

P02000069137

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000088911 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : SHAPIRO & ADAMS, P.A.
Account Number : I19990000101
Phone : (561) 691-0059
Fax Number : (561) 691-0066

03 MAR 24 PM 1:57
SECRET
TALLAHASSEE, FLORIDA

RECEIVED

03 MAR 24 PM 12:00

DIVISION OF CORPORATIONS

BASIC AMENDMENT

PALM COAST BLUE WATER INTERNATIONAL II CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing

Public Access Help

AMEND
CKE
3/2
(6)

MAR-24-2003 11:48

ROBERT SHAPIRO PA

561 591 0066

SECRET
MAR 24 PM 1:57
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 03-02-06 BY 1111 P-0

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PALM COAST BLUE WATER INTERNATIONAL II CORPORATION

DOCUMENT NUMBER: P02000069137

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida corporation adopts the following articles of amendment to its Articles of Incorporation.

FIRST: See Exhibit "A" attached hereto and made a part hereof.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: n/a

THIRD: The date of adoption of the amendment was: December 2, 2002.

FOURTH: Adoption of Amendment (Check One):

XXX The amendment(s) was(were) approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (voting group)".

_____ The amendment(s) was/were adopted by the Board of Directors without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21st day of March, 2003.

Signature:

Valerie O Kaan
Valerie Kaan, President

EXHIBIT "A"

**SECOND AMENDMENT TO ARTICLES OF INCORPORATION
OF
PALM COAST BLUE WATER INTERNATIONAL II CORPORATION**

1. Article II is deleted and replaced by the following:

ARTICLE II -BUSINESS

Notwithstanding any provision hereof to the contrary, the following shall govern:

The nature of the business and the purposes to be conducted and promoted by the Corporation, is to engage solely in the following activities:

The ownership, development, construction, operation and sale of a 190 unit condominium building to be located on the real property more particularly described on Exhibit "1" attached hereto ("Property").

The ownership of membership (the "Membership") in Surf Club II & III Pool & Spa Association, Inc., a Florida not-for-profit corporation.

To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property and membership.

To exercise all powers enumerated in Florida Statute 607 necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

Notwithstanding any provision hereof to the contrary, the activities of the Corporation shall be limited as follows:

The Corporation shall only incur indebtedness in an amount necessary to: (i) own, develop, construct, operate and sell the Property and all condominium units created thereon; and (ii) own and otherwise operate the membership.

For so long as any mortgage lien exists on any portion of the Property or Membership which requires the Corporation to be, a so called single purpose, bankruptcy remote entity ("Mortgage"):

The Corporation shall not incur, assume, or guaranty any other indebtedness.

The Corporation shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the Corporation) formed or surviving such consolidation or merger or that acquired by conveyance or transfer the properties and assets of the Corporation substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article II, and (c) shall expressly assume the due and punctual performance of the Corporation's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a

party shall have been committed by this Corporation and be continuing. For so long as the Mortgage encumbers any portion of the Property, the Corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the consent of the Mortgagee. For so long as the Mortgage exists on any portion of the Property, no material amendment to this certificate of incorporation or to the Corporation's By-Laws may be made without first obtaining approval of the Mortgagee holding the first Mortgage on any portion of the Property.

Any indemnification of any the Corporation's directors and/or officers is, and shall be, fully subordinated to any obligations respecting the Property and shall not constitute a claim against the Corporation in the event that cash flow is insufficient to pay such obligations.

For so long as any Mortgage encumbers any portion of the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in these Articles of Incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.

It shall maintain separate corporate records and books of account from those of its parent and any affiliate.

Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.

It shall not commingle assets with those of its parent and any affiliate.

It shall conduct its own business in its own name.

It shall maintain financial statements separate from its parent and any affiliate.

It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.

It shall maintain an arm's length relationship with its parent and any affiliate.

It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others.

It shall use stationery, invoices and checks separate from its parent and any affiliate.

It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.

It shall hold itself out as an entity separate from its parent and any affiliate.

For purpose of this Article II, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent,

MAR-24-2003 11:49

ROBERT SHAPIRO PA

561 691 0066 P.05/06
(H03000088911 0)

including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person which receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

Signed this 31st day of March, 2003.

Signature:

Valerie O'Kean
Valerie Kean, President

EXHIBIT 1

SURF III

PARCEL #2 (PARCEL 6-A AND PART OF PARCEL 6-B MATANZAS SHORES)

A parcel of land lying in Government Section 38, Township 10 South, Range 31 East, being a portion of the "SUBDIVISION PLAT SECTION 88, PALM COAST" recorded in Map Book 26, Pages 4 and 5 of the Public Records of Flagler County, Florida, being more particularly described as follows: A Point of Reference being the intersection of the Southerly line of said Government Section 38 extended Westerly to the Easterly right-of-way of the Intracoastal waterway (500' right-of-way), thence North 17 degrees 14' 46" West along said right-of-way 551.91 feet to a point being the Northwest corner of "WILLOW WOODS SUBDIVISION" recorded in Map Book 5, Page 76, thence departing said Intracoastal Waterway North 69 degrees 39' 06" East along the common boundary of said "WILLOW WOODS" and said "SECTION 88, PALM COAST" 3024.54 feet to a point on the Westerly right-of-way line of State Road A-1-A, recorded in Official Records Book 388, Pages 110 through 112, said point being on a curve, thence Northwesterly along said right-of-way 585.77 feet along a curve to the left (concave Westerly) having a central angle of 28 degrees 21' 53", a radius of 1183.24 feet, a chord bearing of North 27 degrees 12' 50" West and a chord distance of 579.81 feet to a point of tangency of State Road A-1-A, thence departing said point and Westerly right-of-way North 48 degrees 36' 13" East, 180.00 feet to a point on the Easterly line of said right-of-way and the Point of Beginning of this description, thence North 41 degrees 23' 47" West along said right-of-way a distance of 608.11 feet, thence departing said right-of-way North 50 degrees 22' 12" East a distance of 329.63 feet, thence North 17 degrees 25' 35" East a distance of 60.85 feet, thence North 69 degrees 38' 32" East a distance of 55.09 feet, thence South 20 degrees 21' 28" East a distance of 437.78 feet to a point on a curve, thence Southerly 604.66 feet along a curve to the right (concave Westerly) having a central angle of 12 degrees 18' 29", a radius of 2814.79 feet, a chord bearing of South 14 degrees 12' 13" East and a chord distance of 603.50 feet to a point on the Easterly line of said State Road A-1-A right-of-way, thence North 41 degrees 23' 47" West along said Easterly right-of-way line a distance of 335.72 feet to the Point of Beginning.

Together with non-exclusive easements for stated purposes as established by that certain Easement Agreement recorded in Official Record Book _____, Page _____, Public Records of Flagler County, Florida.