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BASIC AMENDMENT

THE CITIZENS' ASSOCIATION OF PALM BEACH, INC.

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February 26, 2003

Via Fax: 850-205-0380
Karen Gibson,
Document Specialist
Florida Department of State

Re: The Citizens' Association of Palm Beach, Inc.
Ref: 736615
Fax Aud. #: H03000058588
Letter Number: 003A00011567

Dear Ms. Gibson:

Attached is a copy of your letter of February 21, 2003, as well as the corrected Amended and Restated Articles of Incorporation of The Citizens' Association of Palm Beach, Inc.

You will note that we have made the corrections suggested in your letter by inserting the words "Adopted January 10, 2003" under the caption of the document and have removed the word "initial" before the words "Registered Agent" in the first line of Article III, both corrections being on the first page.

Please contact me immediately if you have any further issues with the document. Thank you for your prompt attention to this matter.

Sincerely,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

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FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

February 21, 2003

THE CITIZENS' ASSOCIATION OF PALM BEACH, INC.
2875 SOUTH OCEAN BOULEVARD
PALM BEACH, FL 33480

SUBJECT: THE CITIZENS' ASSOCIATION OF PALM BEACH, INC.
REF: 736615

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: H03000058588
Letter Number: 003A00011567

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

THE CITIZENS' ASSOCIATION OF PALM BEACH, INC.

Adopted January 10, 2003

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Citizens' Association of Palm Beach, Inc., a Florida not for profit corporation, on approval of the members, makes these Amended and Restated Articles of Incorporation.

ARTICLE I

Name

The name of this corporation shall be The Citizens' Association of Palm Beach, Inc. ("Association") and its principal office and mailing address is 2875 South Ocean Boulevard, Palm Beach, Palm Beach County, Florida 33480.

ARTICLE II

Duration

The period of duration of this non-profit corporation shall be perpetual.

ARTICLE III

Registered Agent and Registered Office

The Registered Agent of this corporation is Jack McDonald, located at the Registered Office of the corporation at 2875 South Ocean Boulevard, Palm Beach, Palm Beach County, Florida 33480.

ARTICLE IV

Purpose

The purposes and objectives of the Association shall be to strive within the Town of Palm Beach, Florida: to preserve sensible zoning; to prevent air and water pollution; to improve traffic conditions; to restore beaches, and prevent beach erosion; to promote and strive for the improvement and betterment of all public facilities and services; to promote and encourage a better community and civic spirit and to foster good will and friendship between and among all the residents of such Town; to sponsor non-partisan

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and partisan (provided equal opportunity is afforded to all partisans) forums, lectures, debates, and other educational opportunities on community and civic issues; to sponsor impartial political forums for candidates (provided equal opportunity is afforded to all candidates) and publications on issues of interest to members; to cooperate with federal, state, county, town, and other governmental and quasi-governmental officials and with other civic and public organizations for the general welfare of the entire community.

ARTICLE V

Prohibited Activities

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Accordingly, the Association shall not (a) contact or urge the public to contact members of a legislative body for the purpose of proposing, supporting, or opposing legislation, or (b) advocate the adoption or rejection of legislation.

The term "legislation" includes action by the Congress, by any state legislature, by any local council or similar governing body, or by the public in a referendum, initiative, constitutional amendment, or similar procedure; provided, however, that the Association may advocate as an insubstantial part of its activities the adoption or rejection of legislation.

Notwithstanding any other provision of these Articles, the Association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VI

Members and Dues

Section 1. Membership. The Association's membership shall be limited to the owners of dwelling unit ("Unit Owners") in condominium apartment buildings, cooperative apartment buildings, single-family residential associations, and other multiple unit complexes (collectively, "Multiple Unit Groups") which are paid-up

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members of the Association and located within the corporate limits of the Town of Palm Beach, Florida. Each Multiple Unit Group, acting through its Delegate or Alternate Delegate, shall be entitled to cast for and on behalf of all the Units Owners in such Multiple Unit Group the number of votes at meetings of the Council of Delegates as set forth in Article VIII, Section 4, of these Articles.

Section 2. Dues. No later than thirty (30) days in advance of each fiscal year of the Association, the Council of Delegates shall determine the amount of dues to be paid by each Multiple Unit Group for the ensuing fiscal year.

Section 3. Multiple Unit Groups' Accounts. Multiple Unit Groups' accounts shall be payable within sixty (60) days after the due date fixed by the Council of Delegates. If a Multiple Unit Group's account remains unpaid for sixty (60) days (or for any other period designated by the Council of Delegates) after the date fixed for the payment thereof, the Council of Delegates may take any action it deems appropriate, including suspension or termination of (1) all membership privileges of all the Unit Owners in such delinquent Multiple Unit Group and (2) the privilege of participation by such delinquent Multiple Unit Group (and of its Delegate and Alternate Delegate) in the meetings and affairs of the Association.

ARTICLE VII

Officers

Section 1. Number, Term of Office. The officers of the Association shall be chosen by the Delegates and shall be one Chairperson or two Co-Chairpersons of the Executive Board (described in Article IX), not more than three Vice-Chairpersons (who shall be designated in descending order of seniority as First Vice-Chairperson, Second Vice-Chairperson and Third Vice-Chairperson), a Treasurer, one or more Assistant Treasurers, a Secretary, one or more Assistant Secretaries, a General Counsel, one or more Assistant Counsels, and such other officers or agents with such titles and such duties as the Executive Board may from time to time determine, each to hold office for a term of one year or until such officer's successor shall have been chosen and shall qualify, or until such officer's death or resignation, or until such officer's removal in the manner hereinafter provided. No one person may simultaneously hold more than one elected office, nor serve more than three (3) consecutive terms in the same office. The Executive Board may from time to time appoint other officers and agents and prescribe their powers and duties. Each officer and non-officer member of the Executive Board must be a Unit Owner in a Multiple Unit Group which is a member of the Association.

Section 2. Removal. Any officer may be removed, either with or without cause, by the Executive Board.

Section 3. Resignation. Any officer may resign at any time by giving notice to the Chairperson, or if there shall be more than one, to any of such Chairpersons, or to the Secretary of the Association. Any such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof; and, unless

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otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal or any other cause may be filled for the unexpired portion of the term by the Executive Board.

Section 5. Powers and Duties. The powers and duties of the Chairpersons and other officers shall be as set forth in the By-Laws.

Section 6. Compensation. Neither the officers nor the members of the Executive Board shall receive any salary or other form of compensation for services performed for or on behalf of the Association.

Section 7. Limitation on Expenditures. The officers of the Association shall not, without the prior approval of the Executive Board, make or agree to make any expenditures in excess, in the aggregate, of One Thousand Dollars (\$1,000.00) in any fiscal year of the Association for any object of expenditure not otherwise provided for in the budget approved by the Executive Board.

ARTICLE VIII

The Council of Delegates

Section 1. Number, Appointment and Qualification. The number of persons comprising the Council of Delegates shall be equal to twice the number of Multiple Unit Groups who are members of the Association. Upon becoming a member of the Association and thereafter prior to each annual meeting of the Council of Delegates, each Multiple Unit Group entitled to vote at any meeting of the Council of Delegates shall authorize and designate, by written instrument (in form and substance customary for such purpose), (a) one of its Unit Owners as the agent, proxy and attorney-in-fact (a "Delegate") of all the Unit Owners in such Multiple Unit Group, and (b) another Unit Owner to serve, in the absence of its Delegate, as its agent, proxy and attorney-in-fact (an "Alternate Delegate") of all the Unit Owners in such Multiple Unit Group, in each case authorizing such persons (a) to exercise in the name and on behalf of all such Unit Owners all the powers and rights which they may have as members of the Association and (b) to act for and on behalf of such Multiple Unit Group at meetings of the Council of Delegates. The term of office of each Delegate and each Alternate Delegate shall continue until his or her successor shall have been appointed and such appointment shall have been accredited by the Association. Each Delegate and each Alternate Delegate must be a Unit Owner in a Multiple Unit Group which is a member of the Association. Each Alternate Delegate may participate in the deliberations of the Council of Delegates, but shall not have the right to vote at meetings of the Council of Delegates unless the Delegate from his or her Multiple Unit Group shall then be absent.

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Section 2. Meetings and Related Matters. The place, order of business, notice requirements, and procedures applicable to meetings of the Delegates, including the Annual Meeting, shall be as specified in the By-Laws.

Section 3. Quorum. Except as otherwise provided by law, a majority of the entire Council of Delegates shall constitute a quorum for the transaction of business at any meeting of the Council of Delegates, and, except as so provided, the vote of a majority of the votes entitled to be cast at any meeting of the Council of Delegates at which a quorum is present shall be the act of the Council of Delegates. In the absence of a quorum, a majority of the Delegates present may adjourn the meeting to another time and place. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 4. Voting. Each Delegate (or in the absence of any Delegate, his or her Alternate Delegate) shall have the right to demand a vote on any matter coming before a meeting of the Council of Delegates by roll call or written ballot. Each Delegate (or in the absence of any Delegate, his or her Alternate Delegate) shall be entitled to cast the votes herein stated on behalf of his or her Multiple Unit Group. Each Delegate (or in the absence of any Delegate, his or her Alternate Delegate) shall be entitled to cast the number of votes set forth in the table below, based upon the number of dwelling units in his or her Multiple Unit Group:

<u>Number of Votes</u>	<u>Number of Dwelling Units in the Multiple Unit Group</u>
One Vote	Less than 76 dwelling units
Two Votes	76 through 125 dwelling units
Three Votes	More than 125 dwelling units

ARTICLE IX

Executive Board

Section 1. General Powers. The affairs of the Association shall be managed by the members of the Executive Board under the direction of the Council of Delegates. The Executive Board shall exercise all powers of the Association and do all lawful acts and things as are not done or by law directed or required to be exercised or done by the Delegates.

Section 2. Number, Appointment and Qualification. The Executive Board shall consist of (a) each current officer (howsoever denominated) of the Association elected as such by the Council of Delegates, (b) three (3) non-officer Unit Owners elected as such by the Council of Delegates, and (c) subject to the limitations contained in the last sentence of this Section 2, each former Chairperson or Co-Chairperson of the Association (collectively, "ex-officio members of the Executive Board," and individually,

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an "ex-officio member of the Executive Board"). Each ex-officio member of the Executive Board shall be entitled to one vote at all meetings of the Executive Board at which such member is present. The term of office of each current officer of the Association and of each Unit Owner elected to serve as a non-officer member of the Executive Board shall commence upon his or her election as such at the annual meeting of the Council of Delegates, and each such person shall continue to serve as a member of the Executive Board until the next annual meeting of the Council of Delegates and until his or her successor shall have been elected and shall qualify. Each member of the Executive Board (whether or not such person is an ex-officio member of the Executive Board, an officer of the Association, or a Unit Owner elected to serve as a non-officer member) shall be a Unit Owner living in a Multiple Unit Group that is then a member of the Association in good standing. Anything in these By-Laws to the contrary notwithstanding, an ex-officio member of the Executive Board may only serve on the Executive Board in such capacity for a maximum of three (3) consecutive years following the expiration of his or her previous term as a Chairperson or Co-Chairperson of the Association, and thereafter such former Chairpersons and Co-Chairpersons shall not qualify for service as ex-officio members of the Executive Board.

Section 3. Quorum and Manner of Acting. Except as otherwise provided by law, a majority of the entire Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board, and, except as so provided, the vote of a majority of the members of the Executive Board present at any meeting at which a quorum is present shall be the act of the Executive Board. Each member of the Executive Board shall be entitled to vote on all matters to be voted on by the Executive Board. In the absence of a quorum, a majority of the members of the Executive Board present may adjourn the meeting to another time and place. At any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.

Section 4. Meetings and Related Matters. The place, order of business, notice requirements and procedures for meetings and standards for resignation or removal from the Executive Board shall be as set forth in the By-Laws.

ARTICLE X

Committees of the Executive Board

Procedures for the establishment of and the powers and duties of committees of the Executive Board shall be as set forth in the By-Laws.

ARTICLE XI

Indemnification

Section 1. The Association shall to the fullest extent permitted by law indemnify any officer or member who was or is a party or is threatened to be made a

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party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Chairperson, Vice-Chairperson, officer, employee or agent of the Association.

Section 2. The Association may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under Section 1 above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Association under Section 1 above.

Section 3. The indemnification and advance payment provided by Sections 1 and 2 above shall continue as to a person who has ceased to hold a position named in Section 1 above and shall inure to such person's heirs, executors and administrators.

Section 4. The Association may purchase and maintain insurance on behalf of any person who is or was a Chairperson, Vice Chairperson, officer, employee or agent of the Association against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Association would have power to indemnify such person against such liability under Section 1 above.

Section 5. If any provision in this Article shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal or unenforceable.

ARTICLE XII

Fiscal Year

The fiscal year of the Association shall end on the 31st day of January in each year.

ARTICLE XIII

Amendments

These Articles of Incorporation may be adopted, repealed, altered or amended by the Council of Delegates by resolution adopted by two-thirds (2/3) of the votes entitled to be cast at a meeting of the Council of Delegates, provided that such proposed action shall be stated in the written notice of such meeting furnished at least thirty (30) days in advance thereof and stating the date and place thereof and that a quorum is present at such meeting. The By-Laws of the Association may be made, altered or amended in like manner.

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ARTICLE XIV


Dissolution

Upon the dissolution of the Association, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the Executive Board shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County exclusively for such purposes or to such organization or organizations as said Court shall determine are so qualified and are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto set our hands and seals to these Amended and Restated Articles of Incorporation this 10 day of February, 2003.

THE CITIZENS' ASSOCIATION OF
PALM BEACH, INC.

By 
Gerald Frank, Chairperson

ATTEST:

Charlotte Morris Secretary

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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That The Citizens' Association of Palm Beach, Inc., desiring to organize under the laws of the State of Florida, has named Jack McDonald, located at the Registered Office of the corporation at 2875 South Ocean Boulevard, Palm Beach, Palm Beach County, Florida 33480, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Jack McDonald, Registered Agent

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