712218

MARKS & ARTAU, P.A.
Attorneys at Law

2499 Glades Road
Suite 101
Boca Raton, FL 33431
Tel. (561) 416-9801
Fax (561) 416-9805

Jeffrey S. Marks
Edward L. Artau

March 4, 1998

Secretary of State
Division of Corporations
Attn: Amendment Section
Post Office Box 6327
Tallahassee, FL 32314

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

Re: THE UNIVERSITY OF PENNSYLVANIA ALUMNI ASSOCIATION OF THE FLORIDA GOLD COAST, INC.

Dear Sir/Madam:

Enclosed please find the original executed Certificate of Restatement and Amendment of Articles of Incorporation of University of Pennsylvania Alumni Association of the Florida Gold Coast, Inc. and the referenced Articles. Also enclosed is our check in the amount of $35.00 representing filing fee for same.

Also enclosed please find 2 copies of said Certificate and Articles. Please attach the appropriate State stamp acknowledging that they are copies of the original which has been filed and return same in the envelope provided.

Please contact me if you have any questions. Thank you for your assistance.

Very truly yours,

MARKS & ARTAU, P.A.

Jeffrey S Marks

Jeffrey S. Marks, Esq.

JSM:sv
Encl.

Restat

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98 MAR 26 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MARKS & ARTAU, P.A.
Attorneys at Law

2499 Glades Road
Suite 101
Boca Raton, FL 33431
Tel. (561) 416-9801
Fax (561) 416-9805

Jeffrey S. Marks
Edward L. Artau

March 17, 1998

Thelma Lewis
Florida Dept. Of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Univ. Of Pennsylvania Alumni Assoc. Of the Florida Gold Coast, Inc.
Ref. No. 712218

Dear Ms. Lewis:

Enclosed please find a copy of your letter dated March 11, 1998. Also enclosed please find the Original executed Certificate of Restatement And Amendment of Articles of Incorporation of University of Pennsylvania Alumni Association of the Florida Gold Coast, Inc., along with the Articles, and two copies of all of said materials. I believe this package addresses all of your concerns as set forth in your March 11, 1998 letter. Please stamp acknowledgment of filing on the two copies of said Articles and return same to me.

Thank you for your cooperation in this matter. If I can be of further assistance, please contact me.

Very truly yours,

Marks & Artau, P.A.

Jeffrey S. Marks

Jeffrey S. Marks

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 11, 1998

JEFFREY S. MARKS, ESQ.
MARKS & ARTAU, P.A.
2499 GLADES ROAD, SUITE 101
BOCA RATON, FL 33431

SUBJECT: UNIVERSITY OF PENNSYLVANIA ALUMNI ASSOCIATION OF THE FLORIDA GOLD COAST, INC.
Ref. Number: 712218

We have received your document for UNIVERSITY OF PENNSYLVANIA ALUMNI ASSOCIATION OF THE FLORIDA GOLD COAST, INC. and check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

Because Bylaws are not required to be filed with this office, please delete the BYLAWS from the Certificate of Restatement.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 098A00013256

CERTIFICATE OF RESTATEMENT AND AMENDMENT
OF ARTICLES OF INCORPORATION OF
UNIVERSITY OF PENNSYLVANIA ALUMNI ASSOCIATION OF
THE FLORIDA GOLD COAST, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Harry B. Meran and Dan H. Cohen certify that:

1. They are the President and the Vice-President/Secretary, respectively, of the UNIVERSITY OF PENNSYLVANIA ALUMNI ASSOCIATION OF THE FLORIDA GOLD COAST, INC., a Florida Corporation not for profit.

2. At the annual meeting of the Corporation, duly held at Charley's Crab Restaurant, 1755 S.E. 3rd Court, Deerfield Beach, FL 33441, on January 21, 1998, upon notice duly given in accordance with the Bylaws of the Corporation, the following Resolution restating and amending the Articles of Incorporation was adopted:

> WHEREAS, the University of Pennsylvania Alumni Association of the Florida Gold Coast, Inc. desires to restate and amend its Articles of Incorporation for the following reasons:
>
> (1) To permit qualification of the University of Pennsylvania Alumni Association of the Florida Gold Coast, Inc. under Section 501(c)(3) of the Internal Revenue Code, as amended:
>
> (2) To change the designation of the "Board of Trustees" to the "Board of Directors";
>
> (3) To authorize an increase in the membership of the Board of Directors;
>
> (4) To state the current principle office and current registered agent; and
>
> (5) To state the names and address of the current officers and Board of Directors.

3. A quorum of the members of the Corporation were present at the meeting at which the Resolution was adopted.

4. The number of members who voted for adoption of the Resolution restating and amending the Articles of Incorporation was more than fifty-one (51%) of those members present at the meeting.

Dated: January 21, 1998

Harry B Mer[illegible]

President

Dan [illegible]

Vice-Pres. and Secretary

RESTATED AND AMENDED ARTICLES OF INCORPORATION OF THE UNIVERSITY OF PENNSYLVANIA ALUMNI ASSOCIATION OF THE FLORIDA GOLD COAST, INC. (A CORPORATION NOT FOR PROFIT)

ARTICLE I

The name of the corporation shall be:

THE UNIVERSITY OF PENNSYLVANIA ALUMNI ASSOCIATION OF THE FLORIDA GOLD COAST, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:

2650 N.W. 46th Street, Boca Raton, FL 33434

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable and or educational purposes either directly or by contributions to organizations that qualify as except organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purposes for which the corporation is organized shall be such that:

A. The members shall foster a spirit of fraternity and establish and maintain social ties among the alumni, former students, students, and friends of all the schools and colleges of the University of Pennsylvania in Philadelphia, Pennsylvania, who are residents in Palm Beach and Broward Counties and environs; disseminate knowledge and information about the University of Pennsylvania to the general public of Palm Beach and Broward Counties, and especially to the faculty and students of the secondary schools in Palm Beach and Broward Counties.

B. The members of the corporation shall cooperate with the faculty and the Admissions and Scholarship Committee of the University of Pennsylvania in seeing to it that properly qualified and acceptable secondary school students who are residents in Palm Beach and Broward Counties and environs, Florida, make timely application, especially for entrance to the University of Pennsylvania, and to other schools and colleges of the University of Pennsylvania.

C. The members of the corporation shall interview applicants for admission to the University of Pennsylvania and forward the findings of such interviews to the proper authorities of the University of Pennsylvania in Philadelphia, Pennsylvania.

D. The members of the corporation may establish, raise money for, and maintain a trust or fund which shall be used to aid deserving Palm Beach and Broward County students at the University of Pennsylvania, to be known as, "the University of Pennsylvania Florida Gold Coast, Inc. Scholarship Fund."

E. The members of the corporation shall promote and continue good local University of Pennsylvania alumni relations with the Palm Beach and Broward County alumni of Yale University, Princeton University, Dartmouth College, Cornell University and other so-called "Ivy League" colleges and universities, as well as with all college and university organizations in Palm Beach and Broward Counties.

F. The members of the corporation shall serve in extending knowledge of the aims and achievements of the University of Pennsylvania in general and its affiliated colleges in particular, represent the interest of the University in Palm Beach and Broward Counties, Florida, and support the University financially and otherwise.

3. To erect and maintain a building or buildings or lease premises for the above purposes and to engage in any operation incidental to and essential to carry out the purposes above-mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.

7. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

8. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes); and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

9. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

10. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine, with preference first to give to the University of Pennsylvania or any of its affiliates. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida in which the principal offices of the corporation is then

located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

ARTICLE III

Any person who has been connected with any department or college of The University of Pennsylvania as a student or parent of a student or as an instructor, or who has received an honorary degree from The University of Pennsylvania, shall be eligible for The University of Pennsylvania Alumni Association of the Florida Gold Coast, Inc. ("the Club").

ARTICLE IV

The existence of this Florida not for profit corporation shall be perpetual.

ARTICLE V

The name and street address of the corporation's current registered agent is:

Harry B. Meran
2650 N.W. 46th Street
Boca Raton, FL 33434

ARTICLE VI

The manner and residence address of the Subscribers of the corporation at the time the Articles of Incorporation were originally subscribed were as follows:

William W. Caldwell, Jr.
1415 E. Sunrise Blvd.
Fort Lauderdale, FL

Ronald P. Anselmo
Unknown

Dorothy J. Shepard
Unknown

ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other offices as may from time to time be created by the Board of Directors. The names of the Offices and the office they shall hold for the ensuing year or until the next annual meeting and election shall be:

Harry B. Meran 2650 N.W. 46th Street Boca Raton, FL 33434	President
Dr. Morris L. Weinman 10696 Santa Laguna Drive Boca Raton, FL 33428	Vice President
Dan N. Cohen 2480 N.W. 41st Street Boca Raton, FL 33431	Vice President and Secretary
Alan L. Feinberg 798 S.W. 15th Avenue Boca Raton, FL 33486	Treasurer

ARTICLE VIII

The members of the Board of Directors shall never be less than one (1) in number. The method of election of the Directors shall be as stated in the Bylaws. Initially the Board of Directors shall consist of twenty-four (24) persons whose names and addresses are as follows and who shall serve as Directors for the ensuing year or until the next annual meeting and election:

Mort Abrams
7141 Dubonnet Dr.
Boca Raton, FL 33433

Alan L. Feinberg
798 SW 15th Ave.
Boca Raton, FL 33486

Dr. Morris L. Weinman
10696 Santa Laguna Dr.
Boca Raton, FL 33428-1207

Dr. Stuart Hirsch
7511 Brigantine Lane
Parkland, FL 33067

Dr. Jonathan and Laurie Greene
2679 NW 23rd Way
Boca Raton, FL 33431

Susan M. Cole
2364 Maya Palm Drive F
Boca Raton, FL 33432

Steven M. Stoll

Steven C. Camp

3000 Holiday Dr., Apt. 405
Ft. Lauderdale, FL 33316

Dan N. Cohen
2480 NW 41st Street
Boca Raton, FL 33431

Suzanne Deutch
4550 NW 24 Terrace
Boca Raton, FL 33431

Harry B. & Linda Meran
2650 NW 46th Street
Boca Raton, FL 33434

Hillary Krause
1141 SW 19th Avenue
Boca Raton, FL 33486

Dr. Morton Murdock
6244 San Michel Way
Delray Beach, FL 33484

Dr. Jon Kotler
21 Bay Colony Dr.
Ft. Lauderdale, FL 33308

Bruce Freisner
5431 N. 36th Court
Hollywood, FL 33021

2841 NE 21st Court
Ft. Lauderdale, FL 33305

Lee Marcy Rosenberg
3912 S. Ocean Blvd., #212
Highland Beach, FL 33487

Dr. Michael Lewis
6932 Queenferry Circle
Boca Raton, FL 33496

Jason Treisman
5768 NW 39th Avenue
Boca Raton, FL 33496

Beth Pomerantz
3690 N. 56th Avenue
Hollywood, FL 33021

Dr. Leonard Freedman
1180 S. Ocean Blvd., 6C
Boca Raton, FL 33432

Dr. William & Lynn Kay
3420 NW 59th St.
Boca Raton, FL 33496

ARTICLE IX

1. These Restated and Amended Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a majority vote of those present.

2. Amendments may also be made at a regular meeting of the membership upon notice given, unless notice is waived, as provided in the by-laws, of intention to submit such amendments.

ARTICLE X

1. The Board of Directors of this corporation may provide such By-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

2. Upon proper notice, unless notice is waived, the By-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.