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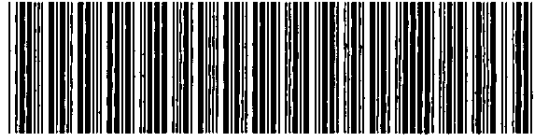
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended

Restated

Art.

9/12/08 Dc

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TEL: 561-999-9925
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ATTORNEYS P.A.



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PLEASE REPLY TO: BOCA RATON

JAY STEVEN LEVINE, ESQUIRE
MICHAEL S. FELDMAN, ESQUIRE
CHRISTOPHER A. SAJDERA, ESQUIRE

TREASURE COAST
BY APPOINTMENT

JONATHAN S. MORRIS, ESQUIRE

September 4, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

RE: AMENDED AND RESTATED ARTICLES OF INCORPORATION OF COLONIAL CLUB
CONDOMINIUM ASSOC. SEC. 2, INC.

To whom it may concern:

Enclosed please find an original and one photocopy of the Amended and Restated Articles of Incorporation of Colonial Club Condominium Assoc. Sec. 2, Inc. with a check in the amount of \$43.75 for recording and certified copy fees. Please record and return a certified copy to me in the enclosed self-addressed, stamped envelope.

Should you have any questions, please call.

Very truly yours,

A handwritten signature in black ink, appearing to read "Jay Steven Levine".

Jay Steven Levine

JSL:ac

Enclosures - As stated

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COLONIAL CLUB CONDOMINIUM ASSOC. SEC. 2, INC.

08 SEP - 8 11:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to Section 617.1007(4), Florida Statutes, the Articles of Incorporation of COLONIAL CLUB CONDOMINIUM ASSOC. SEC. 2, INC. which was originally incorporated under the same name on January 13, 1972, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1007(4) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of COLONIAL CLUB CONDOMINIUM ASSOC. SEC. 2, INC. shall henceforth be as follows:

SECTION 1

NAME AND ADDRESS

The name of the corporation is COLONIAL CLUB CONDOMINIUM ASSOC. SEC. 2, INC., and its mailing address is c/o Seth Lipson, CPA, 1920 Palm Beach Lakes Boulevard., Suite 204, West Palm Beach, FL 33409.

SECTION 2

DEFINITIONS

For convenience, the corporation shall be referred to in these Amended and Restated Articles as the "Association"; the Amended and Restated Declaration of Condominium as the "Declaration"; and the Amended and Restated By-Laws of the Association as the "By-Laws". All other definitions contained in the Amended and Restated Declarations are incorporated by reference into these Articles.

SECTION 3

PURPOSE AND POWERS

3.1 **Purpose.** The purpose for which the Association is organized is to provide an entity pursuant to the condominium and corporate statutes for the operation of Colonial Club Condominium Sec. 2. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or officer.

THIS INSTRUMENT PREPARED BY:
JAY STEVEN LEVINE, P.A.
2500 North Military Trail, Suite 283
Boca Raton, Florida 33431
(561) 999-9925

3.2 Powers and Duties.

- A. General. For the accomplishment of its purposes, the Association shall have all the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by this Declaration, the By-Laws or the Condominium Act and corporate act and such powers as limited or modified by the provisions of Section 3.2.C below. The powers of the Association shall also be as set forth in the Declaration and By-Laws, which shall include the promulgation of rules and regulations with respect to the property in the Condominium, the Units included, and Association property.
- B. Powers. The Association shall have all of the powers reasonably necessary to operate the Condominium pursuant to the Declaration and By-Laws as they may hereafter be amended, including, but not limited to:
1. To make and collect annual and special assessments against members of the Association to defray the costs, expenses and losses of the Condominium and the Association, and to use the funds in the exercise of its powers and duties.
 2. To protect, maintain, repair, replace and operate the property in the Condominium pursuant to the Condominium Documents.
 3. To purchase insurance upon the Condominium for the protection of the Association and its members, as required by law.
 4. To make improvements of the property in the Condominium, subject to any limitations contained in the Declaration.
 5. To reconstruct improvements after casualty.
 6. To make, amend, and enforce reasonable rules and regulations governing the use of the Condominium and Association property, inclusive of the Units, provided, however, that such rules are approved by the vote of 60% of the voting interests of those members of the Association present in person and by proxy at a members meeting.
 7. To make, amend and enforce reasonable written rules regarding the operation fo the Association, and regarding frequency, time, location, notice and manner of the inspection and copying of official records, and hurricane shutter specifications, which are a Board decisions alone.

8. To contract for the management and maintenance of the Condominium, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
9. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium and Association property.
10. To borrow money and assign assessment and lien rights as collateral for a loan.

C. Limitation on Corporate Powers. The following limitations on the following powers of the Association as set forth in the corporate statute, shall apply:

1. No Directors, officers or committee members shall receive compensation for their services as Directors, officers and committee members. The foregoing shall not preclude Directors, officers and committee members from being (and who shall be) reimbursed for all actual and proper out-of-pocket expenses relating to the proper discharge of their respective duties.
2. All funds and the title to all property acquired by the Association and their proceeds shall be held for the benefit and use of the Owners in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

All powers of the Association conferred by the Declaration and By-Laws are incorporated into these Articles by reference.

D. Duties.

1. The Association shall adopt a Rule and Regulation concerning the posting of notices of Board meetings and the annual meeting.
2. The Association shall prepare a Question and Answer Sheet and shall update it at least annually if and as required by the Condominium Act and Administrative Rules as amended from time to time.
3. The Association shall maintain an adequate number of copies of the Condominium Documents and Rules and Regulations, and all amendments to the foregoing, as well as the Question and Answer Sheet referred to above, on the Condominium or Association property, to ensure their availability to Owners. The Association may

charge its actual costs for preparing and furnishing the foregoing to those requesting same.

4. The Association shall ensure that the following contracts shall be in writing:
 - (a) Any contract for the purchase, lease or renting of materials or equipment, which is not to be fully performed within one year from the date of execution of the contract.
 - (b) Any contract, regardless of term, for the provision of services; other than contracts with employees of the Association, and contracts for attorneys and accountants services, and any other service contracts exempted from the foregoing requirement by the Condominium Act or Administrative Rules as amended from time to time.
5. The Association shall obtain competitive bids for materials, equipment and services where required by the Condominium Act and Administrative Rules as amended from time to time. This provision shall not require the Association to accept the lowest bid.
6. The Association shall obtain and maintain fidelity bonding as required by the Condominium Act and Administrative Rules.
7. The Association shall keep a roster of Owners and their addresses and mortgagees and their addresses based on information supplied in writing by the Owners from time to time to the Association.

SECTION 4

MEMBERSHIP AND VOTING IN THE ASSOCIATION

4.1. Membership. The members of the Association shall be the record Owners of Units in the Condominium.

4.2. Voting. The Owners of each Unit, collectively, shall be entitled to an equal vote. Fractional voting is absolutely prohibited. The manner of exercising voting rights shall be as set forth in the By-Laws.

SECTION 5

DIRECTORS

5.1. Number and Qualifications. The property, business and affairs of the Association shall be managed by a Board in the manner and accordance with the relevant provisions specified in the By-Laws. Qualifications of Directors are contained in the By-Laws.

5.2. Duties and Powers. All of the duties and powers of the Association existing under Chapters 718 and 617, Florida Statutes and the Condominium Documents shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to:

- A. approval by Owners, when such approval is specifically required in the Law or Condominium Documents; and/or
- B. action by the Executive Committee, if any.

Section 5.3. Election; Removal. Director(s) of the Association shall be elected in the manner determined by and subject to the terms and provisions set forth in 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.

SECTION 6

OFFICERS

6.1. Offices. The affairs of the Association shall be administered by the Officers holding the offices designated in the By-Laws.

6.2. Duties and Powers. The powers and duties of the officers are as provided in the By-Laws.

6.3. Election; Removal. The Officers shall be elected by the Board of Directors of the Association at its first meeting after the election meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

SECTION 7

BY-LAWS

The Amended and Restated By-Laws of the Association are as approved by the Board of Directors of the Association, and may be altered, amended or rescinded by the vote(s) in the manner provided in the By-Laws.

SECTION 8

AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

8.1. Proposal. Amendments to these Articles may be proposed by the Board of Directors or by written petition signed by at least twenty-five percent (25%) of the voting interests of the members of the Association. Only one co-owner of a Unit need sign the petition for that Unit.

8.2. Vote Required. Except as otherwise provided by Florida law, or by specific provision in these Articles, these Articles may be amended by concurrence of not less than a majority of the membership of the Board of Directors then serving and by not less than 60% of the voting interests of all members of the Association. If the amendments were proposed by a written petition signed by the members pursuant to Section 8.1 above, then the concurrence of the Board of Directors shall not be required.

8.3. Recording and Effective Date. A copy of each amendment shall be filed with the Department of State pursuant to the provisions of applicable Florida law, and a copy bearing the filing stamp of the Department of State shall be recorded in the public records of the County. The Certificate of Amendment shall, on the first page, state the book and page of the public records where the Declaration is recorded. The Certificate shall be executed by any officer with the formalities required for the recording of a deed. The amendment shall be effective upon recording in the public records of the County. Exception. As to any amendment to Section 10 of these Articles, this Section 8 shall not apply.

8.4. Provisos. Notwithstanding any provision contained in these Articles to the contrary:

- A. An amendment to these Articles that adds, changes, or deletes a greater or lesser quorum or voting requirement must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.
- B. Article X of these Articles may be amended without the need for a Board vote or amendment to the Articles so long as a statement of change of registered agent and/or office is filed with the Department of State.
- C. No amendment shall diminish or impair any of the rights, privileges, powers and/or options provided in these Articles in favor of or reserved to record owner(s) of any mortgage(s) or impair the priority or validity of any mortgage(s) unless the particular mortgagee(s) shall join and consent in the execution of the amendment.

SECTION 9

TERM

The term of the Association shall be perpetual.

SECTION 10

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the Association is Jay Steven Levine, Esquire, and the Registered Office is 3300 PGA Boulevard, Suite 530, Palm Beach Gardens, Florida 33410. The Registered Agent and Registered Office remain unchanged.

CERTIFICATE OF ADOPTION OF THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION

THE UNDERSIGNED, being the duly elected and acting president of COLONIAL CLUB CONDOMINIUM ASSOC. SEC. 2, INC., hereby certify that the foregoing was approved by not less than a majority of the entire membership of the Board of Directors, approved by the Board in a special Board meeting called for the purpose and held on 8-19-08, with quorum present, and not less than 2/3 of the voting interests of all members of the Association, accomplished at a members meeting held on 8-19-08 200__ called for the purpose, with quorum present. **The number of votes was sufficient for approval.**

The foregoing both amend and restate the Articles of Incorporation in their entirety.

EXECUTED this 28TH day of August, 2008.

WITNESSES:

COLONIAL CLUB CONDOMINIUM
ASSOC. SEC. 2, INC.

Sign: Elena Marie Epping
Printed Name: Elena Marie Epping

BY: Michael J. Fodice
President
Printed Name: Michael J. Fodice

Sign: Kim Bortle
Printed Name: Kim Bortle

Current Address: 12 Colonial Club Dr / 303
Boynton Beach, FL. 33435

STATE OF NEW YORK)
COUNTY OF Monroe)§

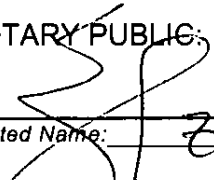
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Zo Ann Soong
Notary Public State of New York
No. 01S06001067
Qualified in Monroe County
Commission Expires December 29, 2009

I HEREBY CERTIFY that on this 28th day of August, 2008, before me personally appeared Michael J. Judice, President of COLONIAL CLUB CONDOMINIUM ASSOC. SEC. 2, INC., a Florida corporation not for profit, who is personally known to me or who has produced Florida Driver License (if left blank, personal knowledge existed) as identification and who did take an oath and that the official seal of the Corporation is duly affixed and the instrument is the act and deed of the Corporation.

WITNESS my signature and official seal at Webster, in the County of Monroe, State of New York, the day and year last aforesaid.

NOTARY PUBLIC:


Printed Name: ZO ANN SOONG

State of New York at Large (Seal)
My Commission Expires:

ZO ANN SOONG
Notary Public State of New York
No. 01S08001067
Qualified in Monroe County
Commission Expires December 29, 2009