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JONES & FOSTER, P. A.

ATTORNEYS AND COUNSELORS

PLEASE REPLY TO:

West Palm Beach

AMBY & ALEXANDER O COMO E M. SANCEP SALLY & MORNOUS MAKET E BERGER ROBIN & REMITON W. CHESTER BREWERICH. PARTE CHINER RAMENER FEDOREM TOMES & COTE CHARLES IN DAMPER JM. ATTEN A FORTER

HARDARIE OL GADARIAN MANUARD CLOAT STEVE LIMENGERSON THORNTON IN MENNY RESPUCE JOHES HOT THE JOHDAN, JR. THOMAS A ROYAL CLINTON W. LANIER ----JOHN BUILT MACRACHEN A CAROL MILEAN

SEORGE H. HOLS PATRICE M. O'HARA POACO A CRANDIA ARTHUR REPORTAN C. BRODES BICCAJE. CHRISTOPHER & SCHILLING PORENT L SELLARS STONEY ASTURBAJA GECHCE IS SUPPAN EVERETT AYAN GRASSECE PAUL CHARLE

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CONFIDENTIAL Department of į. į 1882 17637 3

Division of Corporations Tallahassee, Florida 32304

Our File: 6691.2 LBA

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

Dear Ms. Skelton:

Per our telephone conversation of January 7, 1980, enclosed Per our telephone conversation of January 7, 1980, enclosed are two copies of the legal description which we failed to apple. to the original and duplicate copy of the Articles of Ingorperation of Southfields of Palm Beach Polo and Country Club Homeogner Association, Inc. I am requesting that you attach these copes 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.

NON-PROFIT CORP. \$30 FILITIO -C. CEPY-P. MGERT-\$38 BJC:bw Enclosures TOTAL-ENLANCE DUE \$-REFUND \$-

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JONES & FOSTER, P. A.

ATTORNEYS AND COURSELORS

PLEASE REPLY TO: West Palm Beach

SCOPUL IL BULET SALLY S BENSON COSIN A BLANTON W. CHESTER BREACK JAMES P. COLE MARGARET L. COUPER B. JEANE CRIPTER CHARLES M. DAMBELLIR. L. MARTIN, FLAMAGAN MILLIAM ALFONISA

HARJORIE D. GADARIAM MATHARD C. CAT WIBBRICE TOMES SHOWMADK OF MENDS SLEAE PHEADEWDOM #27 K JOEDAN, JR. THOMAS ALHOVAL CLINTON W. LANIES POS-N ALLIGIO JOHN SLAIF HIGRACHEN E CAROL HOLEAN

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BOI FLAGLER DRIVE COURT POST OFFICE SHAWER E WEST PAUM BEACH, FLORIDA 33402 (105) 659-2003

BIT BEACHLAND BOULEVARD F. O. BUF 3406 VERO BEACH, FLORIOA 31960 (305) #31-1800

January 4, 1980

Department of State Tallahassce, Florido 32304

Attention: Corporate Division

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

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 & POSTER, P.

BJC:bw **Enclosures**

ARTICLES OF INCORPORATION OF

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

FILED MARINE

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

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.

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, Plorida 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 COUNTRY-PLACE, P.U.D. and SOUTHFIELDS PHASE II OF PALM BEACH POLO AND COUNTRY CLUB WELLINGTON COUNTRY-PLACE, 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.
- 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.
- 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.
- 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 FOLO AND COUNTRY CLUB WELLINGTON COUNTRYPLACE, P.U.D. and SOUTHFIELDS PHASE II OF PALM BEACH FOLO 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 cratract 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.
- 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 SOUTHPIELDS 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.

- p. 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 member-ship 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.
- P. 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.
- C. 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.
 - II. 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

- 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 cretion. 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.

P. S. Marger et al.

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
- 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.

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 Roard 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:

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

Jess R. Gift 13198 Porest Hill Boulevard West Palm Beach, PL 33411

James 7. Ogorek 13198 Porest Hill Boulevard West Palm Beach, FL 33411

WITNESS the hands and seals of the incorporators of these Articles of Incorporation this 3rd day of January, A.D. 1980.

| James Elymine | |
|--------------------------------|---------|
| James E. Plymire, President | (SEAL) |
| Jank Sit | |
| Jess R. Gift, Secretary | (SEAL) |
| James J. Phorek Vide President | _(SEAL) |
| | - |

STATE OF FLORIDA

a.e.

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared James E. Plymire, President: Jess R. Gift, Secretary: James J. Ogorek, Vice President and that they acknowledged executing the foregoing Certificate of Articles of Incorporation and that the seal affixed is the true Corporate Seal of said Corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of January 1980.

Notary Public State of Plorida at Large

My Commission Expires:.

MOMENT RELIC STAN OF TICHINA AT LANS AT SEMENTARIO (1978), MET. 12 1987 AND THE SEMENT OF THE SEMENT 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:

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:

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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.

Alexander

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A GEE & JENSON - MANIES SEBIUM HANNES

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

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 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; 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 continua South 01° 10° 17" West, a distance of 112.05 feat; 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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SECRETARY OF STATE

GEE & JENSON INSPERIOR HUNGER TO BY: RW Chk: MGB

Gould Florida Inc. Job No. 78-61

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^{\bullet} 32° $59^{\circ\prime\prime}$ 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 MALLET HILL OF WELLINGTON COUNTRYPLACE - P.U.D.;

A GEE & JENSON INSTITUTION HANNES

Could Florida inc. Job No. 78-61 By: RW Chk: MG2 January 8, 1980

thence meandering the boundary of said MALLET HILL, North 70° 21' 22" East, a distance of 120 feet;

thence North 19° 38' 38" West, a distance of 740.00 feer to the beginning of a curve concave to the northeast having a radius of 2640.00 feet and a central angle of 20° 30' 01";

thence northwesterly and northerly along the arc of said curve, a distance of 944.58 feet:

thence North 00° 51' 23" East along the tangent to said curve, a distance of 0.51 feet to the Northeast Corner of said HALLET 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.

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GEE & JENSON INANTESARBURDISMANNING

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

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, Fages 123 and 124, Public Records of Palm Beach County, Florida; thence South 19° 38' 38" West along the Westerly Right-of-Way Line of South Shore Boulavard 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° 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° 12' 13" East along a line radial to the last described curve, a distance of 120.00 feet; thence South 89° 32' 59" East along a line radial to a curve to be described and distance of 384 05 feet to a register on a curve to be

thence South 89° 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° 06' 44";

thence southerly, southensterly and easterly along the arc of said

Market M

A GEE & JENSON INSULTANTION CONTINUE

Goold Florida Inc. Job No. 78-61 By: RW Chk: MGB 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° 50' 00", a distance of 18.69 feet;

thence South 43° 49' 43" East along the tangent to said curve, a distance of 47.35 feet;

thence South 02° 18' 00" East, a distance of 33.15 feet; thence South 50° 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° 56' 34";

thence northeasterly and easterly along the arc of soid curve, a distance of 335.43 feet:

thence South 88° 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° 00' 00"; thence easterly, northeasterly and northerly along the arc of said curve, a distance of 361.28 feet:

thence South 88° 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° 10' 17" West along said East Line, a distance of 2597.03 feet to the Southeast Corner of said Section 21;

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GEE & JENSON ENAMED BEHINGTHANDENING BY: RW Chk: MGB

Could Florida Inc. Job No. 78-61 January 8, 1980

thence North 89° 28' 03" West along the South Line of said Section 21, a distance of 2765, 19 feet;

thence North 01° 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° 28' 36";

thence northerly and northeasterly along the arc of said curve, a distance of 530.29 feet;

thence North 20° 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° 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 relatived to an assumed meridian.

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

CORPORATION ANNUAL REPORT



FLORIDA DEPARTMENT OF STATE
George Ficelone
Section of Sold
DIVISION OF CORPORATIONS

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1980

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| ate incorporated or Quantied to Do Business in Florida 1-11-80 | | 4 Federal Employer Identification Number Applied F | or | 5 Date of Last Regart |
| erres and Street Addresses of Each Officer | | | | |
| | | Street Aquess of Each | | |
| Names of Officers and Directors | Tille | Officer and Desertor IDO HOT Use Post Office Box Hur | nbers, | City and State |
| T. Ylvisaker | 0 | 10 Gould Center | · . | Rolling Meadows, IL |
| , P. Millington, Jr. | D | 10 Gould Center | . <u> </u> | Rolling Meadows, IL |
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| Registered Agent Information | | | To | change the Registered Agent and |
| Alexander, L. B. | | | Regit | itered Office's separate stateming by the new Registered Agent a |
| treet Address (Do NOT Use P.O. Box Numb | er) | • | exec | ated by the President or Vice Pri |
| 601 Flagler Drive Co | ur t | | | of the corporation must be filed w |
| West Palm Beach, FL | | | | DIBOLA |
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| road Name of Signing Officer | | Secretary | | 95K 305-793-5100 |
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| (Butter and Street | | Super Antimas of Each | | City and State |
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| and Directors | | LO GOULD CENTER | | ROLLING HEADONS . IL |
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| ITEL INGTON, G.P., JR | D | 10 GOULD CENTER | | |
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| | · in a live | 10 GOULD CENTER | | ROLLING MEADOUS . IL |
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| MILLER, MICHAEL I. | | | er Geografia | |
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| 10.00 | innature res | trictions under Instructions on | tavored ! | side of this form. |
| Certify That I Am An Officer o | ina Corpora | tion, the Receiver of Trustee Empo | Have the | Execute This Report as Required by Char Same Legal Effects As II Made Under Oa Talephore Number |
| 5077 F.S. 1 JUIGHA QUANT | Understand ! | Title | ~~:::::::::::::::::::::::::::::::::::: | 312/640-4155 |
| Typer Name of Signing Officer MICHAEL I, MILLER | | ASSISTANT TREASL | KLK | Cale |

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CORREA DEPARTMENT OF STATE CORPORATION DIS SIGN OF COMPORATIONS ANNUAL REPORT 1982 Read Notice and Instructions on Other Side Before Making Entries Filing Fee of \$10 Required - Make Checks Payable To: Secretary of State SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY 13198 Forest Hill Boulevard ~750571 10 GOULD CENTER ROLLNG-HEADONST-IL West Palm Beach ROLLING MEADOWS. IL 10 GOULD CENTER - ROLLING-MEADONS lo could center ROLLING MEADOWS Y H ILL INGTON ; GaP a j - UR 16-60ULO-CENTER SIRIELING, G. la coulo center- HOLLING-HEADOWS -- It 10-604LO-6EMTER-ROLLING MERCOWS, IL 18 GOULD CENTER West Palm Beach, Fl P/D 13198 Forest Hill Boulevard West Palm Beach, Fl V/D 13198 Forest Hill Boulevard PLYMIRE, J.E. West Palm Beach, Fl S/V/D 13198 Forest Hill Boulevard OGOREK, J.J. D 13198 Forest H111 Boulevard West Palm Beach, F1 REICHEL, RICHARD P. West Palm Beach, F1 T 13198 Forest Hill Boulevard
AS 13198 Forest Hill Boulevard
AS/AT-10 Gould Center ANDREWS, DAVID West Palm Beach, Fl ZIELEHBACH, JOHN T. Rolling Meadows, 111 KIELBACH, DONNA L. Registered Agent Information ALEXANDER, LARRY B. SOL FLAGLER DRIVE COURT 33411 ... WEST ... PALH BEACH ... FL \$3.00 additional fee required for Registered Agent changes. 305/793-5100 TREASURER JOHN T./ZJELEHBACH

OUF DATE ON OR ALCER JANUARCES AND ON OR BEFORE ANY FOR CACH JUAN . CURPORATION FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS

ANNUAL REPORT 1983 Read Notice and Instructions on Other Side Before Making Entries Filing Fee of \$10 Required -Make Checks Payable To: Secretary of State pit man rayanga kit kamanan latit dipusahasi Per er and espirat Company with the Contra Solly his that hances was crosted built Brent Atment 750**57**1 SOUTHFIELDS OF PALM BEACH POLO AND COUNTRY 13198 FOREST HILL BLVD. 33411 WEST PALM BEACH, FLORIDA at the participation of the property of the participation of the partici when I make I I take D 10 GOULD CENTER ROLLING MEADOWS, IL PAU 13198 FOREST HILL BLVD. WEST PALM BCH, FL V/D 13198 FOREST HILL BLVD. WEST PALM BCH, FL Marine of Citizens YLVISAKER, W.T. PLYHIPE + W.E. 050REK. J.J. S/V/013195 FOREST HILL BLVD. | WEST PALH BCH; FL REICHEL, RICHARD. P. WEST PALM BCH, FL 10 13195 FOREST HILL BLVD. ANDREWS', DAVID 13198 FOREST HILL BLVD. HEST PALM BCH, FL . T ZIELENPACH. JOHN T. A/S 13198 Forest Hill Blvd. A/T 13198 Forest Hill Blvd. W. Palm Beach, FL Trallhach, Donna L. W. Palm Beach, FL Warren, James J. A/T/S 10 Could Center Rolling Mandows, IL Millier, Michael I.

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SCHIEFIFIE OF PAIN BEACH FOLD AND CHRISTY CLEE HOMEOWIES ASSICIATION, INC.

| ι. | Gift, Joss R. | D/D | 13198 Forest Hill Blvd., West Palm Beach, PL |
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| 2. | Zielenbach, John T. | D/V/T | 13198 Forest Hill Blvd., West Palm Waich, FL |
| 3, | Reichel, Richard P. | n/v/ s | 13198 Forest Hill Blwf., West Palm Bouch, FL |
| .; . | Quinlan, Denis G | n | 13198 Forest Hill Blvd., West Palm Boach, FL |
| | Moyers, Edward | AT | 13198 Forest Hill Blvd., West Palm Pysich, FL |
| | Curren, Dizma | AS/D | 13198 Forest Hill Blwd., West Palm Beach, FL |
| 7. | - 1 - 221 | D | 13198 Forest Hill Blod., West Palm Desch, PL |
| - | Miller, Michael I. | AS/T | 13198 Forest Hill Blvd., West Palm Beach, Fl |

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MEYERS I EDWAPO ALT 113132 FAREST HILL ANT ELBLAS FOREST HILL BLVD. HEST PALM BCH, FL 33343 FOREST HELL BLVO. WEST PALM BCH, FL B CUINLAND DENIS GLOVE A REICHEL, PICHARD P. . VYSKOLBIBS FOREST HILL BLVD. WEST PALM BCH, FL ; D 13178 FOREST HILL BLVD. WEST PALM BCH, FL ISCHERER, ALLAN-WATACHTE PALE STATE CATALITY ASSESSED FOR THE STATE OF TH angular property of the contract of the analysis of the contract of the contra Registered Agent Information ALTXANDER, LARRY B. 502 FLAGLER DRIVE COURT. WEST PALM BEACH, FL Other Adoms (Do Wat Ose Pro), Bar Star ber 33411 This State at I Am Some to the provisions of the comment to the solution of the solution been about the solution of the provision of the solution of t The second state of the second of the second of the second The state of the second of the second (Segment Avent Arcepting Association) \$3.00 additional fee required for Registered Agent changes. ing the regard of the poles Experiments Execute This Policy as People's Exp Courter FOT ES The tring CS Let play be seather extrements by English as in the public to 19 the Hay 15, 1985 . Organization Spring Utiliae (305) 793-1113 David J. Colten President

'\$5 additional fee required for a Certificate of Status

SOUTHFIELDS OF PALM BEACH POLD AND COUNTRY CLUB MOMERS' ABSOC. . 1

| 1. Colten, David J. | P/D | 13198 Forest Hill Blvd., West Pain Seach, Florida 1941 | 13 |
|-----------------------|------------|--|------------|
| 2. Curren, Diana L. | s/b / | 13198 Forest Hill Blvd., West Palm Beach, Florida 124 | 14 |
| 3. 'Gifc, Jess R. | a | 13198 Forest Hill Blvd., West Palm Beach, Florida 33% | 14 |
| 4. Meyer, Edward | OLZA\T\ TV | 13198 Forest Hill Blvd., West Palm Beach, Flortin 334 | 1 4 |
| 5., Scherer, Allan | D | 13198 Forest Hill Blvd., West Palm Beach, Florida 334 | 14 |
| 6 Ylvisaker, Lauric | D | 13198 Forest Hill Blvd., West Palm Beach, Florida 334 | 14 |
| 7. Miller, Michael I. | AS/AT | 10 Could Center, Rolling Mondows, Allinois 60008 | |

CORPORATION



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| 1986 Read Notice and Instructions on Other Side Better Meking Entres Filling Fee of \$20 Required — Make Checks Payable To: Secretary of State Secretary and Address of Corporation Principes Officer 2 Enter Change of Address of Corporation Principes Officer 2 Street Address 21 SCUTHFIELDS OF FRUM BERCH POLO AND COUNTRY | |
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| If above addless is incorrect in any way, enter the correct addless in item 2. Include Zip Code | |
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| 12 Street Andreases of Each Officer and Director, as of December 31, 1785 | ································· |
| Names of Otherina Title Officer and Office | |
| USTRY, LORA D 13065 Southfields Road West Palm Beach, FL | 33414 |
| MENER, EDWARD (ASST S) VADAT 13198 FOREST HILL BLVD. LEST PALM BOH, FL | |
| LI PIERRE, DIAMA C. S/D 13198 FOREST HILL BLVD. LEST PALM BCH, FL | |
| TARNOPOL, MICHAEL D 875 Park Avenue NY, NY 10021 | _ |
| # IVS VERI - LAURIE TOTAL | |
| SO EFER. ALLAN D 13198 FOREST HILL BLVD. WEST PALM BOH, FL. | ļ |
| MILLER, MICHOL I. (ASST) S/T 10 COLLD CENTER ROLLING MEACOUS, I | ட்ட |
| COLTEN, DAVID J. D/P 13198 Forest Hill Blvd. West Palm Bch, FL | |
| REGISTERED AGENT INFORMATION | |
| 7 Name and Address of Current Registered Agent 8 Name and Address of New Registered Agent Name 81 | · |
| FLEXANDER, LARRY B. | |
| 501 FLAGLER DRIVE COURT Street Address (On NOT Use P.O. Bax Number) 62 | |
| City and State 83 | Code 84 |
| | |
| 9 Fundant to the provisions of Sections 507.034 and 607.037, Florida Statutes, the above harmed corporation, incorporated under the faxs of the State of Florida. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1 | DV. ST. |
| Fig. 17 accept the appointment of registered eyent, I am familiar with, and accept the obligations of, Section 607 325 F.S. | |
| OATEOATE | |
| (Registered Agent Accepting Appointment) S0.00 additional fee required for Registered Agent changes. Qeal 7/ | 16/80 |
| See signature restrictions under instructions on reverse side of this form | |
| - Tarthy That I Am An Officer of the Corporation, the Receiver or Trustee Empowerks to Execute This Report as Required by Chapter 607 F.S. (Inner Certify That I Understand My Signature On This Report Shall Have the Same Legist Effects As it Mode Under Oath. (Chicer segring must be listed in Bigck 6). | |
| Date May 9, 1986 | |
| Viewer 9. W | |
| David J. Colten . President (305) 798-1213 | |

CERTIFICATE OF STATUS DESITED.

CRIEOM (1 PM

CORPORATION WILL BE DISSOLVED IF THIS REPORT IS NOT FILED BY NOV. 16. 1987 DORPORA DIQUE ay no ha babakheeshtii biir hara isii

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

| Sarg, Asserted Sur | 3132 FORTUNE WAY |
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" Name and Address of Current fleg stered Agent

ALEXALTER, LARRY B. BUT TURGLER DRIVE COURT WEST PALM SEACH, FL 33411AJW Bride Africas & 100 NOT Vint FO flor formbril 82

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(Registers Apent Accepting Appointment)

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MINI D. SCHEER

VICE PRESIDENT/TREASURER (305) 793-7331

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| ester, losa | 15/D | 13065 500 | THPIKLDS ROAD | ; | WEST PALM BCH, | PL | |
| MCCLURE, JOHN | מעצו | 13198 FOR | EST HILL BLVD |) . | WEST PALM ECH, | PL | |
| LA PIBERE, DIANA C. | 5/0 | :3198 PGR | est HILL BLVD |). | WEST FALM BCH, | , PL | |
| TARNOFOL, MICHAEL | : | 975 PARK | ave. | 1 | NEW YORK | | |
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