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TALLAHASSEE, FLORIDA

Amend
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June 6, 2006

Reply To:
West Palm Beach
Peter C. Mollengarden, Esq.
Direct dial: (561) 820-2872
pmollengarden@becker-poliakoff.com

**CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS**
Department of State
P.O. Box 6327
Tallahassee, FL 32301

**RE: Penthouse Delray Association, Inc.; Amendment to Articles of
Incorporation**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of Articles of Amendment to the Articles of Incorporation of **Penthouse Delray Association, Inc.**, as well as a check in the amount of **\$43.75** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,

Peter C. Mollengarden
For the Firm

PCM/dj

Enclosures

WPB_DB: 296537_1

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PENTHOUSE DELRAY ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of Penthouse Delray Association, Inc. do hereby certify that the following amendments to the Articles of Incorporation of said corporation is a true and correct copy as amended, pursuant to Article IX thereof, by the membership at a duly called and noticed meeting of the members held April 3, 2006. The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

(SEE ATTACHED HERETO)

WITNESS my signature hereto this 26 day of MAY, 2006, at Delray Beach, Palm Beach County, Florida.

PENTHOUSE DELRAY ASSOCIATION, INC.

Norma Schrago
Witness Norma Schrago

BY: Maureen D. Bowen (SEAL)
Maureen D. Bowen President

Judith Marcus
Witness Judith Marcus

ATTEST: Monica Postell (SEAL)
Monica Postell Secretary

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 26 day of May, 2006, by Maureen D. Bowen and Monica Postell, as President and Secretary, respectively, of Penthouse Delray Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced _____ identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

Norma Schrago (Signature)

NORMA SCHRAGO (Print Name)
Notary Public, State of Florida at Large



AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
PENTHOUSE DELRAY ASSOCIATION, INC.

(Additions shown by "underlining",
deletions shown by "~~strikeout~~")

* * *

ARTICLE II

PURPOSE

1. The purpose for which the Association is organized is to provide an entity pursuant to Section 711.12 of the Condominium Act, which is currently Chapter ~~744~~ 718, Florida Statutes, as amended or renumbered from time to time, 1965, for the operation of PENTHOUSE DELRAY, a condominium, located upon a portion of the following lands in Palm Beach County, Florida:

* * *

ARTICLE III

POWERS

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

* * *

2. The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium and all of the powers and duties reasonably necessary to operate the Condominium as set forth in the Declaration thereof and as it may be amended from time to time, including but not limited to the following:

* * *

(f) To make and amend reasonable regulations respecting the use of the property in the condominium; ~~provided however, that all such regulations and amendments thereto shall be approved by not less than 75% of the votes of the entire membership of the Association before such shall become effective.~~

* * *

(m) To borrow money and execute notes, pledge and security agreements and other documents in connection with any loan; provided, however, no Condominium real property (except for units owned by the Association) may be mortgaged.

* * *

ARTICLE IV

MEMBERS

* * *

2. Change of membership in the Association shall be established by the recording in the public records of ~~Broward~~ Palm Beach County, Florida, of 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 thereby becoming a member of the Association. The membership of the prior owner shall be thereby terminated.

* * *

ARTICLE V

DIRECTORS

* * *

~~4. 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 until removed, are as follows:~~

~~HARRY E. BRAY~~

~~Post Office Box 1150
Pompano Beach, Florida~~

~~ALFRED J. ANDERSON~~

~~Post Office Box 1150
Pompano Beach, Florida~~

~~ELLA BRAY~~

~~Post Office Box 1150
Pompano Beach, Florida~~

ARTICLE VI

OFFICERS

The affairs of the Association shall be administered by officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officers 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:~~

President:	HARRY E. BRAY Post Office Box 1150 Pompano Beach, Florida
Vice President and Assistant Secretary:	ELLA BRAY Post Office Box 1150 Pompano Beach, Florida
Secretary-Treasurer:	ALFRED J. ANDERSON Post Office Box 1150 Pompano Beach, Florida

ARTICLE VII

INDEMNIFICATION

To the greatest extent allowed by law, Every every director and every officer and committee member of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding 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 or committee member of the Association, or any settlement thereof, whether or not he is a director or officer or committee member at the time such expenses are incurred, except in such cases wherein the director or officer or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the board of directors approves such settlement and reimbursement as being for the best interests 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 or committee member may be entitled.

* * *