

EXHIBIT "D"

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
SUNSET, INC.**

These are the Amended and Restated Articles of Incorporation of Sunset, Inc. originally filed with the Florida Department of State on December 20, 1977, under Charter #741297. Amendments included have been adopted pursuant to F.S. 617.1007. There is no discrepancy between the Articles of Incorporation as heretofore amended and these Restated Articles other than the inclusion of these amendments and the omission of matters of historical interest.

ARTICLE I

The name of this corporation is
SUNSET, INC.

ARTICLE II

PURPOSES:

The purpose for which this corporation is organized is to act as the governing association of Sunset, a Condominium, located at Fort Myers Beach, Lee County, Florida. The Association's principal address is 6400 Estero Boulevard, Fort Myers Beach, Florida 33931-4440.

ARTICLE III

QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION:

The qualification of members and the manner of their admission shall be as follows: Any person who holds title in fee simple to a Condominium unit in the Condominium and who has met the approval requirements in the Declaration of Condominium including the providing to the Secretary of the Association of a copy

OR2357 Pg1385

of the deed or other instrument vesting title in such person including an address for the mailing of assessment and other notices shall be a member of the Association. No other persons shall be members.

ARTICLE IV

TERM OF EXISTENCE:

The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statutes Chapter 617, as amended.

ARTICLE V

SUBSCRIBERS

(Omitted and Repealed)

ARTICLE VI

DIRECTORS AND OFFICERS:

The affairs of this Corporation shall be managed by a governing Board of five (5) Directors who shall be members of the Association or the spouses of members and who shall be elected at the time and place at which the Annual Meeting of the Corporation is scheduled to occur as provided for in the By-Laws. The officers shall be: a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other assistant officers as the Directors shall decide. They shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Corporation.

ARTICLE VII

FIRST OFFICERS

(Omitted and Repealed)

OR2357 Pg1386

OR235 / Pg 1381

ARTICLE VIII

FIRST BOARD OF DIRECTORS

(Omitted and Repealed)

ARTICLE IX

BY-LAWS:

The By-Laws of this Corporation may be made, altered, amended or repealed by a majority of the members' voting interests as provided for in the By-Laws.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION:

Amendments to these Articles of Incorporation may be proposed and adopted as follows:

An Amendment may be proposed by either the Board of Directors or by twenty-five percent (25%) of the voting interests and may be considered at any meeting of the owners, regular or special, of which due notice has been given according to the By-Laws, which includes a notice of the substance of the proposed Amendment, or by written agreement as provided for in the Declaration of Condominium.

The Amendment must be approved by a vote of a majority of the members' voting interests.

These Amended and Restated Articles of Incorporation were duly adopted by the required percentage of the membership, which was a sufficient number for approval, on JANUARY 20th, 1993.

Signed this 21st day of January, A.D. 1993.

WITNESSES

(SIGN)
(PRINT)
(SIGN)
(PRINT)

[Signature]
Lisa Galuska
Catherine Smith
Catherine Smith

SUNSET INC.
6400 Estero Blvd.
Fort Myers Beach, FL 33931

SUNSET, INC.

SUNSET INC.
6400 Estero Blvd.
Fort Myers Beach, FL 33931

By [Signature]
President
(Print Name) MICHAEL M. REAGAN

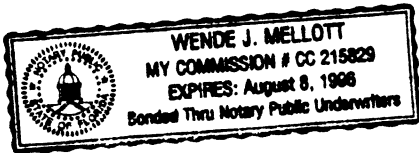
By [Signature]
Secretary
(Print Name) JOHN R. KOHL

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 21ST day of January, 1993, by Michael M Reagan, as President of **SUNSET, INC.**, a Florida non-profit corporation, on behalf of said corporation. He is personally known to me or has produced well known as identification and did take an oath.

NOTARY PUBLIC:



(Sign) Wende J Mellott

(Print) Wende J Mellott

STATE OF FLORIDA AT LARGE (SEAL)

COMMISSION # _____

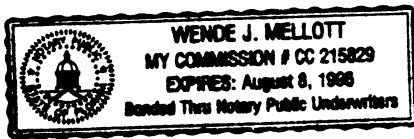
My Commission Expires: _____

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 21ST day of January, 1993, by John R Kehl, as Secretary of **SUNSET, INC.**, a Florida non-profit corporation, on behalf of said corporation. He is personally known to me or has produced well known as identification and did take an oath.

NOTARY PUBLIC:



(Sign) Wende J Mellott

(Print) Wende J Mellott

STATE OF FLORIDA AT LARGE (SEAL)

COMMISSION # _____

My Commission Expires: _____

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CHARLIE GREEN LEE CITY FL
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