

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE SURF CLUB OF MARCO, INC.**

These are the Amended and Restated Articles of Incorporation for The Surf Club of Marco, Inc. originally filed with the Florida Department of State the 29th day of April, 1981, under Charter Number 755942. 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 THE SURF CLUB OF MARCO, INC. For convenience, the corporation shall be referred to in this instrument as the “Association”, the Declaration of Condominium as the “Declaration”, these Articles of Incorporation as the “Articles”, and the By-Laws of the Association as the “By-Laws”.

2. PURPOSE. The purposes and objects for which the Association is organized are any and all purposes authorized to be performed by a corporation not for profit under Chapter 617, Florida Statutes, as same may from time to time, be amended. As used herein, the term “corporation not for profit” means a corporation of which no part of the income is distributable to its members, directors and officers.

Without limiting the generality of the foregoing, the purposes of which the Association is organized shall include maintenance, preservation, administration, operation and management of The Surf Club of Marco, (hereinafter called “Condominium”) a condominium formed pursuant to the Florida Condominium Act, and a Declaration of Condominium executed and filed in the office of the Clerk of the Circuit Court of Collier County, Florida.

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 these Articles and as they may be amended from time to time, the By-Laws and as they may be amended from time to time, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it 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 Condominium time-share estates, 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, including any time-share estates in the Condominium, as may be necessary or convenient in the administration of the Condominium.

4.2.3 To protect, maintain, repair, replace, reconstruct, add to, and operate the Condominium property, Association property and other property acquired or leased by the Association for use by Owners of time-share estates.

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 time-share estates.

4.2.5 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium property and for the health, comfort, safety and welfare of the Owners of time-share estates, 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 By-Laws, and the Rules and Regulations for the use of the Condominium property.

4.2.8 To contract for the management of the Condominium and any facilities used by the Owners of time-share estates, 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.

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 By-Laws.

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 By-Laws.

5. MEMBERS. The members of the Association shall consist of all of the record Owners of time-share estates 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 for which the share is held.

5.2 Voting. Owners of each time-share estate, except for the time-share estates owned by the Association, whether for maintenance purposes or otherwise, as members of the Association, shall have one (1) vote for each time-share estate owned by such Owner; provided, however, in the event that a time-share estate is owned by more than one person, the persons owning said time-share estate are entitled to cast a single vote in the manner provided in the By-Laws. Association owned weeks, whether for maintenance or otherwise, shall not be entitled to vote. Those units owned by the Association, whether for maintenance purposes or otherwise, that are not entitled to vote, shall not be included in the total number of unit weeks for determining a quorum or for determining the number of votes needed for or against a particular proposal.

5.3 Meetings. The By-Laws shall provide for an annual meeting of members, and may 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 By-Laws. 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 By-Laws 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 Qualifications. The property, business and affairs of the Association shall be managed by a board consisting of the number of Directors determined by the By-Laws, but which shall consist of not less than three (3) Directors, nor more than fifteen (15) 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 By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Owners of time-share estates 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 By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

9. BY-LAWS. The By-Laws of this Corporation may be altered, amended or repealed in the manner provided therein.

10. AMENDMENTS. These Articles may be amended in the following manner:

10.1 Proposal of Amendments. An amendment may be proposed by either a majority of the Directors or by twenty-five percent (25%) of the entire voting interests.

10.2 Proposed Amendment Format. Proposals to amend existing Articles of Incorporation shall contain the full text of the Article to be amended. New words shall be underlined and words to be deleted shall be ~~lined through~~ with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist understanding, a notation must be inserted immediately preceding the proposed amendment saying, "SUBSTANTIAL REWORDING OF ARTICLE. SEE ARTICLE NUMBER ____ FOR PRESENT TEXT."

10.3 Notice. Copies of proposed amendments shall be included in the notice of any meeting at which a proposed amendment is to be considered or in connection with documentation for action without a meeting. The method of delivery of proposed amendments shall be any manner permitted under the By-Laws.

10.4 Adoption of Amendments. A resolution for the adoption of a proposed amendment may be adopted by a vote of sixty-six and two-thirds percent (66 2/3%) of the voting interests of the Association present (in person or by proxy) and voting at a duly noticed meeting at which a quorum is present. In other words, if a quorum is present and voting, the voting shall be valid, and the amendment shall carry if two-thirds (2/3rds) of those voting have voted in favor of the amendment. If at any time, Florida law mandates a vote by a higher percentage of the voting interests, that law shall control for so long as it is in effect. Amendments correcting errors, omissions or scrivener's errors may be executed by the officers of the Association, upon Board approval, without need for Association membership vote. The amendment shall be adopted upon it receiving a simple majority of those votes cast.

10.5 Effective Date. An amendment when adopted shall become effective after being recorded in the Collier County Public Records according to law and filed with the Secretary of State according to law.

10.6 Automatic Amendment. These Articles shall be deemed amended, if necessary, so as to make the same consistent with the provisions of the Declaration of Condominium. Whenever Chapter 718, Florida Statutes, Chapter 617, Florida Statutes, or other applicable statutes or administrative regulations, as amended from time to time, are amended to impose procedural requirements less stringent than set forth in these Articles, the Board may operate the Association pursuant to the less stringent requirements. The Board of Directors, without a vote of the owners, may adopt by majority vote, amendments to these Articles as the Board deems necessary to comply with such operational changes as may be enacted by future amendments to Chapters 607, 617, and 718, Florida Statutes, or such other statutes or administrative regulations as required for the operation of the Association, all as amended from time to time.

10.7 Proviso. Provided, however, that no amendment shall change the configuration of any unit or the share in the common elements appurtenant to it, or increase the Owner's share of the common expenses, unless the record Owners of the unit concerned and all record Owners of the mortgages on such unit shall join in the execution of the amendment, and all other Owners approve 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.