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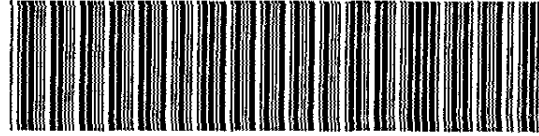
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TALLAHASSEE, FLORIDA

*Amend
To Lewis 2/10/04*

LAW OFFICES

BECKER & POLIAKOFF, P.A.

500 Australian Avenue South, 9th Floor
West Palm Beach, Florida 33401
Phone: (561) 655-5444 Fax: (561) 832-8987
800-462-7783

Florida Offices

Administrative Office
3111 Stirling Road
Ft. Lauderdale, FL 33312
U.S. Toll Free: (800) 432-7712
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Reply To:
Peter C. Mollengarden, Esq.
Direct: (561) 820-2872
pmolleng@becker-poliakoff.com

February 3, 2004

CORPORATE RECORDS BUREAU DIVISION OF CORPORATIONS

Department of State
P.O. Box 6327
Tallahassee, FL 32301

**RE: Penthouse Highlands 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 Highlands 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

cc: Board of Directors

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

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TALLAHASSEE, FLORIDA

The undersigned officers of Penthouse Highlands Association, Inc. do hereby certify that the following amendments to the Articles of Incorporation of said corporation are 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 January 20, 2004. The amendments adopted by the members and the number of votes cast for the amendments was sufficient for approval.

(SEE ATTACHED)

WITNESS my signature hereto this 30th day of January, 2004, at Highland Beach, Palm Beach County, Florida.

PENTHOUSE HIGHLANDS ASSOCIATION, INC.

Anthony Ciafardini
Witness Anthony Ciafardini

BY: Arthur J. Kreinbihl (SEAL)
President

William F. Lichte
Witness William F. Lichte

ATTEST: Maureen J. Jordan (SEAL)
Secretary

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 30th day of January 2004, by Arthur J. Kreinbihl and Maureen J. Jordan, as President and Secretary, respectively, of Penthouse Highlands 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.

Evelyn F. Wiegert (Signature)

Evelyn F. Wiegert (Print Name)
Notary Public, State of Florida at Large



Evelyn E. Wiegert
Commission # DD 623493
Expires May 25, 2005
Bonded Through
Athletic Bonding Co., Inc.

AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
PENTHOUSE HIGHLANDS 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~~ Chapter 714 718, Florida Statutes, for the operation of PENTHOUSE HIGHLANDS, a condominium, located upon the following lands in Palm Beach County, Florida:

That portion of the South 400 feet of the North 2000 feet of Section 33, Township 46 South, Range 43 East, Palm Beach County, Florida, bounded on the East by the West right-of-way line of State Road A1A and on the West by the East right-of-way line of the Intracoastal Waterway.

* * *

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% 66-2/3% of the votes of

the entire membership of the Association present, in person or by proxy, at a meeting of the membership at which a quorum is present, in person or by proxy, before such shall become effective.

* * *

(m) To borrow money for any purpose related to the operation, administration, maintenance, repair or replacement of the condominium property or for the operation and administration of the Association.

* * *

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 a copy 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

* * *

~~3. The first election of directors shall not be held until after all of the apartments of the condominium have been sold by the developer, or until after October 1, 1974, or until developer elects to terminate its control of the condominium, whichever shall first occur. The directors herein named shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining 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 BRAY

Post Office Box 1150
Pompano Beach, Florida

~~ALFRED J. ANDERSON~~ ~~Post Office Box 1150~~
~~Pompano Beach, Florida~~

~~RICHARD W. MORRISON~~ ~~2810 East Oakland Park Boulevard~~
~~Fort Lauderdale, 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~~ ~~RICHARD W. MORRISON~~
~~Assistant Secretary:~~ ~~2810 E. Oakland Park Boulevard~~
~~Ft. Lauderdale, 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 may be entitled.

* * *

ARTICLE IX
AMENDMENTS

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

* * *

2. A resolution approving a proposed amendment may be proposed by either the board of directors or by the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided,

(a) such approvals must be by not less than 75% a majority of the entire membership of the board of directors and by not less than 75% 66-2/3% of the votes of the entire membership of the Association present, in person or by proxy, at a meeting at which a quorum is present, in person or by proxy. ~~;~~ ~~or~~

(b) ~~by not less than 80% of the votes of the entire membership of the Association.~~

* * *

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