

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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JUPITER ISLAND GROUP, INC.**

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*Amended And
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June 28, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

JUPITER ISLAND GROUP, INC.
ONE ESTRADA RD
HOBE SOUND, FL 33455US

SUBJECT: JUPITER ISLAND GROUP, INC.
REF: P96000023469

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.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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.

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Tina Roberts
Regulatory Specialist II

FAX Aud. #: H10000149099
Letter Number: 810A00015776

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
JUPITER ISLAND GROUP, INC.**

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JUN 28 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of JUPITER ISLAND GROUP, INC., a Florida corporation, are hereby amended and restated in their entirety as follows:

Article I

Name

The name of the corporation is Jupiter Island Group, Inc. (the "Corporation"). Its principal office is at 1 Estrada Road, Hobe Sound, Florida, 33455, or at such other place as may be designated from time to time by the Board of Directors. The mailing address of the Corporation is: Box 375, Hobe Sound, Florida 33475.

Article II

Duration

The Corporation shall have perpetual existence.

Article III

Purpose

The purpose of the Corporation is to undertake any lawful act pursuant to the Florida Business Corporation Act, as amended. To carry out this purpose, the Corporation shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell, or assign the property, real, personal or mixed, or to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to for-profit corporations, as those laws now exist or as they may hereafter provide.

Article IV

Capital Stock

A. **Total Authorized.** The total number of shares of all classes of the capital stock which the Corporation has the authority to issue is four thousand (4,000), of which one thousand (1,000) shares shall be Class A common stock, par value \$.01 per share (the "Common Stock"), and three thousand shares (3,000) shall be preferred stock, par value \$.01 per share (the "Preferred Stock"). The qualifications for share ownership shall be as provided by the By-Laws of the Corporation.

B. **Common Stock.** The Corporation is authorized to issue one class of Common Stock, designated "Class A Common Stock". The rights and preferences of Class A Common Stock shall be as set forth herein.

(1) **Dividends.** No dividends, whether in cash, stock or in kind, may be paid to the holders of Class A Common Stock.

H10000149099 3

(2) Liquidation. In the event of any distribution of assets upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, in which the assets of the Corporation are in excess of the amount required to pay in full the amount payable to the holders of the Preferred Stock, each holder of the then issued and outstanding Class A Common Stock shall participate ratably with respect to his, her, or its respective holdings of Class A Common Stock in the distribution of the remainder of the assets.

(3) Voting Rights. Except as otherwise provided by law or these Amended and Restated Articles of Incorporation, the holders of shares of issued and outstanding Common Stock shall be entitled to one (1) vote per share of Class A Common Stock held for the election of each of the members of the Board of Directors, except as to those Directors who are to be elected by the holders of Preferred Stock pursuant to these Amended and Restated Articles of Incorporation. For all other matters entitled to be voted upon by shareholders of the Corporation, each holder of issued and outstanding Common Stock shall be entitled to cast one (1) vote per share of Class A Common Stock held for such other matter. There shall be no cumulative voting rights for the election of directors.

(4) Redemption. Shares of Class A Common Stock may be redeemed by the Corporation as provided in the By-Laws.

(5) Transfer. Shares of Class A Common Stock and may not be transferred except as provided by the By-Laws.

C. Preferred Stock. The Corporation is authorized to issue one class of Preferred Stock, to be designated "Class B Preferred Stock." Preferred Stock may not be transferred, except as permitted by and in accordance with the procedure set forth in the By-Laws.

(1) Dividends. No dividends, whether in cash, stock or in kind, may be paid to the holders of Preferred Stock.

(2) Voting.

(a) Except as otherwise provided by law or these Amended and Restated Articles of Incorporation, the holders of shares of Preferred Stock shall have no voting rights on any matters to be submitted to a vote of the shareholders of the Corporation. Notwithstanding the foregoing, the holders of shares of Preferred Stock as a class shall be entitled to elect three (3) members of the Corporation's Board of Directors. The right of Preferred Stockholders to elect three members of the Corporation's Board of Directors will continue for so long as there are 15 individuals who own Common Stock and Preferred Stock (whether owned personally or through an entity). Once there are less than 15 individuals who own Common Stock and Preferred Stock, the Preferred Stockholders' right to elect members of the Board of Directors will terminate but the holders of a majority of the issued and outstanding Preferred Stock must approve any matter to be submitted to a vote of the shareholders of the Corporation (excluding the

H10000149099 3

election of Directors) if such matter may materially adversely affect their rights, as determined by the Board of Directors.

(b) For voting upon the election of Directors pursuant to subsection (a) of this section (2), each holder of Preferred Stock shall be entitled to cast one (1) vote per share of Preferred Stock held for each of the Directors permitted to be elected by such holders. For any other matter upon which holders of shares of Preferred Stock are entitled to vote, such holders shall be entitled to cast one (1) vote per share of Preferred Stock held. Holders of Preferred Stock shall vote together as a single class. There shall be no cumulative voting for the election of Directors.

(3) Liquidation. In the event of any distribution of assets upon any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, each holder of record of the then issued and outstanding Preferred Stock shall be entitled to receive the sum of Five Thousand Dollars (\$5,000.00) for each share of Preferred Stock owned by such holder thereof on or prior to the date of such distribution. If the assets of the Corporation are not sufficient to pay in full such amount to the holders of the Preferred Stock, each holder thereof shall participate ratably in the distribution of such assets with respect to such holder's holdings of Preferred Stock. Upon the distribution of assets of the Corporation pursuant to this subsection (3), holders of Preferred Stock shall not be entitled to any further distributions pursuant to such liquidation, dissolution or winding up of the Corporation.

(4) Redemption.

(a) Mandatory Redemption. Except as provided by subsection (c) of this section (4) the Corporation shall be obligated to redeem one percent (1%) of the Preferred Stock for which a redemption election has been received, per annum, with a minimum annual redemption of seven shares or such lesser number as is necessary to redeem the balance of the Preferred Stock in the redemption pool. The stock will be chosen by the Board of Directors by lot. The Preferred Stock for which a redemption election has been received shall be determined as of a date to be specified by a resolution of the Board of Directors. The Corporation shall redeem shares of Preferred Stock for a price equal to Five Thousand Dollars (\$5,000.00) per share. Redeemed shares shall have the status of authorized but unissued shares of Preferred Stock.

(b) Optional Redemption. Except as provided by subsection (c) of this section (4), the Corporation may redeem, in the discretion of the Board of Directors, at any time and from time to time any of the Preferred Stock issued and outstanding for a price equal to Five Thousand Dollars (\$5,000.00) per share. Redeemed shares shall have the status of authorized but unissued shares of Preferred Stock.

(c) Redemption Election. Holders of Preferred Stock must provide the Corporation with written notification, prior to an annual date specified by a resolution of the Board of Directors that such holder elects to be exempt from, or eligible for, any redemption of Preferred Stock pursuant to subsections (a) or (b) of this section (4). Shares of Preferred Stock which are exempt pursuant to a validly and properly executed

H10000149099 3

Notice of Election shall not be redeemed by the Corporation. A Notice of Election will remain valid until a new Notice of Election is received by the Corporation.

(5) Conversion of Preferred Stock Subject to these Amended and Restated Articles of Incorporation and the By-Laws of the Corporation, Preferred Stock not redeemed in accordance with the provisions of section (4) of this paragraph C may be converted at any time by the holder thereof into Class A Common Stock, at the rate of seven (7) shares of Preferred Stock into one (1) share of Class A Common Stock. No fractional shares shall be issued in connection with any such conversion. Shares of Preferred Stock may not be combined with cash or any other consideration (except other shares of Preferred Stock) for conversion into Class A Common Stock. No conversion shall be permitted unless the holder is otherwise qualified to own Common Stock at such time.

Article V

Registered Office and Agent

The street address of the registered office of the Corporation is 777 South Flagler Drive Suite 500 East, West Palm Beach, Florida 33401, which is located in Palm Beach County, Florida, and the name of the initial registered agent of the Corporation at such address is GY CORPORATE SERVICES, Inc.

Article VI

Board of Directors

The Corporation shall have a Board of Directors which shall not consist of greater than twenty-five (25) members nor less than one (1) member. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) nor greater than twenty-five (25), subject to the ability of Class B Preferred Stockholders to elect Directors pursuant to Article IV.C.(2) hereof.

Article VII

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for indemnification by a corporation as specifically set forth in the Florida Business Corporation Act, as it may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by applicable law, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, and it shall apply both as to action in his or her official capacity and as to action in another capacity while holding such office. Common Shareholders shall be deemed to be agents of the Corporation with respect to any services or acts performed by them in connection with the Corporation. Such

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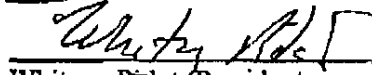
Article VIII
Amendment to Articles of Incorporation

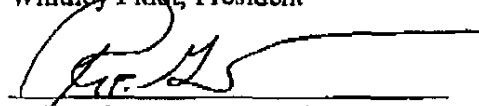
These Amended and Restated Articles of Incorporation may be amended or repealed by either (i) a resolution of the majority of the members of the Board of Directors or (ii) the shareholders of the Corporation entitled to vote on such amendment or repeal in accordance with the Florida Business Corporation Act as amended; provided that, unless applicable law imposes a greater voting requirement, a majority of the issued and outstanding shares of all classes of stock entitled to vote shall be required for the approval of any such amendment or repeal by the shareholders of the Corporation. ***See Below.

Article IX
Validity of Individual Provisions

If any provision of these Amended and Restated Articles of Incorporation of Incorporation shall be adjudicated invalid or unenforceable, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the Corporation may have under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned President and Assistant Secretary of the Corporation, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, have executed these Amended and Restated Articles of Incorporation, this 23 day of June, 2010.


Whitney Pidot, President


Robert T. Gallagher, Assistant Secretary

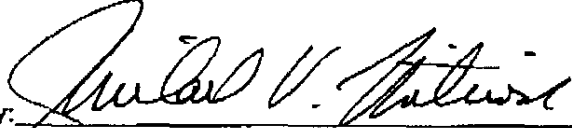
***These Amended and Restated ARTicles of Incorporation were approved by the unanimous vote of all of the members of the Board of Directors on June 23, 2010.

H10000149099 3

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in these Articles of Organization, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GY Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

GY CORPORATE SERVICES, INC.
f/k/a Valdes-Fauli Corporate Services, Inc.

By: 
Michael V. Mitrione, Vice President

Dated: June 23, 2010