

State of Florida



Department of State

I certify the attached is a true and correct copy of the Restated Articles of Incorporation, filed on November 16, 1995, for WINDJAMMER HOMEOWNER ASSOCIATION OF NAPLES, INC. which changed its name to WINDJAMMER VILLAGE OF NAPLES, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N37186.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Twentieth day of November, 1995



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

RESTATED
ARTICLES OF INCORPORATION
OF
WINDJAMMER HOMEOWNER ASSOCIATION OF NAPLES, INC.

FILED
95 NOV 16 AM 9 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certify and acknowledge that these amended and restated Articles of Incorporation for WINDJAMMER HOMEOWNER ASSOCIATION OF NAPLES, INC., a not-for-profit corporation organized under and by virtue of the laws of the State of Florida as contained in Chapter 617 and Chapter 719, Florida Statutes, as amended (the "Acts") and originally filed with the Secretary of State on March 19, 1990 have been duly adopted by the Board of Directors this 10th day of November, 1995 without member approval nor is member approval required. Amendments included herein have been adopted pursuant to Section 617.1007 and 723.078(5), Florida Statutes, and there is no discrepancy between the Corporation's Articles of Incorporation and the provisions of the Restated Articles of Incorporation other than the inclusion of these amendments and the omission of matters of historical interest.

ARTICLE 1. NAME

The name and address of the corporation shall be WINDJAMMER VILLAGE OF NAPLES, INC., 220 Oceans Blvd., Naples, FL 33942

ARTICLE 2. DURATION

The date of commencement of corporation existence shall be the date the Articles were filed with the Department of State, the period of duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the Corporation is organized is to engage in, conduct and carry on the business of operation of a Cooperative Association pursuant to F.S. Chapter 719; and to transact any or all lawful business for which corporations may be incorporated under the Acts. In addition, the Corporation shall have all the powers specified in the Acts. Additionally, the Corporation reserves the right to acquire additional lands; whereupon the Corporation shall have all the powers necessary and/or convenient for the operation and management of such property.

ARTICLE 4. MEMBERSHIP

Membership in this corporation shall be limited to lessees or a family member of a lessee of WINDJAMMER VILLAGE OF NAPLES (hereinafter "VILLAGE") who have purchased membership certificates in the Corporation. Upon the transfer of a membership certificate, either voluntarily, or by operation of law, the transferee shall become a member of the Corporation if all the requirements for membership have been met. Members shall not be personally liable for any corporate obligation.

ARTICLE 5. REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 333 South Tamiami Trail, Suite 199, Venice, Florida 34285; and the name of the registered agent of the corporation at such address is William R. Korp.

ARTICLE 6. DIRECTORS

The Board of Directors shall consist of not less than three nor more than nine members who are elected at the annual members' meeting by a plurality of votes cast. The names and address of the persons who are currently serving as directors until their successors are elected and qualified, or until their earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>
LYNNE LLOYD	7 Oceans Boulevard Naples, Florida 33942
VIRGINIA KRABBENHOFT	144 Arctic Way Naples, Florida 33942
IRIS BRYAN	9 Oceans Boulevard Naples, Florida 33942
HARRY QUINN	13 Oceans Boulevard Naples, Florida 33942
SAM SORKILMO	159 Seven Seas Way Naples, Florida 33942
JAMES CRYDER	134 Arctic Way Naples, Florida 33942
GEORGE POWERS	109 Oceans Boulevard Naples, Florida 33942
DON TALLON	99 Oceans Boulevard Naples, Florida 33942
MERRIT SUMMERS	193 Oceans Boulevard Naples, Florida 33942

ARTICLE 7. INCORPORATORS

The names and addresses of the original incorporator of the corporation are as follows:

<u>Name</u>	<u>Address</u>
DONALD R. FRANKE	122 Mediterranean Way Naples, Florida 33942
ROLAND E. WARREN	095 Oceans Boulevard Naples, Florida 33942

**ARTICLE 8. PROVISIONS FOR THE REGULATION
OF THE BUSINESS AND FOR THE CONDUCT
OF THE AFFAIRS OF THE CORPORATION**

8.1 Meetings of Members and Directors. Meeting of the members and directors of the Corporation may be held within the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the directors.

8.2 Bylaws. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the members , but the affirmative vote of the members of two-thirds (2/3) shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the Corporation which are consistent with the Acts and these Articles of Incorporation.

8.3 Contracts in Which Directors Have an Interest. No contract or other transaction of the Corporation with any person, firm or corporation or no contract or other transaction in which the Corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors or officers is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Corporation for the benefit of himself or any firm, or corporation in which he may be interested.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the corporation, executed these Articles of

Incorporation and certified to the truth of the fact herein stated
this 10^m day of Nov., 1995.

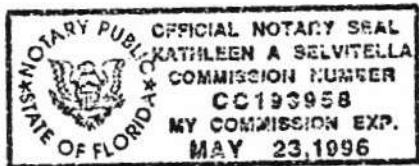
WINDJAMMER VILLAGE OF NAPLES,
INC.

By: George Powers
GEORGE POWERS, President

By: Virginia Krabbenhoft
VIRGINIA KRABbenhOFT,
Secretary

STATE OF FLORIDA
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 10^m
day of November, 1995, by GEORGE POWERS and VIRGINIA
KRABbenhOFT, as President and Secretary respectively of WINDJAMMER
VILLAGE OF NAPLES, INC., on behalf of said corporation and who
acknowledged before me that the execution thereof is their free act
and deed. They (notary choose one) are personally known to me
or have produced _____ as identification.



Kathleen A Selvitella
Notary Public

Print Name of Notary Public
and affix seal

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I have been designated as Registered Agent in the above
Articles. Simultaneously, I hereby accept the appointment as
Registered Agent.

William R. Korp
William R. Korp
Registered Agent