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P030000089295

Florida Department of State
Division of Corporations
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BASIC AMENDMENT

GEM BEACH, INC.

Certificate of Status	0
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04 JAN 20 AM 10:59

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN 20 PM 12:56

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 20, 2004

GEM BEACH, INC.
* TIMOTHY GOODWIN
8872 MISTY CREEK DRIVE
SARASOTA, FL 34241

SUBJECT: GEM BEACH, INC.
REF: P03000089295

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H04000012454
Letter Number: 204A00003414

**AMENDED AND RESTATED ARTICLES
OF INCORPORATION
OF
GEM BEACH, INC.**

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04 JAN 20 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Articles of Incorporation of GEM BEACH, INC., a Florida corporation (the "Corporation"), were filed with the Florida Department of State on August 13, 2003.

2. The following Amended and Restated Articles of Incorporation were approved by the sole shareholder and director of the Corporation on December 31, 2003, and the votes cast in favor of approving the Amended and Restated Articles of Incorporation were sufficient for approval.

3. The Articles of Incorporation of the Corporation are amended and restated in accordance with Section 607.1007 of the Florida Statutes as follows:

ARTICLE I - NAME

The name of this Corporation is:

GEM BEACH, INC.

ARTICLE II - TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - POWERS

The Corporation shall have power:

(a) To purchase, sell, lease, let, demise, develop and/or subdivide all real or personal property wheresoever situated.

(b) To purchase and sell for itself and for others, personal property, stocks, bonds and notes, to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidence of value to secure the same.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

(d) To purchase the corporate assets of any other corporation, and engage in the same or other character of business.

(e) To loan the monies of the Corporation and to take back mortgages as security therefor on both real and personal property.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

(h) To act as a general partner in general or limited partnerships which will engage in activities contemplated by this Article and to perform all services necessary or

desirable in connection therewith, and to act as nominee for the purpose of acquiring, financing and transferring real and personal property.

(i) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(j) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI - PRINCIPAL ADDRESS

The mailing address of this Corporation shall be P.O. Box 3866, Sarasota, Florida 34230-3866.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1819 Main Street, Suite 610, Sarasota, Florida 34236 and the registered agent at such office is JOHN M. COMPTON.

ARTICLE VIII - DIRECTORS

This Corporation shall have one (1) director. The number of directors may be changed from time to time by bylaws adopted by the shareholders. The name and address of the member of the board of directors is:

Grant Maass
P.O. Box 3866
Sarasota, FL 34230-3866

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X- INDEMNIFICATION

The corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.

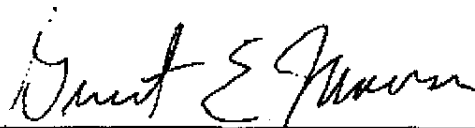
ARTICLE XI - PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII - REMOVAL OF DIRECTORS

The shareholders of this Corporation shall be entitled to remove any director from office at any time for any reason whatsoever whether or not there is cause for removal.

The undersigned has executed these Articles on December 31, 2003.



GRANT MAASS, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process at the place designated in the Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATE: December 31, 2003



JOHN M. COMPTON

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