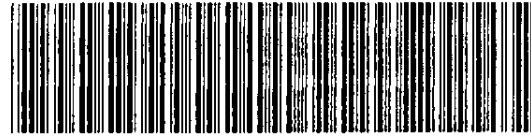


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February 9, 2011

Reply To:
West Palm Beach
Kenneth S. Direktor, Esq.
Direct dial: (561) 820-2880
kdirektor@becker-poliakoff.com

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Foxe Chase Property Owners Association, Inc.

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **Foxe Chase Property Owners Association, Inc.**, as well as a check in the amount of **\$43.75** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,



KENNETH S. DIREKTOR
For the Firm

KSD/ebd
Enclosures

ACTIVE: 3231062_1

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
FOX CHASE PROPERTY OWNERS ASSOCIATION, INC.

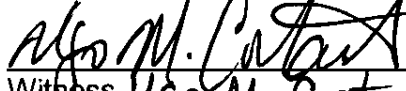
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TALLAHASSEE, FLORIDA

The undersigned officers of **Foxe Chase Property Owners Association, Inc.**, do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article IX thereof, by the membership at a duly called and noticed meeting of the members held January 12, 2011. The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

SEE ATTACHED

WITNESS my signature hereto this 2nd day of February, 2011,
at Delray Beach, Palm Beach County, Florida.


Witness Mark L. Gardner


Witness Ugo M. Costantino

FOX CHASE PROPERTY OWNERS
ASSOCIATION, INC.

BY: Dodee Firestone (SEAL)
DODEE FIRESTONE President

ATTEST: Barbara Gardner (SEAL)
BARBARA GARDNER Secretary

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 2nd day of February, 2011, by Dodee Firestone and Barbara Gardner, as President and Secretary, respectively, of Foxe Chase Property Owners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced FDL & Personally Known identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

Ugo M. Costantino (Signature)

Ugo M. Costantino (Print Name)
Notary Public, State of Florida at Large

ACTIVE: 3212652_1



UGO M. COSTANTINO
MY COMMISSION # EE 048290
EXPIRES: December 6, 2014
Bonded Thru Budget Notary Services

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FOX CHASE PROPERTY OWNERS ASSOCIATION, INC.**

(Substantial rewording of Articles of Incorporation – See current Articles
Of Incorporation for Current Text)

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, under the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be FOX CHASE PROPERTY OWNERS ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as Articles, and the Bylaws of the Association as Bylaws.

Whenever these Articles of Incorporation refer to the "Property", it shall mean all property which is subject to the Declaration of Covenants and Restrictions (the "Declaration") recorded at Official Records Book 3156, Page 1169 of the Public Records of Palm Beach County, Florida, as amended from time to time.

ARTICLE II

The Association is organized for the following purposes:

2.1 To provide for the maintenance and care of the Common Area (as defined in the Declaration), and to provide for such other services as may be required or desired by the Association and which are within the purposes and powers of the Association.

2.2 To enforce through appropriate legal means, the Declaration, these Articles and the Bylaws and Rules and Regulations of the Association, including, without limitation, the Architectural Planning Criteria for Foxe Chase.

2.3 To present a unified effort in protecting the value of the property of the Association's members.

2.4 To engage in such other activities as may be to the mutual benefit of the owners of lots within the Property, including, but not limited to, the levying, enforcement, and collection of dues and assessments.

ARTICLE III Powers

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

3.1 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties expressly conferred upon it as set forth in the Declaration, these Articles and the Bylaws of the Association, and all of the powers and duties reasonably necessary to fulfill the obligations and perform the services as set forth in the aforesaid documents as amended from time to time, including, but not limited to, the following:

(a) To make and collect membership assessments or membership fees against members and to use the proceeds for the maintenance, construction, reconstruction and repair of the Common Area, such other areas and purposes as may be provided within the Declaration and for the Association's expenses for the installation and maintenance of street lighting equipment and the periodic cost of electricity consumed in the operation thereof.

(b) To fix, levy, collect and enforce payment by all lawful means, all charges or assessments; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Association or its property.

(c) To acquire, by gift, purchase, or otherwise own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(d) To borrow money and assign, pledge, or hypothecate any or all of its income and/or lien rights and personal property as security for money borrowed or debts incurred.

(e) To dedicate, sell or transfer all or any part of the Association property 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 members holding not less than two-thirds (2/3) of the voting interests of all the members agreeing to such dedication, sale or transfer.

(f) To perform such other activities of the Association, which in the opinion of the Board of Directors, shall be reasonably appropriate to its accomplishment of the purposes for which it is organized and the performance of its duties and obligations.

(g) To use the proceeds of assessments in the exercise of its powers and duties.

(h) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws of the Association, and any regulations adopted by the Association.

(i) To employ personnel to perform the services required for the proper operation of the Association.

(j) To make and amend reasonable regulations respecting the use and appearance of the property, including the Lots and Common Area.

3.3 The Association shall make no distribution of income to its members, directors or officers.

3.4 All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of these Articles of Incorporation and the Bylaws.

3.5 The powers of the Association shall be subject to, and shall be exercised in accordance with, the provisions of the Bylaws.

3.6 The foregoing powers shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from the terms of any other clause of this or any other Articles of these Articles of Incorporation, and shall be construed as purposes as well as powers, notwithstanding the expressed enumeration of purposes elsewhere in these Articles.

ARTICLE IV Members

4.1 The members of the Association shall consist of the record owners of the Lots, developed or undeveloped, which are encumbered by the Declaration. Said membership shall be appurtenant to, and may not be separated from, ownership of any lot except as may be provided herein. When more than one person is a record owner of any Lot, all such persons shall be members of this Association. There shall be, however, only one vote allocated per Lot and this vote shall be exercised as the record owners among themselves determine. The owner of a Lot shall be deemed to own that

number of memberships which is equal to the number of Lots owned by that person.

4.2 Change of membership in the Association shall be established by the recording in the Public Records of Palm Beach County, Florida, of a deed or other instrument establishing a record title to a Lot and shall be evidenced by delivery to the Association of a certified copy of such instrument. The membership of the prior owner shall be terminated as of the date of execution of such deed or other instrument.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner by such member except upon transfer of his lot or unit.

4.4 The Association shall have one class of voting membership consisting of all members declared to be members, as hereinabove provided.

ARTICLE V Directors

5.1 The affairs of the Association will be managed by a Board of Directors consisting of the number of Directors as shall be determined by the Bylaws.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE VI Officers

The affairs of the Association shall be administered by officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officers shall serve at the pleasure of the Board of Directors.

ARTICLE VII Indemnification

To the greatest extent allowed by law, every Director and every officer and committee member of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he becomes involved, by reason of his being or having been a Director or officer or committee member of the Association, or any settlement thereof, whether or not he is a Director or officer or committee member at the time such expenses are incurred, except in such cases wherein the Director or officer or committee member is adjudged guilty of

willful misfeasance of malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer or committee member may be entitled.

ARTICLE VIII Bylaws

The first Bylaws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE IX Amendments

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

9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2 A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than a majority of the entire membership of the Association voting at a meeting or by written approval in lieu of a meeting.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights or property rights of members, without the approval in writing by all members and the joinder of all record owners of mortgages upon lots or the improvements thereon.

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

ARTICLE X Term

The existence of the corporation shall be perpetual unless it is dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the members to insure that adequate provision has been made for the continued maintenance or satisfactory disposition of the assets of the Association. Upon dissolution of the

Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated, granted, conveyed or assigned to an appropriate public agency to be used for purposes similar to those for which this Association was created or to a non-profit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE XI
Transactions in which Directors or Officers are Interested

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XII
Dissolution of the Association

A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

2. Remaining assets shall be distributed among the members, subject to the limitations set forth below, as tenants in common, each members' share of the assets to be determined in accordance with its voting rights.

B. The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Chapter 617, Florida Statutes or Statute of similar import, and approved by three-fourths (3/4) of the voting rights of the Association's members.

**ARTICLE XIII
Subscribers**

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

ERMINIO P. GIULIANO
4422 Germantown Road
Delray Beach, Florida

CATHERINE E. GIULIANO
4422 Germantown Road
Delray Beach, Florida

**ARTICLE XIV
Registered Agent**

The initial registered agent for the corporation is ERMINIO P. GIULIANO, and the street address of the initial registered office was 4422 Germantown Road, Delray Beach, Florida provided, however, that the registered agent and registered office may be changed from time to time by the Board of Directors.