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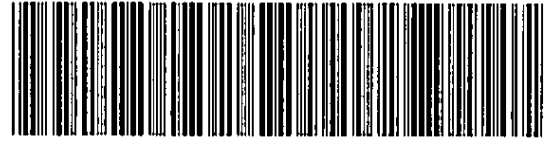
(Business Entity Name)

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JONES & FOSTER, P. A.

ATTORNEYS AND COUNSELORS

PLEASE REPLY TO: West Palm Beach

LARRY A. ALEXANDER
 GEORGE H. BAILEY
 SALLY S. BENSON
 ROBIN A. BLANTON
 W. CHESTER BREWER, JR.
 JAMES R. COLE
 MARGARET L. COOPER
 JEANE CRIPPEN
 CHARLES H. DANSEL, JR.
 MARTIN FLANAGAN
 WILLIAM A. FOSTER

MARJORIE D. GADARIAN
 HARWARD G. GAY
 STEVE L. HENDERSON
 THORNTON H. HENRY
 R. BRUCE JONES
 ROY W. JORDAN, JR.
 THOMAS A. KOVAL
 LINTON W. LANIER
 ROBIN A. LUDLO
 JOHN BLAIR MACRACHEN
 S. CAROL McLEAN

GEORGE H. NOSS
 PATRICK W. O'HARA
 RICHARD A. OLACK
 ARTHUR R. PUNFAN
 C. BROOKS R. CCA, JR.
 CHRISTOPHER G. SCHILLING
 POREY L. SELLARS
 SIDNEY A. STUBBS, JR.
 GEORGE W. SUPPRAH
 EVERETT J. VAN OASBECK
 PAUL C. VOLFE

601 FLAGLER DRIVE COURT
 POST OFFICE DRAWER E
 WEST PALM BEACH, FLORIDA 33402
 (305) 859-3000

617 BEACHLAND BOULEVARD
 P. O. BOX 3408
 VERO BEACH, FLORIDA 32960
 (305) 231-1900

750521

1/14

January 8, 1980

Ms. Debbie Skelton
 Department of State
 Division of Corporations
 Tallahassee, Florida 32304

PERSONAL & CONFIDENTIAL

CALL 87

Re: Southfields of Palm Beach Polo and Country
 Club Homeowners Association, Inc.
 Our File: 6691.2 LBA

Dear Ms. Skelton:

Per our telephone conversation of January 7, 1980, enclosed are two copies of the legal description which we failed to attach to the original and duplicate copy of the Articles of Incorporation of Southfields of Palm Beach Polo and Country Club Homeowners Association, Inc. I am requesting that you attach these copies of the legal description to the Articles which we mailed to the Department of State in our letter to them dated January 4, 1980, prior to filing.

I apologize for any inconvenience this may have caused you and thank you for your assistance and cooperation.

Very truly yours,

JONES & FOSTER, P.A.

By Jeane Crippen
 Jeane Crippen

NON-PROFIT CORP.

FILING	_____	\$30
C. COPY	_____	5
R. AGENT	_____	3
TOTAL	_____	\$38
BALANCE DUE \$	_____	
REFUND \$	_____	

DS

Dmc

1-11-80

FILED
 JAN 11 11 32 AM 1980
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

JONES & FOSTER, P. A.

ATTORNEYS AND COUNSELORS

PLEASE REPLY TO: West Palm Beach

LARRY F. ALEXANDER
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B. JEANNE CRIPPEN
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L. MARTIN FLANAGAN
WILLIAM A. FOSTER

MARJORIE D. GADAMIAN
WAYWARD C. GAY
STEVE L. HENDERSON
THOMAS M. HEARD
R. BRUCE JONES
ROY W. JORDAN, JR.
THOMAS A. KOVAL
CLINTON W. LAMIER
BOB N. ALLOYD
JOHN BLAIR McGRADY
L. CAROL McLEAN

GEORGE H. MOSES
PATRICK H. O'HARA
RICHARD A. OLICK
ARLINDA P. PUMPHRY
C. BROOKS RICCA, JR.
CHRISTOPHER J. SCHILLING
ROBERT L. STELARS
SIGNEY A. STUBBS, JR.
GEOFFREY A. SUPRAN
EVERETT L. VAN OOSTBECK
PAUL C. WOLFE

801 FLAGLER DRIVE COURT
POST OFFICE DRAWER F
WEST PALM BEACH, FLORIDA 33402
(305) 637-2000

817 BEACHLAND BOULEVARD
P. O. BOX 3406
VERO BEACH, FLORIDA 32900
(305) 231-1800

January 4, 1980

Department of State
Tallahassee, Florida 32304

Attention: Corporate Division

Re: Southfields of Palm Beach Polo and Country
Club Homeowners Association, Inc. *pt*
Our File: 6691.2 LBA

R42950

Gentlemen:

Enclosed are the original and duplicate copy of the Articles of Incorporation of the above proposed non-profit corporation.

The duplicate copy has been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

A check is enclosed to cover the \$30.00 filing fee, the \$5.00 fee for the certified copy of the incorporation and the \$3.00 for the designation of Resident Agent.

Very truly yours,

JONES & FOSTER, P. A.

By *B. Jeanne Crippen*
B. Jeanne Crippen

RECORDED AT STATE
TALLAHASSEE
FLORIDA

JAN 11 11 32 AM 1980

FILED

BJC:bw
Enclosures

ARTICLES OF INCORPORATION
OF
SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY
CLUB HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)

FILED
JAN 11 11 32 AM 1980
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of this Corporation shall be SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY CLUB HOMEOWNERS ASSOCIATION, INC., (hereinafter called "Corporation").

ARTICLE II
Purposes

750571

The Corporation does not contemplate pecuniary gain or profit to its members and is deemed a corporation not for profit. The Corporation will make no distributions of income to its members or Directors, unless it is dissolved pursuant to Florida law.

A certain Declaration of Restrictions either now has, or will be, imposed upon certain lands located in Palm Beach County, Florida; described on Exhibit "A" attached hereto, which lands either have been or will be platted as "SOUTHFIELDS - PHASE I OF PALM BEACH POLO AND COUNTRY CLUB - WELLINGTON COUNTRYPLACE, P.U.D." and "SOUTHFIELDS - PHASE II OF PALM BEACH POLO AND COUNTRY CLUB - WELLINGTON COUNTRYPLACE, P.U.D." hereinafter referred to as "SOUTHFIELDS". This Corporation is organized for the general purpose of functioning as the property owners' association of SOUTHFIELDS and serving as the instrumentality of the property owners of SOUTHFIELDS for the purpose of controlling and regulating the activities within and the development and maintenance of SOUTHFIELDS, and to serve as a sub-association within the master property owners' association known as SECOND WELLINGTON, INC. The specific purposes for which this Corporation is formed include, but are not limited to, the following:

A. to provide for the regulation, maintenance, and preservation of the development of SOUTHFIELDS.

B. to provide for the promotion, regulation, maintenance and control of the recreational areas, bridle paths, private roadways and other common facilities and properties within SOUTHFIELDS.

C. to act as a sub-association within the framework of the master property owners' association known as SECOND WELLINGTON, INC., and to pay such sums as SECOND WELLINGTON, INC. shall assess against the Corporation or the members of the Corporation or the lands within the jurisdiction of the Corporation.

D. to acquire, hold, convey, and otherwise deal with real and/or personal property in its capacity as a property owners' association.

E. to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, these Articles of Incorporation, and the Declaration of Restrictions for SOUTHFIELDS, as they may be amended from time to time.

A-15911

P. to otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its members as it may deem proper.

ARTICLE III
Principal Place of Business

The principal place of business of the Corporation shall be at 601 Flagler Drive Court, Suite 100, West Palm Beach, Florida 33402, or at such other place within the State as the Board of Directors shall, by appropriate action, hereafter from time to time determine.

ARTICLE IV
Powers

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

A. The Corporation shall have all the powers of a corporation, not for profit, provided by law and not in conflict with the terms of these Articles of Incorporation, the By-Laws of the Corporation and, in addition, all powers set forth in the Declaration of Restrictions for SOUTHFIELDS - PHASE I OF PALM BEACH POLO AND COUNTRY CLUB - WELLINGTON COUNTRYPLACE, P.U.D. and SOUTHFIELDS - PHASE II OF PALM BEACH POLO AND COUNTRY CLUB - WELLINGTON COUNTRYPLACE, P.U.D. It shall further have all of the powers and duties reasonably necessary to operate pursuant to its purposes, as they may be amended from time to time, including, but not limited to, the following:

1. To fix, levy, collect, and enforce assessments (whether they be general, special, or individual), to defray the costs, expenses and losses of its operation and to ensure compliance with its rules and regulations.
2. To acquire liens against all lots for assessments and to foreclose same.
3. To subordinate, in its sole discretion, any liens acquired by the Corporation.
4. To use the proceeds of assessments in the exercise of its powers and duties.
5. To acquire personal and real property (by purchase or otherwise), and to hold, maintain, repair, operate, lease, sell or otherwise dispose of any properties it may acquire.
6. To construct and maintain improvements on its property and to reconstruct improvements after casualty.
7. To borrow money and with the assent of two-thirds (2/3) of its members, to mortgage, pledge, or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
8. To purchase insurance for its properties and insurance for the protection of the Corporation, its Officers, Directors, and its members.
9. To make and amend reasonable regulations, and to grant exceptions thereto, respecting the construction of improvements and maintenance and use of the properties of its members.
10. To enforce any regulations, restrictions or limitations imposed by deed, plat, site plan, the Declaration of Restrictions for SOUTHFIELDS - PHASE I OF PALM BEACH POLO AND COUNTRY CLUB - WELLINGTON COUNTRYPLACE, P.U.D. and SOUTHFIELDS - PHASE II OF PALM BEACH POLO AND COUNTRY CLUB - WELLINGTON COUNTRYPLACE, P.U.D.

11. To enforce by legal means the provisions of these Articles, the By-Laws of the Corporation, the Declaration of Restrictions for SOUTHFIELDS - PHASE I OF PALM BEACH POLO AND COUNTRY CLUB - WELLINGTON COUNTRYPLACE, P.U.D. and SOUTHFIELDS - PHASE II OF PALM BEACH POLO AND COUNTRY CLUB - WELLINGTON COUNTRYPLACE, P.U.D. and all rules and regulations for the construction, maintenance and use of the properties of the members.

12. To manage, operate and maintain any of its Corporate properties, to contract for the management, operation and maintenance of any such properties and to thereby delegate powers and duties of the Corporation.

13. To employ personnel to perform the services required to carry out the purposes of this Corporation.

14. To participate in mergers or consolidations with other non-profit corporations organized for similar purposes or to annex additional properties to the properties subject to the jurisdiction of this Corporation, provided that such merger, consolidation or annexation shall have the consent of two-thirds (2/3) of the members.

15. To provide through either its Board of Directors or through a committee appointed by the Board of Directors, a systematic, uniform review of all proposed improvements, landscaping, and construction of any type or nature whatsoever within SOUTHFIELDS.

16. To pay all expenses necessitated by its duties and authority, including all office and business expenses, license fees, taxes or governmental charges levied or imposed against the property of the Corporation.

17. To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer.

B. All funds, except such portions thereof as are expended for the expense of the Corporation, and title to all properties belonging to the Corporation shall be held in trust for the members' respective interests in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Corporation.

ARTICLE V Members

A. Members of the Corporation shall consist of and be limited to those persons or corporations holding record fee title to any lot located within SOUTHFIELDS and PALM BEACH ASSOCIATES, INC., a Florida corporation and GOULD FLORIDA INC., a Delaware corporation, the Declarants for that certain Declaration of Restrictions for SOUTHFIELDS - PHASE I of PALM BEACH POLO AND COUNTRY CLUB - WELLINGTON COUNTRYPLACE, P.U.D. and SOUTHFIELDS - PHASE II OF PALM BEACH POLO AND COUNTRY CLUB - WELLINGTON COUNTRYPLACE, P.U.D.

B. Grantees under contracts for deed or conditional conveyances are not members, but shall become members if and when they become record owners of the interests described above.

C. Change of membership shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing record fee title to such lot and by the delivery to the Corporation of a certified copy of such instrument. The owner designated by such instrument or certificate thus becomes a member of the Corporation, and the membership of the prior owner shall be terminated. In the event that a certified copy of said instrument or such certificate is not

delivered to the Corporation, said owner shall become a member, but shall not be entitled to voting privileges. The foregoing shall not, however, limit this Corporation's powers or privileges.

D. The interest of a member in the funds and assets of the Corporation shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to his real property.

E. Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record his interest upon which his membership is based or until said interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee. However, PALM BEACH ASSOCIATES, INC. and GOULD FLORIDA INC. (hereinafter referred to as Declarant) may terminate their membership at such time as they may elect. Membership shall be appurtenant to, run with, and shall not be separated from the interests upon which membership is based.

F. If ownership is vested in more than one person, then all of the persons so owning the interest shall be members. However, the number of votes cast by such members shall be determined by the provisions of the Articles of Incorporation.

G. Notwithstanding the provisions hereof, no person or entity who holds an interest upon which membership is based only as security for performance of an obligation shall become a member of the Corporation.

H. On all matters on which the membership is entitled to vote, there shall be one (1) vote for each acre owned, which vote(s) shall be exercised or cast by the owner or owners in a manner provided in the By-Laws of the Corporation.

I. Voting rights are incident to membership, and any transfer of interest which transfers membership in this Corporation shall automatically transfer the voting rights.

ARTICLE VI Directors

A. The affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws of the Corporation, but said Board shall consist of not less than five (5) Directors. The initial Board of Directors, however, shall consist of six (6) Directors.

B. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the By-Laws of the Corporation.

C. The powers and the duties of the Directors shall be designated in the By-Laws of the Corporation.

D. The first election of the Directors by members shall not be held until January 1, 1995 or until Declarants, in their sole discretion, shall consent thereto. Until such time, the Declarants shall have the right to appoint all members of the Board of Directors. This right may be relinquished, in whole or in part, by the consent of the Declarants in their sole discretion. Directors named in the Articles shall serve until the first election of Directors by the members, and any vacancies in their number occurring before the first election shall be filled by the Declarants. Prior to the first election of the Board of Directors by the members, Directors need not be members of the Corporation. Subsequent thereto, however, Directors must be members of this Corporation.

E. The names and addresses of the members of the first Board of Directors who will hold office until their successors are elected and have qualified, or until removed, are as follows:

William T. Ylvisaker - 13198 Forest Hill Boulevard
West Palm Beach, FL 33411

Daniel T. Carroll - 13198 Forest Hill Boulevard
West Palm Beach, FL 33411

George P. Milligan, Jr. - 13198 Forest Hill Boulevard
West Palm Beach, FL 33411

Edwin C. Parker - 13198 Forest Hill Boulevard
West Palm Beach, FL 33411

Guerry Stribling - 13198 Forest Hill Boulevard
West Palm Beach, FL 33411

James E. Plymire - 13198 Forest Hill Boulevard
West Palm Beach, FL 33411

ARTICLE VII Officers

The affairs of the Corporation shall be administered by a President, Vice President, Secretary and Treasurer. The duties and authority of said Officers shall be designated in the By-Laws of the Corporation. Said Officers shall be elected by the Board of Directors at its first meeting following the first annual meeting of the members of the Corporation and 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 are as follows:

James E. Plymire - President
13198 Forest Hill Boulevard, West Palm Beach, FL 33411

Jess R. Gift - Vice President and Secretary
13198 Forest Hill Boulevard, West Palm Beach, FL 33411

James J. Ogorek - Treasurer
13198 Forest Hill Boulevard, West Palm Beach, FL 33411

Joan C. Sawyer - Assistant Secretary
13198 Forest Hill Boulevard, West Palm Beach, FL 33411

ARTICLE VIII Removal of Directors or Officers

Any Director or Officer may be removed with or without cause and for any reason prior to the expiration of his term in the following manners:

A. Any Director or Officer may be removed with or without cause and for any reason, upon a petition in writing of ten percent (10%) of the members of the Corporation and approved, at a meeting of the members called at least in part for that purpose, by a two-thirds (2/3) vote of the members voting at such a meeting. The petition shall set forth a time and place for the meeting, and notice shall be given to all members at least ten (10) days prior to such meeting in the manner provided in the By-Laws for giving notice of special meetings. At any such meeting, the Director or Officer shall be given the opportunity to be heard; or

B. Any Officer may be removed with or without cause, and for any reason by a majority vote of the Board of Directors at any meeting called at least in part for that purpose; or

C. During the period of time which the Declarants have or retain the right of appointment of members of the Board of Directors, any members of the Board of Directors may be removed with or without cause by the Declarants at their discretion.

ARTICLE IX
Indemnification

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including legal fees and costs reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party in which he may become involved by reason of his being or having been a Director or Officer, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation.

ARTICLE X
By-Laws

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors until January 1, 1995 without approval of the members. After such date, the By-Laws may be altered, amended or rescinded by the members of the Corporation at any duly called meeting of the members, provided:

A. Notice of the meeting shall contain a statement of the proposed amendment, and

B. The amendment shall be approved by the affirmative vote of the voting members casting not less than two-thirds (2/3) of the total votes of the Corporation.

ARTICLE XI
Amendments

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

A. A resolution for the adoption of a proposed amendment may be proposed either by fifty percent (50%) of the Board of Directors or by ten percent (10%) of the members of the Corporation. Directors and members not present in person or by proxy at the meeting considering a resolution for adoption of a proposed amendment may cast their votes for such proposal in writing, provided such votes are delivered to the Secretary of the Corporation at or prior to the meeting.

B. 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.

C. Proposed amendments may be passed at the meeting at which they are to be considered as follows:

1. By approval of not less than sixty-six and two-thirds percent (66 2/3%) of the Board of Directors and by not less than sixty-six and two-thirds percent (66 2/3%) of the votes of the members voting at the meeting; or

2. By approval of not less than seventy-five percent (75%) of the votes of the entire membership of the Corporation or

3. Prior to the first election of Directors by members, amendments to these Articles may be passed by sixty-six and two-thirds percent (66 2/3%) of the Directors without approval of the members.

D. However, no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval of two-thirds (2/3) of all the members, except in the case of an amendment passed prior to the first election of Directors by members.

E. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and shall be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE XII
Prohibition Against Issuance of Stock
and Distribution of Income

This Corporation shall never have nor issue any share of stock, nor shall this Corporation distribute any part of the income of this Corporation, if any, to its members, Directors or Officers. Nothing herein, however, shall be construed to prohibit the payment by the Corporation of compensation in a reasonable amount to the members, Directors or Officers for services rendered, nor shall anything herein be construed to prohibit the Corporation from making any payments or distributions to members of benefits, monies or properties permitted by statute.

ARTICLE XIII
Contractual Powers

In the absence of fraud, no contract or other transaction between this Corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of this Corporation is pecuniarily or otherwise interested in, or is a director, officer or member of any such other firm, association, corporation or partnership, or is a party or is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XIV

The term of the Corporation shall be perpetual.

ARTICLE XV
Subscribers

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

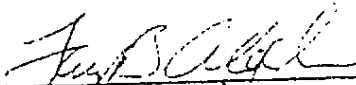
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

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

SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY CLUB HOME-
OWNERS ASSOCIATION, INC., a corporation not for profit, desiring
to organize under the laws of the State of Florida, with its
principal office as indicated in the Articles of Incorporation in
the County of Palm Beach, State of Florida, has named LARRY B.
ALEXANDER, located at 601 Flagler Drive Court, City of West Palm
Beach, County of Palm Beach, State of Florida, as its agent to
accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process of
the above named corporation at the place designated in this
Certificate, I hereby accept to act in this capacity and agree
to comply with the provisions of said Act relative to keeping
open said office.



Larry B. Alexander

JAN 11 11 32 AM 1988
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DESCRIPTION

**SOUTHFIELDS - PHASE I
OF PALM BEACH POLO AND COUNTRY CLUB
WELLINGTON COUNTRYPLACE - P.U.D.**

A parcel of land lying in part of Section 21, Township 44 South, Range 41 East, Palm Beach County, Florida, being more particularly described as follows:

Beginning at the Northeast Corner of MALLETT HILL OF WELLINGTON COUNTRYPLACE - P.U.D., as recorded in Plat Book 37, Pages 123 and 124, Public Records of Palm Beach County, Florida; said point being the intersection of the Easterly Right-of-Way Line of South Shore Boulevard and the North Line of Section 21;

thence South 89° 37' 54" East along said North Line of Section 21, a distance of 3349.41 feet to the Northeast Corner of said Section 21;

thence South 01° 10' 17" West, a distance of 2709.08 feet to the Northeast Corner of the Southeast One-Quarter of said Section 21;

thence continue South 01° 10' 17" West, a distance of 112.05 feet;

thence North 88° 49' 43" West, a distance of 50.00 feet to a point on a curve concave to the northwest having a radius of 230.00 feet and a central angle of 90° 00' 00" and whose tangent at this point bears North 01° 10' 17" East;

thence southerly, southwesterly and westerly along the arc of said curve, a distance of 361.28 feet;

thence North 88° 49' 43" West along the tangent to said curve, a distance of 1330.00 feet to the beginning of a curve concave to the southeast having a radius of 370.00 feet and a central angle of 51° 56' 34";

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JAN 11 11 32 AM 1980
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

thence westerly and southwesterly along the arc of said curve, a distance of 335.43 feet;

thence North 50° 46' 17" West along a line radial to the last described curve, a distance of 60.00 feet;

thence North 02° 18' 00" West, a distance of 33.15 feet;

thence North 43° 49' 43" West, a distance of 47.35 feet to the beginning of a curve concave to the southwest having a radius of 25 feet and a central angle of 42° 50' 00";

thence northwesterly and westerly along the arc of said curve, a distance of 18.69 feet to a point of reverse curvature;

thence westerly and northwesterly along the arc of a curve concave to the northeast having a radius of 50 feet and a central angle of 87° 06' 44", a distance of 76.02 feet;


thence North 89° 32' 59" West along a line radial to the last described curve, a distance of 384.05 feet;

thence South 83° 12' 13" West along a line radial to a curve to be described, a distance of 120 feet to a point on a curve concave to the southwest having a radius of 1440 feet and a central angle of 12° 50' 51" and whose tangent at this point bears South 06° 47' 47" East;

thence northerly and northwesterly along the arc of said curve, a distance of 322.89 feet;

thence North 19° 38' 38" West along the tangent of said curve, a distance of 1109.18 feet to the Southwest Corner of South Shore Boulevard, as shown on said MALLETT HILL OF WELLINGTON COUNTRYPLACE - P.U.D.;

A-1591

 **GEE & JENSON** ENGINEERS ARCHITECTS PLANNERS

Coold Florida Inc.
Job No. 78-61
By: RW Chk: NCB
January 8, 1980

thence meandering the boundary of said MALLET HILL, North $70^{\circ} 21' 22''$ East,
a distance of 120 feet;
thence North $19^{\circ} 38' 38''$ West, a distance of 740.00 feet to the beginning
of a curve concave to the northeast having a radius of 2640.00 feet
and a central angle of $20^{\circ} 30' 01''$;
thence northwesterly and northerly along the arc of said curve, a
distance of 944.58 feet;
thence North $00^{\circ} 51' 23''$ East along the tangent to said curve, a
distance of 0.51 feet to the Northeast Corner of said MALLET HILL
to the POINT OF BEGINNING.

Containing 208.40 Acres, more or less.

SUBJECT to the Easements as shown on the above mentioned plat.

NOTE: All bearings are relative to an assumed meridian.

11/2/11

DESCRIPTION

SOUTHFIELDS - PHASE II
OF PALM BEACH POLO AND COUNTRY CLUB
WELLINGTON COUNTRYPLACE - P.U.D.

A parcel of land lying in part of Section 21, Township 44 South,
Range 41 East, Palm Beach County, Florida, being more particularly
described as follows:

Commencing at the permanent reference monument marking the Southeast
Corner of Lot 1, Block 2, MALLET HILL OF WELLINGTON COUNTRYPLACE -
P.U.D., as recorded in Plat Book 37, Pages 123 and 124, Public
Records of Palm Beach County, Florida;

thence South $19^{\circ} 38' 38''$ West along the Westerly Right-of-Way Line
of South Shore Boulevard and its southerly extension, a distance of
1209.18 feet to the beginning of a curve concave to the southwest
having a radius of 1440 feet and a central angle of $12^{\circ} 50' 51''$;

thence southeasterly along the arc of said curve, a distance of 322.89
feet to the Southwest Corner of SOUTHFIELDS - PHASE I OF PALM BEACH
POLO AND COUNTRY CLUB - WELLINGTON COUNTRYPLACE - P.U.D. and the
POINT OF BEGINNING of this description;

thence North $83^{\circ} 12' 13''$ East along a line radial to the last described
curve, a distance of 120.00 feet;

thence South $89^{\circ} 32' 59''$ East along a line radial to a curve to be
described, a distance of 384.05 feet to a point on a curve concave to
the northeast having a radius of 50 feet and a central angle of
 $87^{\circ} 06' 44''$;

thence southerly, southeasterly and easterly along the arc of said



GEE & JENSON ENGINEERS ARCHITECTS PLANNERS

Gould Florida Inc.
Job No. 78-61
By: RW Chk: JGB
January 8, 1980

curve, a distance of 76.02 feet to a point of reverse curvature;
thence easterly and southeasterly along the arc of a curve concave to
the southwest having a radius of 25 feet and a central angle of $42^{\circ} 50' 00''$,
a distance of 18.69 feet;
thence South $43^{\circ} 49' 43''$ East along the tangent to said curve, a distance
of 47.35 feet;
thence South $02^{\circ} 18' 00''$ East, a distance of 33.15 feet;
thence South $50^{\circ} 46' 17''$ East along a line radial to a curve to be
described, a distance of 60.00 feet to a point on a curve concave to
the southeast having a radius of 370 feet and a central angle of
 $51^{\circ} 56' 34''$;
thence northeasterly and easterly along the arc of said curve, a
distance of 335.43 feet;
thence South $88^{\circ} 49' 43''$ East along the tangent to said curve, a
distance of 1330 feet to the beginning of a curve concave to the northwest
having a radius of 230 feet and a central angle of $90^{\circ} 00' 00''$;
thence easterly, northeasterly and northerly along the arc of said
curve, a distance of 361.28 feet;
thence South $88^{\circ} 49' 43''$ East, perpendicular to the tangent of the
last described curve, a distance of 50.00 feet to the Southeast
Corner of said SOUTHFIELDS - PHASE I, said corner being on the East
Line of Section 21;
thence South $01^{\circ} 10' 17''$ West along said East Line, a distance of 2597.03
feet to the Southeast Corner of said Section 21;

JAN 11 11 32 AM 1980
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

A. 1591

thence North $89^{\circ} 28' 03''$ West along the South Line of said Section 21,
a distance of 2765.19 feet;
thence North $01^{\circ} 01' 02''$ East, a distance of 1024.48 feet to the beginning
of a curve concave to the southeast having a radius of 1560 feet and
a central angle of $19^{\circ} 28' 36''$;
thence northerly and northeasterly along the arc of said curve, a
distance of 530.29 feet;
thence North $20^{\circ} 29' 38''$ East along the tangent to said curve, a
distance of 184.12 feet to the beginning of a curve concave to the west having
a radius of 1440 feet and a central angle of $27^{\circ} 17' 25''$;
thence northeasterly, northerly and northwesterly along the arc of said
curve, a distance of 685.88 feet to the Southwest Corner of said
SOUTHFIELDS - PHASE I and the POINT OF BEGINNING.

Containing 147.44 Acres, more or less.

SUBJECT to the Easements as shown on the above mentioned plat.

NOTE: All bearings are related to an assumed meridian.

A-1591

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

CORPORATION
ANNUAL REPORT



FLORIDA DEPARTMENT OF STATE
George Firestone
Secretary of State
DIVISION OF CORPORATIONS

1980

THIS REPORT MUST BE ACCOMPANIED BY A \$10 FEE

DO NOT WRITE IN THIS SPACE

READ NOTICE AND INSTRUCTIONS ON OTHER SIDE BEFORE MAKING ENTRIES
PLEASE STAPLE CHECK TO ANNUAL REPORT

1 Name and Address of Corporation Principal Office: # 750571

Southfields of Palm Beach Polo and Country Club Homeowners Association, Inc.

If above address is incorrect in any way, enter the correct address in Item 2. Include Zip Code

2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient.

Street Address: 10 Gould Center
P.O. Box No.:
City: Rolling Meadows
State: Illinois Zip Code: 60008

3 Date incorporated or Qualified To Do Business in Florida: 1-11-80
4 Federal Employer Identification Number (FEIN): Applied For
5 Date of Last Report:

6 Names and Street Addresses of Each Officer and Director

Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
W. T. Ylvisaker	D	10 Gould Center	Rolling Meadows, IL
G. P. Millington, Jr.	D	10 Gould Center	Rolling Meadows, IL
G. Stribling	D	10 Gould Center	Rolling Meadows, IL
J. E. Plymire	P/D	10 Gould Center	Rolling Meadows, IL
J. R. Gift	S	10 Gould Center	Rolling Meadows, IL
J. J. Ogorek	V	10 Gould Center	Rolling Meadows, IL

7 Registered Agent Information

Name: Alexander, L. B.
Street Address (Do NOT Use P.O. Box Number): 601 Flagler Drive Court
City, State and Zip Code: West Palm Beach, FL 33411

To change the Registered Agent and/or Registered Office a separate statement signed by the new Registered Agent and executed by the President or Vice President of the corporation must be filed with the Secretary.

IB 7/30/80

See signature restrictions under instructions on reverse side of this form.

I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S. I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As If Made Under Oath

Typed Name of Signing Officer: Jess R. Gift Title: Secretary Telephone Number: 305-793-5100
Signature: [Signature] Date: 750571 07-17-80 The 265 1980 56 15.00

DO NOT WRITE IN THIS SPACE

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

CORPORATION
ANNUAL REPORT

FLORIDA DEPARTMENT OF STATE
George Firestone
Secretary of State
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE
APPROVED
AND
FILED

JUN 30 11 07 AM 1981

FLORIDA DEPT. OF STATE
CORPORATION DIVISION

1981

THIS REPORT MUST BE ACCOMPANIED BY A \$10 FEE

READ NOTICE AND INSTRUCTIONS ON OTHER SIDE BEFORE MAKING ENTRIES
PLEASE STAPLE CHECK TO ANNUAL REPORT

1. Name and Address of Corporation Principal Office:

750571
SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY
10 GOULD CENTER
ROLLING MEADOWS, IL 60008

If above address is incorrect in any way, enter the correct address
in Item 2. Include Zip Code.

2. Enter Change of Address of Corporation Principal Office, P.O. Box Number Alone is NOT Sufficient.

Street Address:

P.O. Box No.

City:

State:

Zip Code

3. Date Incorporated or Qualified To Do Business in Florida:

1/11/1980

4. Federal Employer Identification Number (FEIN)

59-1990866

5. Date of Last Report

1980

6. Names and Street Addresses of Each Officer and Director

Names of Officers and Directors	Type	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
YLVISAKER, M.T.	D	10 GOULD CENTER	ROLLING MEADOWS, IL
MILLINGTON, G.P., JR	D	10 GOULD CENTER	ROLLING MEADOWS, IL
STRIBLING, G	D	10 GOULD CENTER	ROLLING MEADOWS, IL
PLYMPE, J.E.	P/D	10 GOULD CENTER	ROLLING MEADOWS, IL
GIFT, J.R.	S	10 GOULD CENTER	ROLLING MEADOWS, IL
OGOREK, J.J.	V	10 GOULD CENTER	ROLLING MEADOWS, IL
MILLER, MICHAEL I.	ASST. T	10 GOULD CENTER	ROLLING MEADOWS, IL

7. Registered Agent Information

Name:

ALEXANDER, LARRY B.

Street Address (Do NOT Use P.O. Box Number)

601 FLAGLER DRIVE COURT

City, State and Zip Code

WEST PALM BEACH, FL

33411

To change the Registered Agent and/or Registered Office, a separate statement signed by the new Registered Agent and executed by the President or Vice President of the corporation must be filed with a fee of \$3.

See signature restrictions under instructions on reverse side of this form.

I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S. I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As If Made Under Oath.

Typed Name of Signing Officer
MICHAEL I. MILLER

Title
ASSISTANT TREASURER

Telephone Number

312/640-4155

Date

JUNE 24, 1981

Signature
Michael I. Miller

750571-06-29-81-23 56 10.00

DO NOT WRITE IN THIS SPACE

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

CORPORATION
ANNUAL REPORT
1982



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$10 Required — Make Checks Payable To: Secretary of State

750571
SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY 13198 Forest Hill Boulevard
~~10 GOULD CENTER~~
~~ROLLING MEADOWS, IL 60006~~

West Palm Beach

Florida

33411

01/11/1980

55-199086

1982/06/20

VLVISAKER, W.T.	D	10 GOULD CENTER	ROLLING MEADOWS, IL
HILLINGTON, G.P., JR	D	10 GOULD CENTER	ROLLING MEADOWS, IL
STRIBLING, G	D	10 GOULD CENTER	ROLLING MEADOWS, IL
PLYMIRE, J.E.	P/D	10 GOULD CENTER	ROLLING MEADOWS, IL
GIFT, J.R.	S	10 GOULD CENTER	ROLLING MEADOWS, IL
OGOREK, J.J.	V	10 GOULD CENTER	ROLLING MEADOWS, IL
PLYMIRE, J.E.	P/D	13198 Forest Hill Boulevard	West Palm Beach, FL
OGOREK, J.J.	V/D	13198 Forest Hill Boulevard	West Palm Beach, FL
REICHEL, RICHARD P.	S/V/D	13198 Forest Hill Boulevard	West Palm Beach, FL
ANDREWS, DAVID	D	13198 Forest Hill Boulevard	West Palm Beach, FL
ZIELENBACH, JOHN T.	T	13198 Forest Hill Boulevard	West Palm Beach, FL
KIELBACH, DONNA L.	AS	13198 Forest Hill Boulevard	West Palm Beach, FL
MILLER, MICHAEL I.	AS/AT	10 Gould Center	Rolling Meadows, Ill

Registered Agent Information

ALEXANDER, LARRY B.

601 FLAGLER DRIVE COURT

WEST PALM BEACH, FL

33411

See 06/20/82 \$3.00 additional fee required for Registered Agent changes.

John T. Zielenbach
JOHN T. ZIELENBACH

TREASURER

JUNE 21, 1982

305/793-5100

DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE 30th OF EACH YEAR

CORPORATION
ANNUAL REPORT
1983



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Secretary of State

FILED
MAR 11 11 56 AM '83
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$10 Required — Make Checks Payable To: Secretary of State

750573
SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY
13198 FOREST HILL BLVD.
WEST PALM BEACH, FLORIDA 33411

2. Name of Secretary of State
3. State of Incorporation
4. Date of Incorporation
5. Date of Report

01/11/1980 59-1990866 06/30/1982

Name of Officer and Position	Type	Address	City and State
YLVISAKER, W.T.	D	10 GOULD CENTER	ROLLING MEADOWS, IL
PLYMIRE, J.E.	P/D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
OGOREK, J.J.	V/D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
REICHEL, RICHARD P.	S/V/D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
ANDREWS, DAVID	D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
ZIELENBACH, JOHN T.	T	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
Felthach, Donna L.	A/S	13198 Forest Hill Blvd.	W. Palm Beach, FL
Warren, James J.	A/T	13198 Forest Hill Blvd.	W. Palm Beach, FL
Miller, Michael T.	A/T/S	10 Gould Center	Rolling Meadows, IL

Registered Agent Information

ALEXANDER, LARRY B.
603 FLAGLER DRIVE COURT
WEST PALM BEACH, FL 33411

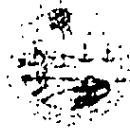
\$3.00 additional fee required for Registered Agent changes.

James E. Plymire
James E. Plymire President

1/10/83
(305) 793-1111

DSW MAR 1983

1984



Read Notice and Instructions on Other Side Before Making Filing
Filing Fee of \$10 Required - Make Checks Payable To: Secretary of State

75057
SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY
13198 FOREST HILL BLVD.
WEST PALM BEACH, FLORIDA 33411

If Mailing Address is Different from Mailing Address, Address of Mailing Office

Corporate or Individual
Name of Filer

02/11/1984

Agency Number

59-1990866

Date of
Last Renewal

03/11/1983

Name of Officers
and Directors

Title

Home Address of Filer
City, State and Zip Code

City, State and Zip Code

1. WEISSAKER, W.T.	D	10 GOULD CENTER	ROLLING MEADOWS, IL
2. PLYMIRE, J.E.	P/D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
3. GOSPEK, J.J.	V/D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
4. RICHIELI, RICHARD P.	S/V/D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
5. ANDREWS, DAVID	D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
6. HELENBACH, JOHN T.	T	13198 FOREST HILL BLVD.	WEST PALM BCH, FL

See attached for Directors and Officers.

Registered Agent Information

ALEXANDER, LARRY B.
601 FLAGLER DRIVE COURT

WEST PALM BEACH, FL

33411

Under the provisions of Sections 607.024 and 607.025 of the Florida Statutes, the undersigned hereby organizes and registers this corporation with the Secretary of State for the purpose of carrying on the business of a registered agent in the state of Florida.

Name and Title of Registered Agent: LARRY B. ALEXANDER, Registered Agent

DATE:

Registered Agent's Address: 601 FLAGLER DRIVE COURT

\$10.00 additional fee required for Registered Agent changes.

Use appropriate language under instructions on reverse side of this form.
The filer must file an affidavit of qualification with the Secretary of State. The fee required is \$10.00. Check
letter carefully for instructions. The signature of the filer must have the same legal effect as if made under oath.

Jesse R. Gift
Jesse R. Gift

President

February 15, 1984

(305) 793-1113

SOUTHFIELDS OF PALM BEACH HOLIDAY AND COUNTRY CLUB
HOMEOWNERS ASSOCIATION, INC.

- | | | |
|------------------------|-------|--|
| 1. Gift, Jess R. | D/D | 13198 Forest Hill Blvd., West Palm Beach, FL |
| 2. Zielenbach, John T. | D/V/T | 13198 Forest Hill Blvd., West Palm Beach, FL |
| 3. Reichel, Richard P. | D/V/S | 13198 Forest Hill Blvd., West Palm Beach, FL |
| 4. Quinlan, Denis G | D | 13198 Forest Hill Blvd., West Palm Beach, FL |
| 5. Meyers, Edward | AT | 13198 Forest Hill Blvd., West Palm Beach, FL |
| 6. Curren, Diana | AS/D | 13198 Forest Hill Blvd., West Palm Beach, FL |
| 7. Scherer, Allan | D | 13198 Forest Hill Blvd., West Palm Beach, FL |
| 8. Miller, Michael I. | AS/T | 13198 Forest Hill Blvd., West Palm Beach, FL |

1985



Read Notice and Instructions on Other Side Before Making Changes
Filing Fee of \$20 Required — Make Checks Payable To: Secretary of State

750571 2
SOUTHFIELD OF PALM BEACH COLO AND COUNTRY
13198 FOREST HILL BLVD.
WEST PALM BEACH, FLORIDA 33411

08/11/1985 53-190865 03/07/1984

2	SIFTY, JESS R.	310	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
3	MEYERS, EDWARD	A/T	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
4	CUNLAN, DENIS G.	D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
5	REICHEL, RICHARD P.	V/S/D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
6	SCHERER, ALLAN	D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
7	SEELBACH, JOHN T.	VAT/D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL

All attached from previous list

Registered Agent Information

1. Name and Address of Current Registered Agent	2. Name and Address of New Registered Agent
ALEXANDER, LARRY B. 505 FLAGLER DRIVE COURT. WEST PALM BEACH, FL 33411	

\$100 additional fee required for Registered Agent changes.

Larry B. Alexander

May 15, 1985

David J. Colton

President

(305) 793-1113

\$5 additional fee required for a Certificate of Status

SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY CLUB HOMEOWNERS' ASSOC., INC.

1. Colten, David J. P/D 13198 Forest Hill Blvd., West Palm Beach, Florida 33414
2. Curren, Diana L. S/D 13198 Forest Hill Blvd., West Palm Beach, Florida 33414
3. Giff, Jess R. D 13198 Forest Hill Blvd., West Palm Beach, Florida 33414
4. Meyer, Edward VP/T/AS/D 13198 Forest Hill Blvd., West Palm Beach, Florida 33414
5. Scherer, Allan D 13198 Forest Hill Blvd., West Palm Beach, Florida 33414
6. Ylvisaker, Laurie D 13198 Forest Hill Blvd., West Palm Beach, Florida 33414
7. Miller, Michael I. AS/AT 10 Gould Center, Rolling Meadows, Illinois 60008

DUE DATE ON OR AFTER JANUARY 1 DELINQUENT AFTER JULY 1 OF EACH YEAR

CORPORATION
ANNUAL REPORT
1986



FLORIDA DEPARTMENT OF STATE
George F. Costello
Secretary of State
DIVISION OF CORPORATIONS

File with this form

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$20 Required - Make Checks Payable To: Secretary of State

Name and Address of Corporation Principal Officer

780571 2
SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY
13198 FOREST HILL BLVD.
WEST PALM BEACH, FLORIDA 33411

2 Enter Change of Address of Corporation Principal Officer, P.O. Box Number Also (If Applicable)

Street Address 21

P.O. Box No. 22

City and State 23

Zip Code 24

10 10 31 MAY 1986
STATE OF FLORIDA
SECRETARY OF STATE

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code

Date of Incorporation or Qualification for Business in Florida

01/11/1980

4. Federal Employer Identification Number (FEIN)

59-1990866

5. Date of Last Report

05/21/1985

Name and Street Address of Each Officer and Director, as of December 31, 1985

1. Name of Officers and Directors	2. Title	3. Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	4. City and State
LEWIS, LORA GIFT, JESS R.	D	13065 Southfields Road 13198 FOREST HILL BLVD.	West Palm Beach, FL 33414 WEST PALM BCH, FL
MEYER, EDWARD (ASST S)	V/D/T	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
LA PIERRE, BLANA C. CURREN, DIANE E.	S/D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
TARNOPOL, MICHAEL MEYSKER, LAURIE	D	875 Park Avenue 13198 FOREST HILL BLVD.	NY, NY 10021 WEST PALM BCH, FL
SOEGER, ALLAN	D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
MILLER, MICHAEL I. (ASST)	S/T	10 GULL CENTER	ROLLING MEADOWS, ILL
COLTEN, DAVID J.	D/P	13198 Forest Hill Blvd.	West Palm Bch, FL

REGISTERED AGENT INFORMATION

7. Name and Address of Current Registered Agent

ALEXANDER, LARRY B.
601 FLAGLER DRIVE COURT
WEST PALM BEACH, FL 33411

8. Name and Address of New Registered Agent

Name 81

Street Address (Do NOT Use P.O. Box Number) 82

City and State 83

Zip Code 84

FL.

I, Registrant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the above-named corporation, incorporated under the laws of the State of Florida, submit this statement for the purpose of changing its registered officer or registered agent, or both, in the State of Florida. Such change was authorized by resolution duly adopted by its board of directors on 7/16/86.

I hereby accept the appointment of registered agent, I am familiar with, and accept the obligations of, Section 607.025 F.S.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

\$3.00 additional fee required for Registered Agent changes.

7/16/86

See signature restrictions under instructions on reverse side of this form

I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S. Further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As if Made Under Oath. Officer signing must be listed in Block 6.

Name: David J. Colten
Title: President

Date: May 9, 1986
Telephone Number: (305) 798-1213

CERTIFICATE OF STATUS DESIRED

\$5 Additional Fee required for a Certificate of Status

CR/EOAH 11 78

CORPORATION WILL BE DISSOLVED IF THIS REPORT IS NOT FILED BY NOV. 16, 1987

CORPORATION

ANNUAL REPORT
1987



DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$25 Required - Make Checks Payable To: Secretary of State

Name and Address of Corporation Principal Office

750571 2
SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY
13198 FOREST HILL BLVD.
WEST PALM BEACH, FLORIDA 33411

Enter Change of Address of Corporation Principal Office, P.O. Box Number, State & NOT Subject to Post Office Regulations

Address 3132 FORTUNE WAY
SUITE D-32

P.O. Box No. 77

City and State WEST PALM BEACH, FL.

Zip Code 33414

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code

Date of Incorporation of Corporation In the State of Florida 01/11/1980 Federal Employer Identification No. 99-1990866 Date of Last Report 06/30/1986

Name and Street Address of Each Officer and Director as of Date Hereof, 1987

Name of Officers and Directors	Title	Street Address of Each Officer or Director (Do NOT Use Post Office Box Numbers)	City and State
ESTEY, LORA	D/P	13065 SOUTHFIELDS ROAD	WEST PALM BCH, FL
XXXXXXXXXXXXXXXXXXXX	SOCK	XXXXXXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXXXXXX
LA PIERRE, DIANA C.	S/D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
MARIPOSA, MICHAEL	D	875 PARK AVE.	WEST PALM BCH, FL
SCHERER, ALLAN	D/V/T	3132 FORTUNE WAY, SUITE D-32	WEST PALM BCH, FL
XXXXXXXXXXXXXXXXXXXX	SOCK	XXXXXXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXXXXXX
MC CLURE, JOHN	D/V	13198 FOREST HILL BLVD.	WEST PALM BCH, FL

REGISTERED AGENT INFORMATION

Name and Address of Current Registered Agent

ALEXANDER, LARRY B.
601 FLAGLER DRIVE COURT
WEST PALM BEACH, FL 33411AJW

Street Address (Do NOT Use P.O. Box Number) 601 FLAGLER DRIVE COURT

City and State 64 FL 33411

I, the undersigned, in compliance of Sections 607.016 and 607.017, Florida Statutes, the above-named corporation, incorporated under the laws of the State of Florida, do hereby certify that the purpose of changing its registered office or registered agent, or both, in the State of Florida, has been lawfully authorized by resolution duly adopted by its Board of Directors and I hereby accept the appointment of registered agent, I am familiar with, and accept the obligations of Section 607.017, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) DATE

See instructions on reverse side of this form.

I Certify that I am An Officer of the Corporation, the President or Trustee Empowered to Execute This Report as Required by Chapter 607, F.S. I further Certify that I Who Submit My Signature On This Report Shall Have the Same Legal Effect As if Made Under Oath. Officer signing must be listed in Item 3.

Allan D. Scherer 8/25/87
ALLAN D. SCHERER VICE PRESIDENT/TREASURER (305) 793-7331

\$1 Additional Fee Required for Late Filing

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1ST.

**CORPORATION
ANNUAL REPORT
1988**



FLORIDA DEPARTMENT OF STATE
JIM SMITH
Secretary of State
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE

Filing Fee of \$25 Required — Make Checks Payable To: Secretary of State

1 Name and Address of Corporation Principal Office

750571
SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY
3132 FORTUNE WAY, #D-32
WEST PALM BEACH, FLORIDA 33414

21 Enter Change of Address of Corporation Principal Office, P.O. Box Number, Address is NOT Sufficient

Street Address 21

P.O. BOX 22

City and State 23

Zip Code 24

3 Enter address in Section 21, any way other than the address in Part 1, Section 21, Code

4 Date of Last Report

31/11/1988

5 Federal Employer Identification Number

59-1990866

6 Date of Last Report

08/31/1987

7 Name and Address of Each Officer and Director, and of the Secretary of the Corporation

Name of Officer and Director	Title	Street Address - Each Officer and Director (Do not use P.O. Box Number)	City and State
SBTRY, LOFA	P/D	13065 SOUTHFIELDS ROAD	WEST PALM BCH, FL
NEWMAN, JOHN	V/D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
LA PIERRE, DIANA C.	S/D	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
TAMMERS, MICHAEL	D	875 PARK AVE.	WEST PALM BCH, FL WEST PALM BCH, FL NEW YORK, N.Y.
SCHERER, ALLAN	V/T/D	3132 FORTUNE WAY, #D-32	WEST PALM BCH, FL

REGISTERED AGENT INFORMATION

A. Name and Address of the Registered Agent

ALEXANDER, LARRY H.
601 FLAGLER DRIVE COURT
WEST PALM BEACH, FL 33411

Name 31

Street Address 1 (Do NOT Use P.O. Box Number) 32

Street Address 2 (Do NOT Use P.O. Box Number) 33

City and State 34

FL

Zip Code 35

I, the undersigned, the President or Secretary of the Corporation, hereby certify that the information furnished herein is true and correct to the best of my knowledge and belief, and that I am duly qualified to execute this report as required by Chapter 607, F.S.

Signature 36

Registered Agent Address 37

DATE

See signature instructions under instructions on reverse side of this form.

This report is the property of the Secretary of State of the State of Florida. It is to be returned to the Secretary of State if the Corporation fails to file its report for the next year.

Allan D. Scherer

3-29-88

ALLAN D. SCHERER

VICE PRESIDENT/TREASURER

(909) 793-7331

**\$5 Additional Fee
required for a
Certificate of Status**

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1ST

CORPORATION

ANNUAL REPORT
1989



Secretary of State
DIVISION OF CORPORATIONS

7-11-1989

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$35 Required - Make Checks Payable To: Secretary of State

ZIP + 4

750571 2
SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY
3132 FORTUNE WAY, #D-32
WEST PALM BEACH, FLORIDA 33414-8728

STATE OF FLORIDA, DEPARTMENT OF BANKING AND FINANCE
DIVISION OF CORPORATIONS

01/11/1980

59-1990866

04/04/1988

H/D	ESTEY, LORA	13065 SOUTHFIELDS ROAD	WEST PALM BCH, FL
V/D	MCCLURE, JOHN	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
S/D	LA PIERRE, DIANA C.	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
D	TARNOPOL, MICHAEL	875 PARK AVE.	NEW YORK, NY
V/7/D	SCHERER, ALLAN	3132 FORTUNE WAY, #D-32	WEST PALM BCH, FL

REGISTERED AGENT INFORMATION

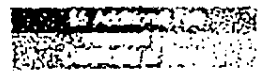
ALEXANDER, LARRY B.
601 FLAGLER DRIVE COURT
WEST PALM BEACH, FL 33411

FL

ALLAN D. SCHERER

V/P - Director

407 793-7331



FILE NOW! THIS ANNUAL REPORT WILL BE DELINQUENT AFTER JULY 1ST.

CORPORATION
ANNUAL REPORT
1990



DEPARTMENT OF STATE
Secretary of State
DIVISION OF CORPORATIONS

1990 FEB 12
FLORIDA
CORPORATIONS
TALLAHASSEE

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$35 Required — Make Checks Payable To: Secretary of State

Address of Corporation Principal Office
750571 2
ZIP + 4 PRESORT
SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY
3132 FORTUNE WAY, #D-32
WEST PALM BEACH, FLORIDA 33414-8728

Please indicate in correct order by which of the following methods
the report should be filed:

Category	Name	Address	City and State
P/D	ESTEY, LORA	13065 SOUTHFIELDS ROAD SANTA BARBARA DRIVE	WEST PALM BCH, FL
V/D	MCGLURE, JOHN WARREN, H.B.	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
S/D	LA PIERRE, DIANA C.	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
D	TARNOPOL, MICHAEL	875 PARK AVE.	NEW YORK, NY
V/T/D	SCHERER, ALLAN	3132 FORTUNE WAY, #D-32	WEST PALM BCH, FL

REGISTERED AGENT INFORMATION

ALEXANDER, LARRY B.
601 FLAGLER DRIVE COURT
WEST PALM BEACH, FL 33411

FL

When the corporation is required to file an annual report, the registered agent must be notified in writing of the date of filing. The registered agent must be a resident of the state of Florida and must be a natural person who is at least 18 years of age and is not a corporation, partnership, or other legal entity. The registered agent must be a resident of the state of Florida and must be a natural person who is at least 18 years of age and is not a corporation, partnership, or other legal entity.

The registered agent must be a resident of the state of Florida and must be a natural person who is at least 18 years of age and is not a corporation, partnership, or other legal entity. The registered agent must be a resident of the state of Florida and must be a natural person who is at least 18 years of age and is not a corporation, partnership, or other legal entity.

Allan D. Scherer
ALLAN D. SCHERER

V/P TR. Dir.

FEB. 6, 1990
407 - 793-7331

35 Additional Fee
required for
Certificate of Status

FILE NOW! CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST.

CORPORATION
ANNUAL REPORT
1991



STATE OF FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

5

APPROVED
FILED

FILING FEE OF \$61.25 REQUIRED

DO NOT WRITE IN THIS SPACE

Name and Mailing Address of Corporation **DOCUMENT #750571 (2)**

ZIP + 4 PRESORT
SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY CLUB HOMEOWNERS ASSOCIATION, INC.
3132 FORTUNE WAY, #D-32
WEST PALM BEACH, FLORIDA 33414-8728

2 If Address in Block 1 is incorrect in any way enter the correct address below. PO Boxes acceptable. The NAME of the Corporation can be changed only by filing an amendment.

21 Street Address

22 PO Box No.

23 City and State

24 Zip Code

If above address is incorrect in any way, enter the correct address in form 2. Include Zip Code.

1 Is the Corporation or Qualified Do Business in Florida? **01/11/1980**

4 FEI Number **59-1990868**

5 Filing Year Applied For **5** **\$8.75 Additional Fee required via Certificate of Status**

6 Filing Year Last Accepted **CERTIFICATE OF STATUS DESIRED**

Names and Street Addresses of Each Officer and Director (Do not use any other form than this one to enter your company information.)

1	2	3	4
	Names of Officers and Directors	Street Address of Each Officer and Director (Do NOT use Post Office Box numbers)	City and State
P/D	ESTEY, LORA	13065 SANTA BARBARA DR.	WEST PALM BCH, FL
V/D	WARREN, H.B.	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
S/D	LA PIERRE, DIANA C.	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
D	TARNOPOL, MICHAEL	875 PARK AVE.	NEW YORK, NY
V/T/D	SCHERER, ALLAN	3132 FORTUNE WAY, #D-32	WEST PALM BCH, FL

REGISTERED AGENT INFORMATION

Name and Address of Current Registered Agent

ALEXANDER, LARRY B.
601 FLAGLER DRIVE COURT
WEST PALM BEACH, FL 33411

7 Name and Address of Registered Agent

8 Street Address (Do NOT use Post Office Box numbers)

9 City and State

FL

Subject to the provisions of Sections 601, 602 and 603, Florida Statutes, the information furnished hereon is to be used only for the purpose of filing and for the filing of registered reports with the State of Florida. Such service will not be provided to the corporation if it fails to file its annual report.

WITNESSE: _____ (Registered Agent Accepting Appointment) DATE: _____

Signature: *Allan D. Scherer*

Name: **Allan D. Scherer** D/V/T 407 750571-1

FILING FEE OF \$61.25 REQUIRED—Make Checks Payable To: Secretary of State \$8.75 Additional Fee required for a Certificate of Status

FILE NOW! CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST.

ANNUAL REPORT 1992



Secretary of State
DIVISION OF CORPORATIONS

FEB 10 '92

APPROVED
SEC. OF STATE
CORPORATIONS DIV.
TALLAHASSEE, FLA.
FILED

FILING FEE \$61.25 Make Payable To: Secretary of State

DOCUMENT # 750571 (2)
SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY CLUB HOMEOWNERS ASSOCIATION, INC.
3132 FORTUNE WAY, #D-32
WEST PALM BEACH FL 33414-8728

2. If Articles of Incorporation are being filed, the correct jurisdiction and date of filing must be indicated. The date of filing of the Articles of Incorporation must be the date of filing.

21 Mailing Address

22 P.O. Box No.

23 City and State

24 Zip Code

3. Date incorporated or qualified to do business in Florida: **01/11/1980**

4. Filing Fee: **59-1990866**

5. **\$8.75** Additional Fee required for a Certificate of Status

6. FILING OF ANNUAL REPORT

7. CERTIFICATE OF STATUS DESIRED

1	2	3	4
	Name of Officer or Director	(Do not use last name only)	City and State
P/D	ESTEV, LORA ROY HAYES	13088 SANTA BARBARA DR. 3285 SANTA BARBARA DR.	WEST PALM BCH, FL
V/D	WARREN, H.B.	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
S/D	LA PIERRE, DIANA C.	13198 FOREST HILL BLVD.	WEST PALM BCH, FL
D	TARNOPOL, MICHAEL	875 PARK AVE. 245	NEW YORK, NY
V/T/D	SCHERER, ALLAN	3132 FORTUNE WAY, #D-32	WEST PALM BCH, FL
V/D	BRALEY, STEVE	13198 FOREST HILL BLVD.	WEST PALM BEACH, FL

REGISTERED AGENT INFORMATION

ALEXANDER, LARRY B.
601 FLAGLER DRIVE COURT
WEST PALM BEACH, FL 33411

81 Name

82 State and County of Residence

83 State and County of Office

84 City

85 State

FL

SIGNATURE *Allan D. Scherer*

2-12-92

ALLAN D. SCHERER VICE-PRESIDENT/TREAS/DIR 407 793-7331

File Now. Filing Fee after May 1 is \$225.00

1993



DOCUMENT # 750571 (2)

SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY CLUB HOMEOWNERS ASSOCIATION, INC.
 3132 FORTUNE WAY # D-32
 WEST PALM BEACH FL 33414-8728

(X) (NO) VALUE IN THIS SPACE

1. Date of Preparation of Report	01/11/1980	24. Date of Def	02/18/1992
4. Filer Code	591890886		
5. Corporation or Other Entity	<input type="checkbox"/>		\$0.75 Additional Fee Required
6. Corporation or Other Entity	<input type="checkbox"/>		\$5.00 Additional Fee Required
7. Corporation or Other Entity	<input type="checkbox"/>		\$138.75 Additional Fee Required
8. Corporation or Other Entity	<input checked="" type="checkbox"/>		

ANNUAL REPORT \$61.25 - \$138.75 CORPORATION SUPPLEMENTAL FEE
 MAKE CHECK PAYABLE TO DEPARTMENT OF STATE

9. Name and Address of Current Registered Agent
ALEXANDER, LARRY B.
 601 FLAGLER DRIVE COURT
 WEST PALM BEACH FL 33411

10. Name and Address of New Registered Agent
 81
 82
 83
 84
 85 FL 86

11. I, the undersigned, certify that the information furnished herein is true and correct to the best of my knowledge and belief, and that I am a resident of the State of Florida, and that I am the owner of the shares of the corporation herein named, and that I am the person authorized to execute this report.

12. NAME AND ADDRESS OF REGISTERED AGENT	13. STATE OF RESIDENCE OF REGISTERED AGENT
P/D HAYES, ROY 3285 SANTA BARBARA DR WEST PALM BCH FL	
V/D WARREN, H.B. 13198 FOREST HILL BLVD. WEST PALM BCH FL	
S/D LA PIERRE, DIANA C. 13198 FOREST HILL BLVD. WEST PALM BCH FL	
D TARNOPOL, MICHAEL 245 PARK AVE NEW YORK NY	
V/T/D SCHERER, ALLAN 3132 FORTUNE WAY, #D-32 WEST PALM BCH FL	
V/D BRALEY, STEVE 13198 FOREST HILL BLVD WEST PALM BEACH FL	

SIGNATURE *Allan D. Scherer* 7/19/93
 ALLAN D. SCHERER V/P Treasurer 407 775-7351

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

APPROVED
AND
FILED

1994



REPUBLIC OF FLORIDA
DEPARTMENT OF CORPORATIONS

94 MAR -8 PM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY
CLUB HOMEOWNERS ASSOCIATION, INC.

DOCUMENT #
750571 (2)

3132 FORTUNE WAY #D-32
WEST PALM BEACH FL 33411

3132 FORTUNE WAY #D-32
WEST PALM BEACH FL 33411

DO NOT WRITE IN THIS SPACE

3. Date incorporated or organized 01/11/1980	2a. Date of Last Filing 03/17/1993
4. Filing Number 59-1990668	5. Jurisdiction of Service of Process FL
6. Amount of Annual Report Fee \$8.75	7. Amount of Special Report Fee \$5.00
8. This corporation has liability for change of control Penalty: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2b. Principal Place of Business 26	2c. Subsequent Address 27	2d. City or Town 28	2e. County 29
---------------------------------------	------------------------------	------------------------	------------------

18. Name and Address of Current Registered Agent
ALEXANDER, LARRY B.
601 FLAGLER DRIVE COURT
WEST PALM BEACH FL 33411

19. Name and Address of New Registered Agent
81. Name
82. Street Address
83.
84. City
85. State
86. Zip

NOTICE: This document is subject to the provisions of Chapter 689, Florida Statutes, which require that a copy of this document be filed with the Department of Banking and Finance, and a copy of this document be filed with the Department of State, for the purpose of making a public record of this document.

12. OFFICERS AND DIRECTORS	13. CHANGES TO OFFICERS AND DIRECTORS
P/D HAYES, ROY 3265 SANTA BARBARA DR WEST PALM BCH FL	12/10/93
V/D WARREN, H.B. 13198 FOREST HILL BLVD. WEST PALM BCH FL	12/10/93
S/D LA PIERRE, DIANA C. 13198 FOREST HILL BLVD. WEST PALM BCH FL	12/10/93
D TARNOPOUL, MICHAEL 245 PARK AVE NEW YORK NY	12/10/93
V/D SCHERER, ALLAN 3132 FORTUNE WAY, #D-32 WEST PALM BCH FL	12/10/93
V/D BRALEY, STEVE 13198 FOREST HILL BLVD WEST PALM BEACH FL	12/10/93

SIGNATURE: *Allan D. Scherer* ALLAN D. SCHERER 2-2474
407-7937331