

**ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is EAGLE'S NEST ON MARCO BEACH CONDOMINIUM ASSOCIATION, INC.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 1st day of June, 2001.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

EAGLE'S NEST ON MARCO BEACH
CONDOMINIUM ASSOCIATION, INC.

Stacie Killoran
Signature

BY: O. Darrell Hayes
O. Darrell Hayes, President

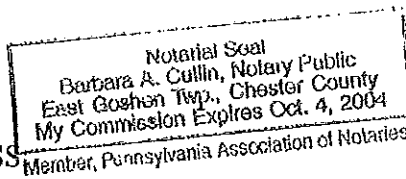
Winnie Killoran
Printed Name

Date: 8/4/01

Lydia B. Hayes
Signature

(CORPORATE SEAL)

LYDIA B. HAYES
Printed Name



STATE OF Pennsylvania)

COUNTY OF Chester)

The foregoing instrument was acknowledged before me this 4 day of August, 2001, by O. Darrell Hayes as President of Eagle's Nest on Marco Beach Condominium Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) Drivers License as identification and did take an oath.

Barbara A. Cullin
Notary Public
Barbara A. Cullin
Printed Name

01 AUG 24 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

My commission expires: October 4, 2004
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RECORDED in OFFICIAL RECORDS of COLLIER COUNTY, FL
08/29/2001 at 09:06AM DWIGHT B. BROCK, CLERK
REC FEE 100.50

Retn:
BECKER & POLIAKOFF
3003 TAMiami TR N #210
NAPLES FL 34103

CERTIFICATE OF RECORDATION

ARTICLES OF INCORPORATION BY-LAWS

EAGLE'S NEST ON MARCO BEACH CONDOMINIUM ASSOCIATION, INC.

I HEREBY CERTIFY that the attached Amended and Restated Condominium Documents were duly adopted by the Association membership at the duly noticed annual members' meeting of the Association on the 1st day of June, 2001. The original Declaration of Condominium for Eagle's Nest on Marco Beach, a Condominium is recorded at O.R. Book 976, at Pages 600 et. seq. of the Collier County Public Records.

The Amended and Restated Articles of Incorporation of Eagle's Nest on Marco Beach Condominium Association, Inc. are attached hereto. The Amended and Restated By-Laws of Eagle's Nest on Marco Beach Condominium Association, Inc. are also attached. The Rules and Regulations of the Association are not herewith recorded. The Rules and Regulations may also be further amended without recordation of said changes in the public records. The current version of the Rules and Regulations are available from the Association for interested parties.

WITNESSES:
(TWO)

EAGLE'S NEST ON MARCO BEACH
CONDOMINIUM ASSOCIATION, INC.

Winnie Killoran

Signature

Winnie Killoran

Printed Name

BY: O. Darrell Hayes

O. Darrell Hayes, President

Date: 8/4/01

(CORPORATE SEAL)

Lydia B. Hayes

Signature

LYDIA HAYES

Printed Name

STATE OF Pennsylvania)
) SS:
COUNTY OF Chester)

The foregoing instrument was acknowledged before me this 14 day of August, 2001, by O. Darrell Hayes as President of Eagle's Nest on Marco Island Condominium Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) Driver's License as identification and did take an oath.



Notarial Seal
Barbara A. Cullin, Notary Public
East Goehen Twp., Chester County
My Commission Expires Oct. 4, 2004
Member, Pennsylvania Association of Notaries

Barbara A. Cullin
Notary Public

Barbara Cullin
Printed Name

My commission expires: October 4, 2004

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF EAGLE'S NEST ON MARCO BEACH CONDOMINIUM ASSOCIATION, INC.

**SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION –
SEE CURRENT AMENDED AND RESTATED ARTICLES
OF INCORPORATION FOR CURRENT TEXT**

These are the Amended and Restated Articles of Incorporation for Eagle's Nest on Marco Beach Condominium Association, Inc. originally filed with the Florida Department of State the 17th day of September 1981, under Charter Number 760073. Matters of only historical interest have been omitted. Amendments included have been added pursuant to Chapter 617, Florida Statutes.

1. NAME. The name of the corporation shall be EAGLE'S NEST ON MARCO BEACH CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", the Declaration of Condominium as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

2. PURPOSE. The purpose for which the Condominium Association is organized is to manage, operate and maintain the condominium known as Eagle's Nest on Marco Beach Condominium and certain Association Property, including recreational facilities. Said Condominium shall be operated on a not-for-profit basis for the mutual use, benefit, enjoyment and advantage of the individual residents of said Condominium; to make such improvements, additions and alterations to said Condominium as may be necessary or desirable from time to time as authorized by the respective Declarations of said Condominium and the By-Laws of the Association; to purchase and own real or personal property; and to conduct and transact all business necessary and proper in the management, operation and maintenance of said Condominium; all as agent of the Owners of Unit-Weeks of the said Condominium.

3. DEFINITIONS. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium recorded in the Public Records of Collier County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

4. POWERS. The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common- law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act and as it may be amended from time to time, except as limited by the Declaration of Condominium, as it may be amended from time to time, these Articles and as they may be amended from time to time, the Bylaws and as they may be amended from time to time, including but not limited to the following:

4.2.1 To make and collect assessments and other charges against members as Owners of Unit-Weeks, and to use the proceeds thereof in the exercise of its powers and duties.

4.2.2 To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium or Association Property.

4.2.3 To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property, Association Property or any other Association Property acquired or leased by the Association for use by Owners of Unit-Weeks.

4.2.4 To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its Officers, Directors, and members as Owners of Unit-Weeks.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and Association Property for the health, comfort, safety and welfare of the Owners of Unit-Weeks, and for the administration of the Association.

4.2.6 To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units as may be provided by the Declaration.

4.2.7 To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium Property and Association Property.

4.2.8 To contract for the management of the Condominium and Association Property and any facilities used by the Owners of Unit Weeks, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

4.2.9 To employ personnel to perform the services required for proper operation of the Condominium and the Association.

4.3 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

5. MEMBERS. The members of the Association shall consist of all of the record owners of Unit-Weeks in the Condominium, and after termination of the Condominium shall consist of those who were members at the time of the termination and their successors and assigns.

5.1 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit-Week for which that share is held.

5.2 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit-Week, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit-Week shall be entitled to one vote for each Unit-Week owned, subject to the procedures contained in the Condominium Documents.

5.3 Meetings. The Bylaws shall provide for an annual meeting of members, and shall make provision for regular and special meetings of members other than the annual meeting.

6. TERM OF EXISTENCE. The Association shall have perpetual existence.

7. OFFICERS. The affairs of the Association shall be administered by the Officers designated in the Bylaws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers.

8. DIRECTORS.

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) nor more than seven (7) Directors.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the

Board of Directors, its agents, contractors or employees, subject only to approval by Owners of Unit-Weeks when such approval is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9. BYLAWS. The By-Laws may be amended, altered, supplemented or modified by the membership at the annual meeting, or at a duly convened special meeting of the membership, by vote as follows:

- A. If the proposed change has received the unanimous approval of the full Board of Directors, then it shall upon the affirmative vote of a majority of the voting interests present (in person or by proxy) at the meeting of the Association at which a quorum is present be approved.
- B. If the proposed change has not been approved by the unanimous vote of the Board of Directors, then the proposed change shall be approved by the affirmative vote of the voting members casting a majority of the total votes of the membership.

10. AMENDMENTS. Except as elsewhere specifically provided herein to the contrary, amendments to these Articles of Incorporation may be effected as follows:

10.1 Initiation of Amendments; Approval. Amendments to these Articles of Incorporation may be proposed by any member or Director and shall be adopted in the same manner as is provided for the Amendment of the By-Laws as set forth in Article 9, above. Amendments correcting errors or omissions in these Articles may be adopted by the Board.

10.2 Execution and Recording. Approval of a duly-adopted amendment shall be evidenced by a certificate of the Association which shall include recording data identifying the Declaration and shall be executed in the form required for the execution of a Deed. An amendment of these Articles is effective when properly recorded in the Public Records of Collier County and filed with the Florida Secretary of State, Division of Corporations.

10.3 Procedure. No provision of these Articles shall be revised or amended by reference to its title or number only. Proposals to amend existing provisions of these Articles shall contain the full text of the provision to be amended; new words shall be inserted in the text underlined; and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in

substantially the following for present text". Nonmaterial errors or omissions in the amendment process shall not invalidate an otherwise properly promulgated or approved amendment.

10.4 Proviso. Unless otherwise provided specifically to the contrary in these Articles, no amendment shall change the configuration or size of any Unit in any material fashion, materially alter or modify the appurtenances to any Unit, or change the percentage by which the Owner of a Unit-Weeks shares the Common Expenses and owns the Common Elements and Common Surplus, unless the record Owner(s) thereof and all record owners of mortgages or other liens thereon shall join in the execution of the amendment.

11. REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT.

The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

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