

LAW OFFICES

BECKER & POLIAKOFF, P.A.

Administrative Office: 3111 Stirling Road
Ft. Lauderdale, Florida 33312-6525

Mailing Address: P.O. Box 9057
Ft. Lauderdale, Florida 33310-9057

Phone: (954) 987-7550 Fax: (954) 985-4176
Toll Free: (800) 432-7712
Internet: www.becker-poliakoff.com
Email: bp@becker-poliakoff.com

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SECRETARY OF
TALLAHASSEE, FLORIDA
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December 28, 1998

Amendments Section
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-01/06/99--01041--003
*****43.75 *****43.75

Re: Amendments to Articles of Incorporation

Dear Sir/Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation of Palm-Aire Country Club Condominium Association No. 5, Inc., together with check no. 091646, in the amount of \$43.75 to cover the cost of filing (\$35.00) plus a certified copy (\$8.75).

Thank you for your attention to this matter.

Sincerely,


GARY A. POLIAKOFF, J.D.

GAP/cas
Enclosure

VS JAN 14 1999

Amend

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PALM-AIRE COUNTRY CLUB CONDOMINIUM ASSOCIATION NO. 5, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

SEE ATTACHED

SECOND: The date of adoption of the amendment(s) was: 12/1/98

THIRD: Adoption of Amendment (CHECK ONE)

XX The amendment(s) was(were) adopted
by the members and the number of votes
cast for the amendment was sufficient for approval.

 There are no members or members
entitled to vote on the amendment.
The amendment(s) was(were) adopted by
the board of directors.

Dated 12/29, 19 98

Palm-Aire Country Club Condominium Assn. No. 5, Inc.
Corporation Name

By Leonard Sherman
(Chairman, Vice Chairman, President or other officer)

Dr. Leonard Sherman

Typed or printed name

President

Title

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

WE, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Florida, pursuant to Florida Statutes 617 Et Seq., and hereby certify as follows:

ARTICLE I.

The name of this Corporation shall be: -

PALM-AIRE COUNTRY CLUB CONDOMINIUM ASSOCIATION NO. 5, INC.

ARTICLE II.

The general purpose of this non-profit Corporation shall be as follows: - To be the "Association" (as defined in the Condominium Act of the State of Florida, F.S. 711-718 Et Seq.), for the operation of NO. 60 PALM-AIRE COUNTRY CLUB APTS. CONDOMINIUM, A CONDOMINIUM, NO. 61 PALM-AIRE COUNTRY CLUB APTS. CONDOMINIUM, NO. 66 PALM-AIRE COUNTRY CLUB APTS. CONDOMINIUM, NO. 67 PALM-AIRE COUNTRY CLUB APTS. CONDOMINIUM, NO. 68 PALM-AIRE COUNTRY CLUB APTS. CONDOMINIUM, NO. 1 PALM-AIRE COUNTRY GARDEN APTS. CONDOMINIUM, to be created pursuant to the provisions of the Condominium Act, and as such Association, to operate and administer said Condominium and carry out the functions and duties of said Condominium Association, as set forth in the Declaration of Condominium establishing said Condominium and Exhibits annexed thereto. ~~The Corporation may also be the Association for the operation of additional condominiums which may be created on property adjacent to the above specified Condominium. The Board of Directors shall have the authority in their sole discretion to designate the above Corporation as the Association for such additional condominium(s) and, in such instance(s), the provisions hereafter in these Articles of Incorporation shall be interpreted in such a manner as to include such additional condominium(s).~~

ARTICLE III.

All persons who are owners of condominium parcels within said Condominium(s) shall automatically be members of this Corporation.

Such membership shall automatically terminate when such person is no longer the owner of a condominium parcel. Membership in this Corporation shall be limited to such condominium parcel owners.

Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration of Condominium(s) ~~that shall be filed for said Condominium among the Public Records of Broward County, Florida of the above-noted Condominiums.~~

ARTICLE IV.

This Corporation shall have perpetual existence.

ARTICLE V.

The names and residences of the Subscribers to these Articles of Incorporation are as follows:

EDWARD M. SPECTOR
T. W. GELL
JAMES A. PRUITT, JR.

2501 Palm-Aire Drive, North
Pompano Beach, Florida

ARTICLE VI.

Section 1. The affairs of the Corporation shall be managed and governed by a BOARD OF DIRECTORS composed of not less than three (3) nor more than the number specified in the By-Laws.

~~The Directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership, for a term of one (1) year, or until their successors shall be elected and shall qualify.~~ Provisions for such the election of Directors and provisions respecting the removal, disqualification, term and resignation of Directors, and for filling vacancies on the Directorate shall be established by the By-Laws.

Section 2. The principal officers of the Corporation shall be:

President
Vice-President
Secretary
Treasurer

(the last two officers may be combined), who shall be elected from time to time, in the manner set forth in the By-Laws adopted by the Corporation.

ARTICLE VII.

The names of the officers who are to serve until the first election of officers, pursuant to the terms of the Declaration of Condominium and By-Laws are as follows:

EDWARD M. SPECTOR	President
T. W. GELL	Vice-President
JAMES A. PRUITT, JR.,	Secretary-Treasurer

ARTICLE VIII.

The following persons shall constitute the first Board of Directors, and shall serve until the first election of the Board of Directors at the first regular meeting of the membership.

EDWARD M. SPECTOR	2501 Palm-Aire Drive, North
T. W. GELL	Pompano Beach, Florida
JAMES A. PRUITT, JR.	

ARTICLE IX.

The By-Laws of the Corporation shall initially be made and adopted by its first Board of Directors.

~~Prior to the time the property described in Article II hereinabove has been submitted to Condominium ownership by the filing of the Declaration of Condominium, said first Board of Directors shall have full power to amend, alter or rescind said By-Laws by a majority vote.~~

After the property described in Article II hereinabove has been submitted to Condominium ownership by the filing of the Declaration of Condominium, the By-Laws may be amended, altered, supplemented or modified by the membership at the Annual Meeting, or at a duly convened special meeting of the membership in the manner provided in the By-Laws. ~~attended by a majority of the membership, by vote, as follows:~~

~~A. If the proposed change has been approved by the unanimous approval of the Board of Directors, then it shall require only a majority vote of the total~~

~~membership to be adopted.~~

- ~~B. If the proposed change has not been approved by the unanimous vote of the Board of Directors, then the proposed change must be approved by three-fourths (3/4ths) of the total vote of the membership.~~

~~After the property described in Article II hereinabove has been submitted to Condominium ownership, the By-Laws may only be amended with the written approval of the Lessor under the Long-Term Lease, which said approval shall not be unreasonably withheld. No amendment shall change the rights and privileges of the Developer referred to in said Declaration without the Developer's written approval, nor the rights and privileges of the Management Firm referred to in said Declaration without the Management Firm's written approval.~~

ARTICLE X.

Amendments to these Articles of Incorporation may be proposed by any member or director and shall be adopted in the same manner as is provided for the amendment of the By-Laws. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the Corporate Seal, signed by the Secretary or an Assistant Secretary, and executed and acknowledged by the President or Vice-President, has been filed with the Secretary of State and all filing fees paid.

ARTICLE XI.

This Corporation shall have all of the powers set forth in Florida Statute 617.021, all of the powers set forth in the Condominium Act of the State of Florida, and all powers granted to it by the Declaration of Condominium and Exhibits annexed thereto.

ARTICLE XII.

There shall be no dividends paid to any of the members, nor shall any part of the income of the corporation be distributed to its Board of Directors or Officers. In the event there are any excess receipts over disbursements, as a result of performing services, such excess shall be applied against future expenses,

etc. The Corporation may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distribution to its members as is permitted by the COURT having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

This Corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the Corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Declaration of Condominium and By-Laws. The voting rights of the owners of parcels in said Condominium property shall be as set forth in the Declaration of Condominium and/or By-Laws.