designated by the Board of Directors.

This Amended and Restated Articles of Incorporation of The Florida Club, has been approved by a majority of the Board of Directors and by two-thirds (2/3) of the members. The undersigned, The Florida Club Property Owners Association, Inc., hereby consents to the terms and conditions contained in the foregoing Amended and Restated By-Laws and hereby assumes the duties and obligations imposed upon the undersigned thereunder.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this ^{15th} day of February, 2018.

WITNESSES AS TO PRESIDENT:

THE FLORIDA CLUB PROPERTY OWNERS ASSOCIATION, INC.

Stephanie W. Adams
Printed Name #1: Stephanie W. Adams

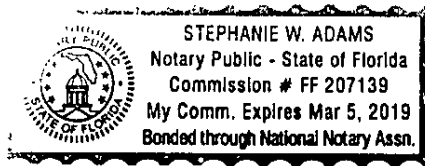
By: Joe G. Mullins
JOE G. MULLINS, Its President

Itzen Orzco
Printed Name #2: Itzen Orzco

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on February 15, 2018, by Joe G. Mullins as President of The Florida Club Property Owners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal



Stephanie W. Adams
Notary Public

WITNESSES AS TO SECRETARY:

THE FLORIDA CLUB PROPERTY OWNERS ASSOCIATION, INC.

Stephanie W. Adams
Printed Name #1: Stephanie W. Adams

By: Robin G. Carradini
Robin G. Carradini, Its Secretary

Itzen Orzco
Printed Name #2: Itzen Orzco



CORPORATE SEAL

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me on February 15, 2018, by Robin G. Carradini as Secretary of The Florida Club Property Owners Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: FLORIDA D/L].

Notarial Seal

Stephanie W. Adams
Notary Public

