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DIVISION OF CORPORATIONS
00 JUN 15 PM 2:43

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rdelacam@becker-poliakoff.com

June 13, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Re: Amendment to Articles of Incorporation

Dear Sir/Madam:

Enclosed herein please find a Certificate of Amendment to the Articles of Incorporation for Royal Atlantic Association, Inc, as well as a check in the amount of \$35.00 to cover the cost of filing.

Thank you for your attention to this matter.

200003291732--8
-06/15/00--01082--009
*****35.00 *****35.00

Sincerely yours,

ROSA M. DE LA CAMARA
For the Firm

RMD/ma

Amended & Restated Art.

V SHEPARD JUN 20 2000

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ROYAL ATLANTIC ASSOCIATION INC

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I

NAME

The name of the Corporation is Royal Atlantic Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association" or the "Corporation," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, as same may be amended from time to time, for the operation of that certain condominium known as The Royal Atlantic, A Condominium (the "Condominium").

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium ("Declaration") for the Condominium, and the By-laws of the Association, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

POWERS

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

4.1 General. The Association shall have all of the common law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act (except as to variances in these Articles and the Declaration which are permitted by the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to its Declaration, and as they may be amended from time to time, including, but not limited to, those set forth in the By-Laws

4.3 Assets of the Association. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles, and the By-Laws, as they may be amended from time to time.

4.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and By-laws.

ARTICLE V

MEMBERS

5.1 Membership. The Members of the Association shall consist of all of the record Owners of Units in the Condominium; and, after termination of the Condominium, if same shall occur, the Members of the Association shall consist of those who are Members at the time of the termination, and their successors and assigns. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a condominium parcel in the Condominium, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Declaration, and by the recordation amongst the Public Records of Miami-Dade County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby, and by the delivery to the Association of a true copy of such deed or other instrument. The new Owner designated in such deed or other instrument shall thereupon become a Member of the Association, and the membership of the prior owner as to the parcel designated shall be terminated.

5.2 Assignment. The share of a Member in the funds and assets of the Association, in its common elements and its common surplus, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit. Said votes shall be exercised or cast in the manner provided by the By-laws. Any person or entity owning more than one (1) Unit shall be entitled to one (1) vote for each Unit owned.

5.4 Meetings. The By-laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

ARTICLE VI

TERM OF EXISTENCE

The Association has a perpetual existence.

ARTICLE VII

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Directors of the Association and shall serve at the pleasure of the Board of Directors. The By-laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	HANS VAN DER MEER	465 Ocean Drive, Unit 1116 Miami Beach, Florida 33139
Vice President:	SHEILA HELLMAN	465 Ocean Drive, Unit 622 Miami Beach, Florida 33139
Secretary:	LILA K. TERRY	465 Ocean Drive, Unit 510 Miami Beach, Florida 33139
Treasurer:	HANS VAN DER MEER	465 Ocean Drive, Unit 1116 Miami Beach, Florida 33139

ARTICLE VIII

DIRECTORS

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors set forth in the By-laws. All directors must be Members of the Association.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Amended and Restated By-laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when that is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

ARTICLE IX
INDEMNIFICATION

The Association shall indemnify any officer, director, or committee member as more fully set forth in the By-Laws.

ARTICLE X
BY-LAWS

The By-laws of the Association shall be adopted by the Members and may be altered, amended or rescinded by the directors and Members in the manner provided therein.

ARTICLE XI
AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

11.1 **Notice.** 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.

11.2 **Adoption.** Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that approval is delivered to the secretary at or prior to the meeting. The approvals must be either:

11.2.1 Not less than a majority of the entire membership of the Board of Directors and by not less than a majority of the membership of the Association voting at a meeting (in person or by proxy); or

11.2.2 By not less than sixty (60%) percent of the votes of the entire membership of the Association.

11.3 **Limitation.** No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of Members, without approval in writing by all Members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act or the Declaration.

11.4 **Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Miami-Dade County, Florida.

ARTICLE XII

ADDRESS

The principal place of business of the Corporation shall be located at 465 Ocean Drive, Room 300, Miami Beach, Florida 33139, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XIII

**REGISTERED OFFICE ADDRESS
AND NAME OF REGISTERED AGENT**


The registered office of this Corporation shall be located at 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126, and the registered agent of the Corporation at that address is ANTHONY A. KALLICHE, ESQUIRE.

ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 15 PM 2:44

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 8th DAY OF June, 2000.



Anthony A. Kalliche, Esquire
Registered Agent

This instrument was prepared by:
ROSA M. DE LA CAMARA, ESQUIRE
BECKER & POLIAKOFF, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, Florida 33126

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ROYAL ATLANTIC ASSOCIATION, INC.**

WHEREAS, the Certificate of Incorporation of ROYAL ATLANTIC ASSOCIATION, INC. (hereinafter the "Association") was issued by the Secretary of State of Florida on the 10th day of October, 1968; and

WHEREAS, at a duly adjourned meeting of the membership of the Association held on April 12, 2000, amendments to the Articles of Incorporation consisting of a Restated set of Articles as set out in Exhibit "A" hereto was adopted by a vote of the membership in excess of that required by the pertinent provisions of said Articles; and

NOW, THEREFORE, the undersigned hereby certifies that the amendment as set forth in Exhibit "A" attached hereto and incorporated herein is a true and correct copy of the amendment as approved by the membership of the Association as set forth above.

WITNESS my signature hereto this 2ND day of June, 2000 at Miami-Dade, Florida.

ROYAL ATLANTIC ASSOCIATION, INC.

[Signature]
Witness

BY: Sheila Hellman
President

[Signature]
Witness

PRINT: SHEILA HELLMAN (Seal)

ATTEST: Lisa Pittman
TREASURER

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 2ND day of June 2000 by SHEILA HELLMAN the PRESIDENT of ROYAL ATLANTIC ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the corporation. Who is personally known to me or has produced () as identification and who did/did not take an oath.



Alayda Z. Barahona
MY COMMISSION # CC933373 EXPIRES
May 3, 2004

BONDED THRU TROY FAIR INSURANCE, INC.

[Signature] (SEAL)
NOTARY PUBLIC SIGNATURE
STATE OF FLORIDA AT LARGE

My commission expires:

Alayda Z. Barahona
PLEASE PRINT OR TYPE NOTARY SIGNATURE