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Reply To:
Naples

March 22, 2001

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 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,

Joseph E. Adams
For the Firm

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JEA/adc
Enclosures (as stated)
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APR 3 2001
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 MAR 26 PM 3:54
FILED

ARTICLES OF RESTATED ARTICLES OF INCORPORATION

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

FIRST: The name of the corporation is Halyard Club Condominium Association, Inc.

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

THIRD: The attached Restated Articles of Incorporation were adopted by the required vote of the members on the 5th day of December, 2000.

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

WITNESSES:
(TWO)

HALYARD CLUB CONDOMINIUM
ASSOCIATION, INC.

Kathleen M. Baxter
Signature
Kathleen M. Baxter
Printed Name

BY: [Signature]
Edward Winkler, President

Date: 3-20-01

(CORPORATE SEAL)

Ingrid Weber
Signature
INGRID WEBER
Printed Name

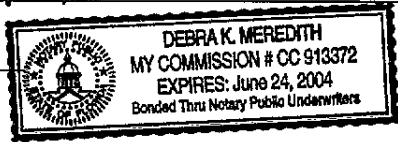
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01 MAR 26 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 20 day of March, 2001 by Edward Winkler 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.

[Signature]
Notary Public
DEBRA K. MEREDITH
Printed Name

My commission expires: 6-24-01
157750_1.DOC



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:

RECORDED
DECEMBER 26 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1. The name of this corporation shall be HALYARD CLUB CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be herein referred to as "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 may be overruled by the membership of the Association, as provided in the Declaration of Condominium.

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. Each unit shall have one indivisible vote. If a unit is owned by a corporation, any officer may vote on behalf of said corporation. If a unit is owned by a partnership, any partner may vote on behalf of the partnership. If a unit is owned in trust, any beneficiary of a trust shall be entitled to vote. Any person asserting the right to vote on behalf of a unit owned by an artificial entity shall be conclusively presumed to be entitled to vote on behalf of said unit, unless the unit has filed voting instructions with the Association designating some other person entitled to vote. If multiple owners or non-individual of a unit cannot agree on a vote, the vote shall not be counted as to the issue upon which disagreement exists. Voting certificates are not necessary.

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 By-Laws may be amended as provided therein.

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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