

P93000022874

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

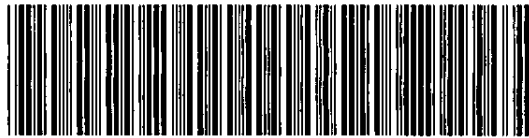
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500136565205

10/06/08--01043--009 **35.00

FILED

2008 OCT -6 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB

10/13/08

Seacoast
NATIONAL BANK

October 3, 2008

Amendment Section
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Document Number: P93000022874
Big "O" R.V. Resort, Inc.
Amendment and Restatement of Articles of Incorporation

Dear Sir/Madam:

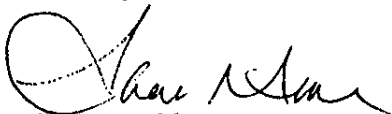
Enclosed for filing are the Articles of Amendment for the Amendment and Restatement of the Articles of Incorporation of Big "O" R.V. Resort, Inc., a wholly owned subsidiary of Seacoast National Bank, as well as a check for the \$35 filing fee.

Please return all correspondence and direct any questions concerning this matter to me at sharon.mehl@seacoastnational.com or:

Sharon Mehl, Corporate Secretary
Seacoast National Bank
P. O. Box 9012
Stuart, FL 34995
(772) 288-6085

Thank you for your assistance.

Sincerely,



Sharon Mehl
Corporate Secretary

Enclosures



**ARTICLES OF AMENDMENT AND RESTATEMENT
TO THE
ARTICLES OF INCORPORATION
OF
BIG "O" R.V. RESORT, INC.**

Document Number P93000022874

FILED
2008 OCT -6 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Big "O" R.V. Resort, Inc., a profit corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

I.

The name of the corporation is Big "O" R.V. Resort, Inc. (the "Corporation").

II.

The Corporation's Articles of Incorporation are amended and restated in their entirety by the Amended and Restated Articles of Incorporation, attached hereto as Exhibit A, in accordance with Sections 607.1006 and 607.1007 of the Florida Business Corporation Act ("FBCA").

III.

The Corporation's Amended and Restated Articles of Incorporation attached hereto as Exhibit A include an amendment to Article IV of the Corporation's current Articles of Incorporation, and the amendment was adopted in accordance with Section 607.1006 of the FBCA on September 16, 2006.

IV.

The Corporation's Amended and Restated Articles of Incorporation attached hereto as Exhibit A include an amendment to Article IX, Section 9.05, of the Corporation's current Articles of Incorporation, and the amendment was adopted in accordance with Section 607.1006 of the FBCA on September 16, 2006.

V.

The amendment to the Corporation's Articles of Incorporation included within the Amended and Restated Articles of Corporation attached hereto as Exhibit A were proposed and adopted by the affirmative vote of the Corporation's sole shareholder, Seacoast National Bank, entitled to vote thereon in accordance with the provisions of Section 607.1003 of the FBCA.

[Signature on Following Page]

IN WITNESS WHEREOF, Big "O" R.V. Resort, Inc. has caused this Amendment and Restatement to its Articles of Incorporation to be executed by its duly authorized officer this ~~29th~~ ^{30th} day of September, 2008.

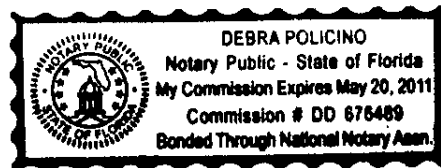
BIG "O" R.V. RESORT, INC.

By: William R. Hahl
Name: William R. Hahl
Title: Chairman and President

Subscribed and sworn to before me this 30th day of September __, 2008.

State of Florida
County of Martin

Debra Policino
Notary Public



(SEAL OF NOTARY)

Exhibit A

Amended and Restated Articles of Incorporation
of
Big "O" R.V. Resort, Inc.

Approved Sept. 16, 2008

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

BIG "O" R.V. RESORT, INC.

**ARTICLE I
NAME**

The name of the corporation (herein the "Corporation") is: "Big "O" R.V. Resort, Inc."

**ARTICLE II
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office in the State of Florida is 555 Colorado Avenue, Stuart, Florida, 34994. Its registered agent at such address is Lawrence E. Crary, III.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office is 815 Colorado Avenue, Stuart, Florida, 34994, and the mailing address of the Corporation is P.O. Box 9012, Stuart, Florida, 34995.

**ARTICLE V
OBJECTS AND POWERS**

The nature of the Corporation's business, and its objects, purposes and powers are as follows:

5.01 To own, manage, maintain, lease, rent, improve sell or dispose of in any other lawful manner property located in the State of Florida and to engage in any other lawful act or activity that is or becomes necessary or desirable in connection with the ownership, maintenance, management, rental, sale or other disposition of such property acquired or held by the Corporation.

5.02 To transact any other business, to engage in any other lawful act or activity, and to exercise all powers permitted to corporations by the General Corporation Law of Florida that are incident or necessary to the foregoing or to the accomplishment of such objects and purposes.

ARTICLE VI CAPITAL STOCK

6.01 Number. The aggregate number of shares that the Corporation shall have the authority to issue is Seven Thousand Five Hundred (7,500) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.

6.02 Initial Issue. One Thousand (1,000) shares of Capital Stock of the Corporation shall be issued for cash at a par value of One (\$1.00) Dollar per share.

6.03 Stated Capital. The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

6.04 Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

6.05 No class of stock. The shares of the Corporation are not to be divided into classes.

6.06 No shares in series. The Corporation is not authorized to issue shares in series.

ARTICLE VII INCORPORATORS

The name and address of the initial incorporator is as follows:

Lawrence E. Crary, III

555 Colorado Avenue
Stuart, Florida 34994

ARTICLE VIII INITIAL BOARD OF DIRECTORS

8.01 The initial Board of Directors shall consist of three (3) members, who need not be residents of the State of Florida.

8.02 The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

William R. Hahl	815 Colorado Avenue Stuart, Florida 34994
Michael D. Hayes	815 Colorado Avenue Stuart, Florida 34994
Michael J. Peak	815 Colorado Avenue Stuart, Florida 34994

8.03 The Board of Directors of the Corporation shall consist of not less than two nor more than five members.

8.04 A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damage for breach of fiduciary duty as a director, except for liability:

- (1) for any breach of the director's duty of loyalty to the Corporation or its stockholders;
- (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) under Section 607.0831 of the Florida Statutes Annotated; or
- (4) for any transaction from which the director derived an improper personal benefit.

8.05 If the Florida Statutes are amended after approval by the stockholders of this Article VIII to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Statutes, as so amended.

8.06 Any repeal or modification of paragraph 8.04 of this Article VIII by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(1)(a) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer or employee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is

alleged action in an official capacity as a director, officer or employee or in any other capacity while serving as a director, officer or employee, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida Statutes Annotated, as the same exist or may hereafter be amended (but, in the case of any such amendment, only the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including penalties, fines judgments, attorneys' fees, amounts paid or to be paid in settlement and excise taxes imposed on fiduciaries with respect to (a) employee benefit plans, (b) charitable organizations, or (c) similar matters) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person other than pursuant to subparagraph 8.04 of this Article VIII) only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in the subparagraph 8.04 of Article VIII shall be a contract right and shall include the right to be paid by the Corporation the expense incurred in defending any such proceeding in advance of its final disposition; provided however that if the Florida Statutes require, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under paragraph 8.04 of Article VIII or otherwise.

(2) If a claim which the Corporation is obligated to pay under paragraph 8.04 of this Article VIII is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of the prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expense incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Florida Statutes for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Florida Statutes, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(3) The provisions of paragraph 8.04 of Article VIII shall cover claims, actions, suits and proceedings, civil or criminal, whether now pending or hereafter commenced, and shall be retroactive to cover acts or omissions or alleged acts of omissions which heretofore have taken place. If any part of paragraph 8.04 of Article VIII should be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining provisions shall not be affected.

(4) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in paragraph 8.04 of Article VIII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, By-Law, agreement, vote of stockholders or disinterested directors or otherwise.

(5) The Corporation may maintain insurance, at its expense, to protect itself any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Statutes.

(6) The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and rights to be paid by the Corporation the expense incurred in defending any proceeding in advance of its final disposition, to any agent of the Corporation to the fullest extent of the provisions of paragraph 8.04 of Article VIII with respect to the indemnification and advancement of expenses of director, officers and employees of the Corporation.

8.07 A member of the Board of Directors, or member of any committee designated by the Board of Directors, shall, in the performance of his or her duties, be fully protected in relying on good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees or committees of the Board of Directors or by any person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

ARTICLE IX SPECIAL PROVISIONS / INDEPENDENT STATUS

In furtherance and not in limitation of the powers conferred by law, the following provisions for regulation of the Corporation, its directors and shareholders are hereby established.

9.01 The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own Capital Stock to the full extent of undivided profits, earned surplus, capital surplus or other surplus of any other funds lawfully available therefor.

9.02 No contract or other transaction between the Corporation and one or more of its directors or officers or between the Corporation or any other person, corporation, firm, association or entity in which one or more of its directors or officers are directors or officers or are financially interested, shall be void or voidable because of such relationship or interest, or because such director or officer is present at or participates in a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because of his or their votes are counted for such purpose, if such contract or transaction is permitted by the Florida Statutes as now or hereinafter in effect.

9.03 The Corporation may from time to time enter into any agreement to which all, or less than all, holders of shares of the Corporation's issued and outstanding Capital Stock are parties, restricting the transfer of registration or transfer of any or all of the Corporation's Capital Stock, upon such reasonable terms and conditions as may be approved by resolution or resolutions adopted by the Corporation's Board of Directors.

9.04 The holders of Capital Stock of the Corporation shall not be personally or otherwise liable to any extent whatsoever for the payment of the Corporation's debts, liabilities and obligations, and the private property of the holders of the Corporation's Capital Stock shall not be subject to the payment of the Corporation's debts, liabilities and obligations to any extent whatsoever.

9.05 The following limitations shall apply to the Corporation:

(1) At all times from and after the establishment of the Corporation, at least one director of the Corporation and one executive officer of the Corporation (or one individual serving in both capacities) will not be a director, officer or employee of any person owning beneficially, directly or indirectly, more than 10% of the outstanding common stock of the Corporation, or a director, officer or employee of any such owner's parent, subsidiaries or affiliates other than the Corporation; and

(2) The Corporation's assets will not be commingled with those of any other person or entity; and

(3) The Corporation will maintain separate corporate records and books of account from those of any other person or entity, and

ARTICLE X AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XI
BYLAWS**

The Bylaws of the Corporation shall be made, altered or rescinded by a two-thirds (2/3rds) majority vote of the Directors of the Corporation.

**ARTICLE XII
PREEMPTIVE RIGHTS**

The holders of the Capital Stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of Capital Stock held by the holder to all shares of common stock currently authorized and issued.

TABLE OF CONTENTS

ARTICLE I - NAME	1
ARTICLE II – TERM OF EXISTENCE	1
ARTICLE III – REGISTERED OFFICE AND AGENT	1
ARTICLE IV – PRINCIPAL OFFICE AND MAILING ADDRESS.....	1
ARTICLE V – OBJECTS AND POWERS	1
ARTICLE VI – CAPITAL STOCK	2
Section 6.01. Number	2
Section 6.02. Initial Issue.....	2
Section 6.03. Stated Capital	2
Section 6.04. Dividends	2
Section 6.05. No class of stock	2
Section 6.06. No shares in series	2
ARTICLE VII – INCORPORATORS.....	2
ARTICLE VIII – INITIAL BOARD OF DIRECTORS.....	2
ARTICLE IX – SPECIAL PROVISIONS / INDEPENDENT STATUS.....	5
ARTICLE X – AMENDMENT OF ARTICLES OF INCORPORATION.....	6
ARTICLE XI – BYLAWS.....	7
ARTICLE XII – PREEMPTIVE RIGHTS	7