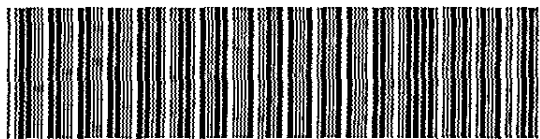


751945

LAW OFFICES
ST. JOHN, CORE, FIORE & LEMME, P.A.
CENTURION TOWER, SUITE 701
1801 FORUM PLACE
WEST PALM BEACH, FLORIDA 33401



000015326960

04/07/03--01027--002 **35.00

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

called STJ
Heidi gave authorization
to correct signing of RA
+ add suite # CRG

Office Use Only

FILED
03 MAY -6 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM + Restated
RRP
5/7

LAW OFFICES
ST. JOHN, CORE, FIORE & LEMME, P.A.
CENTURION TOWER, SUITE 1110
1601 FORUM PLACE
WEST PALM BEACH, FLORIDA 33401

DAVID ST. JOHN
DAVID A. CORE
KEVIN J. FIORE
THERESA M. LEMME
JOSEPH JORDAN
GEORGE SCHWIND, P.A.
OF COUNSEL
CARI A. PODESTA, P.A.

TELEPHONE
(561) 655-8994
TELECOPIER
(561) 659-0850

April 1, 2003

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

**RE: ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION FOR
FRENCHMEN'S LANDING PROPERTY OWNERS ASSOCIATION, INC.**

To Whom It May Concern:

Enclosed please find an original and one copy of an Amendment to the Articles of Incorporation for Frenchmen's Landing Property Owners Association, Inc. Please accept said Amendment for filing and return a copy to the undersigned. Also enclosed is the firm's check in the amount of \$35.00 to cover the filing fees.

Should you have any questions or comments, please do not hesitate to contact me.

Sincerely,



DAVID ST. JOHN
For the Firm

DSJ/hn
Enclosures
029.ArtsAmd.SecStCovLtr.wpd



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 14, 2003

DAVID ST. JOHN
ST. JOHN, CORE, FIORE & LEMME, P.A. #701
CENTURION TOWER, #110, 1601 FORUM PLACE
WEST PALM BEACH, FL 33401

SUBJECT: FRENCHMEN'S LANDING PROPERTY OWNERS ASSOCIATION,
INC.
Ref. Number: 751945

We have received your document for FRENCHMEN'S LANDING PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

PLEASE TITLE THE FIRST PAGE "CERTIFICATE OF AMENDED AND RESTATED ARTICLES" RATHER THAN ARTICLES OF AMENDMENT.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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

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

Karen Gibson
Document Specialist

Letter Number: 203A00022277

RECEIVED
MAY -6 AM 9:37
DIVISION OF CORPORATIONS

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF FRENCHMEN'S LANDING
PROPERTY OWNERS ASSOCIATION, INC.

FILED
03 MAY -6 PM 1:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WITNESSETH:

WHEREAS, the name of the corporation is FRENCHMEN'S LANDING PROPERTY OWNERS ASSOCIATION, INC., a Florida Not-For-Profit corporation (the "Association") and whereas the name of the Association has not been changed from the original incorporation of the Association and

WHEREAS, Articles of Incorporation for the Association dated April 4, 1980, were filed with the Florida Secretary of State on April 9, 1980 (the "Articles"); and

WHEREAS, the Articles were amended by those certain Articles of Amendment to the Articles of Incorporation of Frenchmen's Landing Property Owners Association, Inc., dated October 1, 1980, and filed with the Florida Secretary of State on November 10, 1980 (the "First Amendment"); and

WHEREAS, the Articles were amended by those certain Articles of Amendment to the Articles of Incorporation of Frenchmen's Landing Property Owners Association, Inc., dated July 29, 1983, and filed with the Florida Secretary of State on August 5, 1983 (the "Second Amendment"); and

WHEREAS, the Board of Directors of the Association resolved by Written Action dated February 17th, 2003, that the Articles should be further amended and restated, in whole, as hereinafter set forth.

NOW THEREFORE, the President, Secretary, and Treasurer of the Association hereby certify that the Articles are hereby amended and restated as follows:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF FRENCHMEN'S LANDING
PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, for the purpose of forming a corporation, Not-For-Profit under chapter 617, Florida Statutes as amended, do hereby amend and restate the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be FRENCHMEN'S LANDING PROPERTY OWNERS' ASSOCIATION, INC., herein referred to as "the Association."

ARTICLE II

The Association does not contemplate pecuniary gain or profit to its members, and shall make no distributions of income to its members or directors, unless it is dissolved pursuant to statute.

ARTICLE III

The period of its duration shall be perpetual.

ARTICLE IV

PURPOSE

The Declaration of Covenants and Restrictions for Frenchmen's Landing as recorded in Official Record Book 3381, Page 1630 Public Records of Palm Beach County, Florida, as amended, the "Declaration" designates and governs the lands known as Frenchmen's Landing. These Amended and Restated Articles of Incorporation are the Articles of Incorporation referred to in the Declaration and all terms used herein which are defined in the declaration shall have the same meaning herein as therein. This Association is organized to engage as a non-profit organization in protecting the value of the property of the members of the Association, to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association, as defined in the Declaration, including the establishment and enforcement of payment of charges and assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the members and their property.

ARTICLE V

POWERS

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

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation Not-For-Profit which are not in conflict with the terms of these Amended and Restated Articles and the Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- A. To operate and manage the Association Property and the Common Property in accordance with the purpose and intent contained in the Declaration;
- B. To make and collect Assessments against Members to defray the Common Expenses;
- C. To use the proceeds of Assessments in the exercise of its powers and duties;
- D. To maintain, repair, replace, and operate the Association Property and the Common Property;
- E. To reconstruct improvements upon the Property after casualty and to further improve the Property;

- F. To make and amend By-Laws for the Association and regulations respecting the use of the Property;
- G. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Rules and Regulations for the use of the Property;
- H. To provide for management and maintenance and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and maintenance of the Association Property and the Common Property. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules, and the execution of contracts on behalf of the Association.
- I. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the members, directors, or officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE VI

MEMBERSHIP

Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the By-Laws of the Association.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The guidelines, number of directors and officers, qualifications of aforementioned Board Members, and any other matters concerning the Board of Directors of Frenchmen's Landing shall be defined and stipulated in the By-Laws of the Corporation.

ARTICLE VIII

OFFICERS

Officers shall be elected by the Board of Directors at the annual meeting of the Directors, as provided in the By-Laws.

ARTICLE IX

INDEMNIFICATION OF OFFICERS, DIRECTORS, AND MEMBERS OF THE ALRC

Every Director, Officer, Property Manager, and member of the Architectural and Landscape Review Committee of the Association shall be indemnified by the Association as provided in the Declaration.

ARTICLE X

BY-LAWS

The By-Laws of the Association may be adopted, amended, altered, or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration

ARTICLE XI

AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered, or rescinded by a majority vote of the Board of Directors at any regular or special meeting, so long as there is no conflict with Florida Statutes, applicable ordinances, or the Declaration.

ARTICLE XII

REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent shall be changed to St. John, core, Fiore, & Lemme, P.A. and the street address of the registered office of the Association shall be changed 1601 Forum Place Suite 701 , West Palm Beach, FL 33410. The Association shall have the right to designate subsequent registered agents without amending these Amended and Restated Articles of Incorporation.

The foregoing were adopted as the Articles of Incorporation of Frenchmen's Landing Property Owners Association, Inc., a Corporation Not for Profit under the laws of the State of Florida, by a majority vote of the members of the Association on the 17th day of February, 2003.

FRENCHMEN'S LANDING PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation.

By: Lowell Bond
Lowell Bond, President

By: George Parkey
George Parkey, Secretary

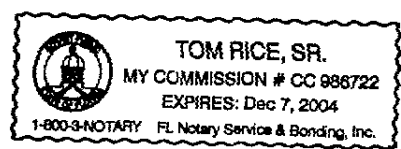
STATE OF FLORIDA }
 } ss.
COUNTY OF PALM BEACH }

The foregoing instrument was acknowledged before me this 17th day of February 2003, by Lowell Bond, the President of FRENCHMEN'S LANDING PROPERTY OWNERS ASSOCIATION, INC., and George Parkey, the Secretary of FRENCHMEN'S LANDING PROPERTY OWNERS ASSOCIATION, INC., on behalf of the corporation.

[Notary Seal Below]

Tom Rice, Sr.

Notary Public
My Commission Expires:



TOM RICE, SR
State of FL
Expires 12/7/04

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for Frenchmen's Landing Property Owners Association, Inc. at the place designated in the Amended and Restated Articles of Incorporation of Frenchmen's Landing Property Owners Association, Inc., I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



David St. John, Registered Agent
for St. John, core, Fiore & Lemme, P.

**CERTIFICATE OF AMENDED AND RESTATED ARTICLES
TO
ARTICLES OF INCORPORATION
OF
FRENCHMEN'S LANDING PROPERTY OWNERS ASSOCIATION, INC.**

Document Number 751945

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

FIRST: Amendment(s) adopted: *Articles Restated - See Attached*

SECOND: The date of adoption of the amendment(s) was: *February 17, 2003*

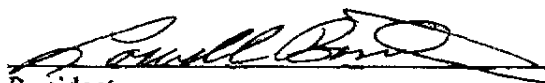
THIRD: Adoption of Amendment (CHECK ONE):

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

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

Dated March 26, 2002, 2003.

**FRENCHMEN'S LANDING PROPERTY OWNERS
ASSOCIATION, INC.**

By: 
President

Lowell Bond
Typed or Printed Name

FEB 1 10 2003