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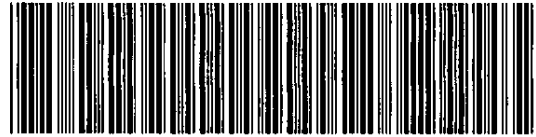
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Amended and Restated Ait

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAY -6 AM 9:34

T. Roberts, MAY 12 2009
T. Roberts (MS)

Condo & HOA Law Group, LLC
Attorneys-at-Law

2030 McGregor Boulevard
Fort Myers, FL 33901
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May 4, 2009

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

**Re: *Amended and Restated Articles of Incorporation of
The Barbados at Carrick Bend Circle Condominium Association, Inc.***

To Whom It Concerns:

Enclosed are an original and one copy of the Amended and Restated Articles of Incorporation of The Barbados at Carrick Bend Circle Condominium Association, Inc., along with our firm's check for \$43.75 to cover the filing fee and certified copy fee. Please return the certified copy to our office in the envelope provided.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly,

CONDO & HOA LAW GROUP, LLC



Richard D. DeBoest, II, Esq.
For the Firm

RDDII:kg
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**AMENDEND AND RESTATED
ARTICLES OF INCORPORATION
OF
THE BARBADOS AT CARRICK BEND CIRCLE CONDOMINIUM
ASSOCIATION, INC**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida not for profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: .

Amended and Restated Articles of Incorporation.
See attached Exhibit "A" for full text.

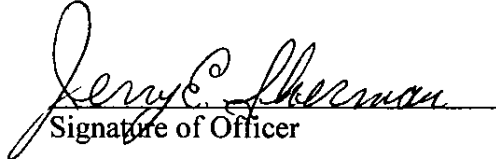
SECOND: The date of adoption of the amendments was January 15, 2009.

THIRD: Adoption of Amendment (Check one):

The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the Board of Directors.

THE BARBADOS AT CARRICK BEND CIRCLE CONDOMINIUM ASSOCIATION,
INC.


Signature of Officer

JERRY E. SHERMAN
Print Name of Officer

President
Title of Officer

4/9/09
Date

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION**

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE BARBADOS AT CARRICK BEND CIRCLE CONDOMINIUM ASSOCIATION, INC

Pursuant to Section 617.0201(4), Florida Statutes, the Articles of Incorporation of The Barbados at Carrick Bend Circle Condominium Association, Inc., a Florida corporation not for profit, which was originally incorporated under the name The Barbados V at Tarpon Cove Condominium Association, Inc., on November 10, 1997, which said name was changed to the present name on May 2, 2002, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.0201(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.0201(4) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is The Barbados at Carrick Bend Circle Condominium Association, Inc., and its address is Platinum Property Management, 1016 Collier Center Way, Suite 2, Naples, Florida 34110. However, the Board of Directors may change the principal office from time to time without amending this Section.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of The Barbados IV at Tarpon Cove, A Condominium, The Barbados V at Tarpon Cove, A Condominium, The Barbados VI at Tarpon Cove, A Condominium, and The Barbados VII at Tarpon Cove, A Condominium all of which are located in Collier County, Florida. The Association shall act as a multi-condominium association as provided in Chapter 718, Florida Statutes.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida and of a condominium association under the Florida Condominium Act, except as expressly limited or modified by these Articles, the Declaration of Condominium, and the Bylaws; and it shall have all of the powers and duties reasonably necessary to operate the Condominiums pursuant to the condominium documents as they may hereafter be amended, including but not limited to the following:

ARTICLES OF INCORPORATION



- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property and association property.
- (C) To purchase insurance for the protection of the Association and its members.
- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the condominium property.
- (E) To make, amend and enforce reasonable rules and regulations governing the operation of the Association and the use, maintenance, occupancy, alteration, transfer and appearance of units, common elements and limited common elements, subject to any limits set forth in the Declaration of Condominium.
- (F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the condominiums and the condominium property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominiums.
- (J) To borrow money as necessary to perform its other functions hereunder.
- (K) To grant, modify or move any easement in the manner provided in the Declaration of Condominium.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of the Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

ARTICLES OF INCORPORATION EXHIBIT "C"

MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominiums, as further provided in the Bylaws.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.
- (C) The owners of each unit, collectively, shall be entitled to one vote in Association matters as provided in the Declaration of Condominium and Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

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

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but in no event less than three (3) Directors.
- (B) Directors of the Association 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) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Association.
- (B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise provided by Florida law, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests in the Association who are present and voting, in person or by proxy, at any annual or special meeting called for the purpose. Amendments may also be approved by written consent of two thirds (2/3) of the total voting interests in the Association. The Board of Directors may amend these Articles to correct scrivener's errors or omissions, perform corporate mergers and amend and restate the Articles in order to consolidate into one document amendments previously adopted by the members or the Board. Amendments adopted by the Board shall occur at a duly noticed Board meeting (with adoption of the amendments set forth on the agenda).
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Collier County, Florida, with the formalities required by the Condominium Act.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer, committee member or employee of the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer, committee member or employee of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.
- (B) A violation of criminal law, unless the individual had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the individual derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of

indemnification shall be in addition to and not exclusive of all other rights to which an individual may be entitled.