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TALLAHASSEE, FLORIDA

Florida Offices

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3111 Stirling Road
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759743

Reply To:

Fort Myers

February 1, 2000

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*****35.00 *****35.00

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Halyard Club Condominium Association, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Amended and Restated Articles of Incorporation for the above-referenced Association, as well as a check in the amount of \$35.00 to cover the cost of filing.

Please return a copy of same in the envelope provided herein for your convenience. Thank you for your attention to this matter.

Very truly yours,

Wanda B. Knudson
Assistant to Joseph E. Adams

*Amend + Restate
3-7-00
WBS*

wbk
Enclosures (as stated)
131849_1.DOC.ftm



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**Reply To:
Fort Myers**

February 23, 2000

Florida Department of State
Division of Corporations
Attn: Doug Spitler, Document Specialist
P.O. Box 6327
Tallahassee, FL 32314

**Re: Halyard Club Condominium Association, Inc.
Letter Number: 200A00008759**

Dear Mr. Spitler:

This will acknowledge receipt of your letter dated February 18, 2000, which was received in this office on February 22, 2000.

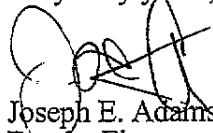
The Articles of Amended and Restated Articles of Incorporation are attached herewith. A copy of the original of the Articles Incorporation are also attached. Please note the following:

1. The directors and officers referenced in Articles 5.2 and 6.1 respectively of the Amended and Restated Articles of Incorporation are the original directors and officers.
2. The incorporator has not been changed.
3. The original registered agent information has been not changed.

Florida Department of State
Division of Corporations
Attn: Doug Spitler, Document Specialist
February 23, 2000
Page 2

Please advise if there is anything further that needs to be done to finalize this matter.

Very truly yours,



Joseph E. Adams
For the Firm

JEA/adc
Enclosure (as stated)
133192_1.DOC



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 18, 2000

BECKER & POLIAKOFF, P.A.
THE COLONNADES, SUITE 101
13515 BELL TOWER DRIVE
FT. MYERS, FL 33907

SUBJECT: HALYARD CLUB CONDOMINIUM ASSOCIATION, INC.
Ref. Number: 759743

We have received your document for HALYARD CLUB CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 200A00008759

ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION

FILED
00 FEB -3 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Halyard Club Condominium Association, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 7th day of December, 1999.

WITNESSES:
(TWO)

HALYARD CLUB CONDOMINIUM
ASSOCIATION, INC.

Dianna L. Hubbard
Signature
Dianna L. Hubbard
Printed Name

BY: Russell Meyer
Russell Meyer, President

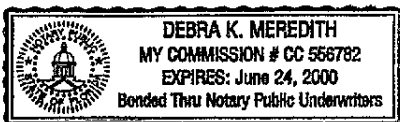
Date: 1-28-00

Kathleen M. Baxter
Signature
KATHLEEN M. BAXTER
Printed Name

(CORPORATE SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 28 day of JANUARY 2000, by Russell Meyer as President of Halyard Club Condominium Association, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification and did take an oath.



Debra K. Meredith
Notary Public
DEBRA K. MEREDITH
Printed Name

My commission expires: 6-24-00

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

HALYARD CLUB CONDOMINIUM ASSOCIATION, INC.

(A Not-for-Profit Corporation)

THE UNDERSIGNED HEREBY ASSOCIATE THEMSELVES FOR THE PURPOSE OF FORMING A CORPORATION NOT-FOR-PROFIT UNDER AND PURSUANT TO CHAPTER 617, FLORIDA STATUTES, 1997, AND DO HEREBY CERTIFY AS FOLLOWS:

1. The name of this corporation shall be HALYARD CLUB CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be herein referred to as the "Association".

2. PURPOSE

2.1. The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, Chapter 718, Florida Statutes, 1997, for the operation of HALYARD CLUB CONDOMINIUM, a condominium, to be located upon land in Lee County, Florida, more particularly described in Article 3 of the Declaration of Condominium of HALYARD CLUB CONDOMINIUM.

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

3. POWERS

The powers of the Association shall include and be governed by the following provisions:

3.1. The Association shall have all of the common-law and statutory powers of a corporation not-for-profit not in conflict with the terms of these Articles.

3.2. The association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles of Incorporation and the Declaration of Condominium, (Notwithstanding these permitted limitations, the Act shall at all times be superior to and take precedence over the provisions of any declaration, articles or bylaws.) 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:

3.2.1 To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the condominium.

3.2.2 To use the proceeds of assessments in the exercise of its powers and duties.

3.2.3 The maintenance, repair, replacement and operation of the condominium property.

3.2.4 The purchase of insurance upon the condominium property and insurance for the protection of the Association and its members as apartment owners.

3.2.5 The reconstruction of improvements after casualty and the improvement of the property.

3.2.6 To make and amend reasonable regulations, respecting the use of the property in the condominium, provided, however, that all such amendments to these Articles shall be approved by not less than two thirds (2/3) of the votes of the entire membership of the Association before such shall become effective.

3.2.7 To approve or disapprove the transfer, mortgage, lease and ownership of units as may be provided by the Declaration of Condominium and the By-Laws.

3.2.8 To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the property in the condominium.

3.2.9 To contract for the management of the condominium wherein such contractor is to assist the Board in the management of such condominium where such assistance does not contravene the Declaration of Condominium, the Condominium Act and the Florida General Corporation Act.

3.2.10 To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

3.2.11 To employ personnel to perform the services required for the proper operation of the condominium.

3.3. The Association shall not have the power to purchase an apartment of the condominium except at sales in foreclosures of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien.

3.4. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium and the By-Laws.

3.5. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

4. MEMBERS

4.1. The members of the Association shall consist of all of the record owners of a present vested interest in an apartment in the condominium, and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2. After receiving approval of the Association as required by the Declaration of Condominium, change in ownership in the Association shall be established by recording in the Public Records of Lee County, Florida, a deed or other instrument establishing a record title to an apartment in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3. 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 his apartment.

4.4. Owners of each unit shall collectively be entitled to one vote. If a unit is owned by more than one person, then the person entitled to cast such vote shall be determined as follows:

4.4.1 A statement must be filed with the Secretary of the Corporation, in writing, signed under oath by members with a present interest in an apartment and shall state:

4.4.2 The respective percentage interest of every person (as recorded in the Public Records of Lee County, Florida) owning a vested present interest in the fee title of the unit in which the affiant owns an interest.

4.4.3 Which one of the owners of an apartment in which the affiant owns an interest is to represent all of the owners of that apartment at membership meetings and cast the vote to which they are entitled. The person so designated by the persons owning the majority present interest in an apartment shall be known as the Voting Member and shall be the only member owning an interest in that apartment eligible to cast the vote for said apartment at membership meetings. The person designated as the Voting Member may continue to cast the binding vote for all members owning an interest in the apartment in which he owns an interest until such time as another person is properly designated as the Voting Member by those members owning a majority present interest by a similar written statement filed with the Secretary.

5. DIRECTORS

5.1. The affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors. Initial Directors need not be members of the Association, but all subsequent Directors must be members of the Association, provided, however, that non-members may serve as Directors by amending the By-Laws to allow a non-member to

serve as a Director. Directors shall be elected annually by the members at a meeting to be held the first Tuesday in December of each year as provided in the By-Laws.

5.2. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or unless removed for cause, are as follows:

OSCAR R. LINDER	1625 West Marion Avenue Punta Gorda, Florida 33950
PAUL P. McQUEEN	P.O. Box 702 Punta Gorda, Florida 33950
DON E. WILLIAMS	741 Bremen Lane Punta Gorda, Florida 33950

6. OFFICERS

6.1. The affairs of the Association shall be managed by the officers designated by the By-Laws. The Officers shall be elected by the Board of Directors 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 names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

OFFICER	TITLE	ADDRESS
OSCAR R. LINDER	President	1625 West Marion Avenue Punta Gorda, Florida
PAULA F. McQUEEN	Secretary	P.O. Box 702 Punta Gorda, Florida
DON E. WILLIAMS	Treasurer	741 Bremen Lane Punta Gorda, Florida

7. INDEMNIFICATION

7.1. Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him, to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interest of the Association. The foregoing right

of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

8. BY-LAWS

8.1. The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by affirmative vote of not less than 60% of Board of Directors and by affirmative vote of not less than 60% of the voting members, or as otherwise provided in the By-Laws.

9. AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1. Written notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered and such notice shall be delivered to each member at least twenty (20) days prior to the meeting.

9.2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors shall be permitted to vote only if present at a meeting at which an amendment is considered, and members may vote at meetings either in person or by proxy.

9.2.1 Such approvals must be by not less than two-thirds of the entire membership of the Board of Directors and by not less than two-thirds of the votes of the entire membership of the Association; or

9.2.2 By not less than seventy percent (70%) of the votes of the entire membership of the Association.

9.3. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, or any change in Section 3.3. of Article 3, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. This provision shall not prevent amendments to the Declaration of Condominium in the manner provided therein.

9.4. A copy of each amendment shall be certified by the Secretary of State and shall be recorded in the Public Records of Lee County, Florida.

10. TERM

10.1 The term of the Association shall be perpetual.

11. SUBSCRIBERS

11.1 The names and addresses of the subscribers of these Articles of Incorporation are as follows:

OSCAR R. LINDER 1625 West Marion Avenue
Punta Gorda, Florida

PAULA F. McQUEEN P.O. Box 702
Punta Gorda, Florida

DON E. WILLIAMS 741 Bremen Lane
Punta Gorda, Florida

12. RESIDENT AGENT

12.1 Robert C. Sifrit, a resident of Charlotte County, Florida, whose post office address is 166 North Tamiami Drive, N.E., Port Charlotte, Florida, is hereby designated as resident agent.

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