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COR AMND/RESTATE/CORRECT OR O/D RESIGN

SANDESTIN RESORT & CLUB, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

Amended
Restated
@ 1/25/13

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SANDESTIN RESORT & CLUB, INC.**

Pursuant to the provisions of the Florida Business Corporation Act, as amended (the "Act"), the undersigned corporation (the "Corporation") adopts the following amended and restated articles of incorporation (the "Amended and Restated Articles of Incorporation") of the Corporation. The undersigned Secretary of the Corporation hereby certifies as follows:

1. The domestic entity name of the Corporation is Sandestin Resort & Club, Inc.
2. The Board of Directors of the Corporation (the "Board") duly adopted resolutions authorizing and approving, subject to shareholder approval at a duly called and convened shareholder meeting, the Amended and Restated Articles of Incorporation, the full text of which is attached hereto as Exhibit A.
3. Subsequent to the approval by the Board, the Amended and Restated Articles of Incorporation were submitted to the shareholders of the Corporation for approval, and the number of votes cast by action without a meeting in favor of the Amended and Restated Articles of Incorporation of the Corporation by the voting groups of the Corporation entitled to vote thereon was sufficient for approval.
4. The full text of the Amended and Restated Articles of Incorporation of the Corporation, as so adopted, is attached hereto as Exhibit A and, pursuant to the Act, upon the filing hereof by the Secretary of State of the State of Florida supersede the original Articles of Incorporation of this Corporation and all prior amendments to them.

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IN WITNESS WHEREOF, the Corporation has caused the Amended and Restated Articles of Incorporation to be duly executed on its behalf by an authorized officer as of the 4th day of December, 2012.

SANDESTIN RESORT & CLUB, INC.,
a Florida corporation

By: 

Jane Zsigmond
Secretary

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EXHIBIT A

ARTICLE I
NAME

Section 1.1 The name of the corporation (hereinafter called the "Corporation") is Sandestin Resort & Club, Inc.

ARTICLE II
OFFICE

Section 2.1 The principal office of the Corporation will be located at 5500 Highway 98 East, Emerald Coast Parkway, Destin, Florida 32541-4199.

ARTICLE III
CAPITAL; SHAREHOLDERS

Section 3.1 Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is 100,000 shares of voting common stock, \$0.01 per share par value.

Section 3.2 Share Classes. The Corporation is authorized to issue one (1) class of shares. These shares shall be designated as common stock. Each share of common stock shall have equal and unlimited voting rights.

ARTICLE IV
REGISTERED OFFICE AND AGENT

Section 4.1 The street address of the registered office of the Corporation is 1200 South Pine Island Road, Plantation, FL, and the name of the registered agent of the Corporation at that address is C T Corporation System.

ARTICLE V
NO PREEMPTIVE RIGHTS

Section 5.1 No shareholder of the Corporation shall have any preemptive or similar right to acquire or subscribe for any additional unissued shares of stock, or other securities of any class, or rights, warrants or options to purchase stock or scrip, or securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

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ARTICLE VI
LIMITATION ON LIABILITY

Section 6.1 To the fullest extent permitted by the Act, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty by such director as a director; provided, however, that this Article VI shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for acts specified in Section 7-108-403 of the Act or its amended or successor provisions, (iv) for any transaction from which the director derived an improper personal benefit, or (v) for any act or omission occurring prior to the effective date of this Article VI. No amendment to or repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE VII
INDEMNIFICATION

Section 7.1 The Corporation shall indemnify directors, officers, and others for liabilities and expenses incurred in connection with their corporate duties to the fullest extent permitted by the Act.

ARTICLE VIII
AMENDMENT

Section 8.1 The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

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