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ATTORNEYS AT LAW

1818 AUSTRALIAN AVENUE SOUTH
SUITE 400
WEST PALM BEACH, FLORIDA 33409

EDWARD DICKER
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TELEPHONE
(561) 615-0123

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February 8, 2002

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

Re: Filing of Amended and Restated Articles of Incorporation of Bay Hill Estates
Property Owners Association, Inc. (fka Stonwal Property Owners Association,
Inc. and The Estates Property Owners Association, Inc.)

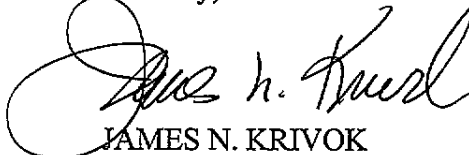
Gentlemen,

Please be advised the undersigned represents the Bay Hill Property Owners Association, Inc.
I enclose one original and one copy of the Amended and Restated Articles of Incorporation which
are being submitted for filing. Please file the original Amended and Restated Articles and return
a file stamped copy to the undersigned in the addressed, stamped envelope provided for your
convenience. Also enclosed is our firm check in the amount of \$43.75 to cover the filing fees. If
there is anything further that you require, please notify me as soon as possible.

Thank you for your attention to this matter.

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-02/12/02--01014--008
*****43.75 *****43.75

Sincerely,



JAMES N. KRIVOK
For the Firm

JNK:jsa
Enclosures

FILED
02 FEB 22 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amended & Restated
Articles of Incorporation
2/12/02*

DICKER, KRIVOK & STOLOFF, P.A.

ATTORNEYS AT LAW

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WEST PALM BEACH, FLORIDA 33409

EDWARD DICKER
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February 21, 2002
VIA UPS OVERNIGHT

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314
Attention: Ms. Anna Chestnut

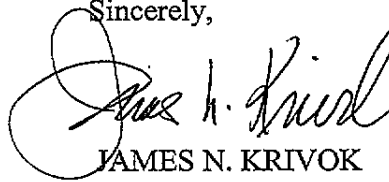
Re: Filing of Amended and Restated Articles of Incorporation of Bay Hill Estates
Property Owners Association, Inc. (fka Stonwal Property Owners Association,
Inc. and The Estates Property Owners Association, Inc.)

Dear Ms. Chestnut,

You have been kind enough to hold the above referenced documents, so that we could forward a completed Articles of Amendment form to you. Enclosed is an executed Articles of Amendment form and a replacement first page of the Amended and Restated Articles of Incorporation with the notation "Exhibit A" on top. Would you please substitute the first page marked Exhibit "A".

Thank you for your attention to this matter. If you have any questions, please contact me.

Sincerely,



JAMES N. KRIVOK
For the Firm

JNK:jsa
Enclosures

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

THE ESTATES PROPERTY OWNERS ASSOCIATION, INC.
(present name)

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

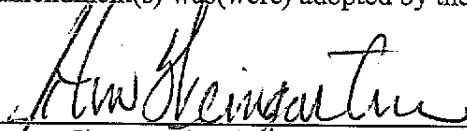
FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

Amended and Restated Articles of Incorporation attached as Exhibit "A" and Incorporated herein.

SECOND: The date of adoption of the amendment(s) was: February 7, 2002

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.



Signature of Chairman, Vice Chairman, President or other officer

JOHN WEINGARTEN

Typed or printed name

PRESIDENT

Title

2/18/02

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB 22 PM 2:16

FILED

RECEIVED

FEB 20 2002

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**THE ESTATES PROPERTY OWNERS
ASSOCIATION, INC.**

(A Non-Profit Corporation)

FILED
02 FEB 22 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

1. Name. The name of this Corporation shall be Bay Hill Estates Property Owners Association, Inc. (hereinafter referred to as "Association"). The Association was formerly known as Stonewal Property Owners Association, Inc. and/or The Estates Property Owners Association, Inc. These Articles of Incorporation shall hereinafter be referred to as the "Articles," the Declaration of Covenants and Restrictions of Bay Hill Estates Property Owners Association as the "Declaration" and the By-Laws of Bay Hill Estates Property Owners Association as the "By-Laws."

ARTICLE II

Purpose

2. Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 617 and 720, Florida Statutes (collectively "the Act") to operate that certain residential community known as Bay Hill Estates, P.U.D. (hereinafter referred to as the "Community"), located in Palm Beach County, Florida in accordance with the Declaration, these Articles and the By-Laws.

ARTICLE III

Powers

3. Powers. The purpose of the Association shall include, and the Association shall be governed by, the following:

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 provisions of these Articles, the By-Laws and the Declaration.

3.2 Enumeration. The Association shall have all the powers and duties set forth in the Declaration and By-Laws. It shall further have all 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:

3.2.1 To fix, levy and collect assessments against members of the Association to defray the common expense of the Community and other charges as provided in these Articles, the Declaration, and the By-Laws, including the power to levy and collect assessments levied by the Association against the Lots.

3.2.2 To acquire liens against all Lots, improvements, and units for assessments and to foreclose same.

3.2.3 To subordinate, in its sole discretion, any liens acquired by the Association.

3.2.4 To borrow money 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 and receivables as security for money borrowed or debts incurred.

3.2.5 To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Community.

3.2.6 To maintain, repair, replace, reconstruct, add to, and operate the property acquired or leased by the Association for use by or for the benefit of Lot Owners.

3.2.7 To purchase insurance upon the Common Property and insurance for the protection of the Association, its Officers, Directors, Committee members and members as Lot Owners.

3.2.8 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Community and for the health, comfort, safety and welfare of the Lot Owners and to enforce same.

3.2.9 To enforce by legal means the provisions of the Act, the Declarations, these Articles, the By-Laws, and the Rules and Regulations.

3.2.10 To contract, at its discretion through its Board of Directors, for the management of the Community through a management company or a consulting agent to assist the Association by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Property with funds as shall be made available by the Association for such purpose.

3.2.11 The Association and its Directors and Officers shall, however, retain at all times the powers and duties granted by the Declaration including, but not limited to the making of assessments, promulgation of rules, execution of contracts on behalf of the Association, and the employment of personnel to perform the services required for proper operation of the Property Owners Association.

3.3 Property. All funds and the title of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of these Articles, the Declaration, and the By-Laws.

3.4 Distribution of Income. The Association will make no distributions of income to its members or Directors, unless it is dissolved pursuant to Florida law.

ARTICLE IV

Membership

4. Membership. Every person or entity, who is a record owner of a fee or undivided fee interest in any Lot that is subject to the Declaration, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of a Lot.

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 Association of a certified copy of such instrument. The owner designated by such instrument or certificate shall become a member of the Association, 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 Association, said Lot Owner shall become a member, but shall not be entitled to voting privileges. The foregoing shall not, however, limit the Association's power or privileges.

ARTICLE V

Voting Rights

5. Voting Rights. All Lot Owners in good standing with the Association shall be entitled to one (1) vote for each Lot owned pursuant to Section 4 herein. When more than one (1) person holds an interest in a lot, all persons shall be members the vote for such Lot shall be exercised by the person designated by a voting certificate filed with the Association prior to the date the vote is taken. No voting certificate shall be required where a Lot is jointly owned by a Husband and Wife, but in no event shall more than one (1) vote be cast with respect to any single Lot. In order for a member to vote, said member must have a certified copy of his or her deed on file with the Association, and must be in good standing with the Association, which shall mean, being current with all financial obligations to the Association and being in compliance with the By-Laws and the Declaration.

ARTICLE VI

Duration

6. Term of Existence. The Association shall have perpetual existence.

ARTICLE VII

Directors

7. Directors. The affairs of the Property Owners Association shall be managed by a Board of Directors consisting of not less than seven (7) and not more than nine (9) Directors all of whom shall be members in good standing within the Association.

7.1 The current Board of Directors consists of seven (7) members whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
✓ Nancy Laine Albin	11820 Blackwoods Lane, West Palm Beach, FL 33412
Tom Bailey	11789 Blackwoods Lane, West Palm Beach, FL 33412
Kevin Dearden	11651 Stonehaven Way, West Palm Beach, FL 33412
✓ Joe Medeiros	11859 Sanbourn Court, West Palm Beach, FL 33412
✓ David Rice	8810 Marlamoor Lane, West Palm Beach, FL 33412
Gerald Quickel	11708 Riverchase Run, West Palm Beach, FL 33412
✓ John Weingarten	11870 Stonehaven Way, West Palm Beach, FL 33412

7.2 All of the duties and powers of the Association shall be exercised exclusively by the Board of Directors, the Officers, their agents, consultants, contractors or employees, subject to approval by Lot Owners only when it is specifically required by these Articles.

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

ARTICLE VIII

Officers

8. Officers. The Officers of the Association shall be appointed by the Board of directors at an organizational meeting of the Board of Directors which is to be held within ten (10) days of their election at the annual members meeting. The Officers shall be President, Vice President, Secretary, Treasurer and Assistant Secretary, and shall serve at the pleasure of the Board of Directors. The names and addresses of the current Officers of the Association are as follows:

<u>Office & Name</u>	<u>Address</u>
<u>President:</u>	
John Weingarten	11870 Stonehaven Way, West Palm Beach, FL 33412
<u>Vice President:</u>	
David Rice	8810 Marlamoor Lane, West Palm Beach, FL 33412
<u>Secretary:</u>	
Nancy Laine Albin	11820 Blackwoods Lane, West Palm Beach, FL 33412
<u>Treasurer:</u>	
Joe Medeiros	11859 Sanbourn Court, West Palm Beach, FL 33412
<u>Assistant Secretary:</u>	
Tom Bailey	11789 Blackwoods Lane, West Palm Beach, FL 33412

ARTICLE IX

Indemnification

9. Indemnification. Directors and Officers of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed on them in connection with any proceeding or settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a Director or Officer of the Association, whether or not they are a Director or Officer at the time such expenses are incurred, and except with regard to expenses and liabilities incurred for any of the following:

9.1 Willful Breach of any fiduciary duty owed by such Director or Officer to the Association.

9.2 Willful and knowing failure to comply with the provisions of the Association By-Laws, the Articles of Incorporation, the Declaration, and the Association's Rules and Regulations, provided that in the event of a settlement, the indemnification 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 or officer may be entitled.

ARTICLE X

Amendments

10. Amendments. These Articles may be amended only with the affirmative vote of two-thirds (2/3) of the total votes of the Property Owners Association members.

ARTICLE XI

Place of Business

11. Principal Place of Business. The principal place of business of the Association shall be at 9100 Bay Hill Drive, West Palm Beach, FL 33412, or at such other place as may be subsequently designated by the Board of Directors.

ARTICLE XII

Registered Agent

12. Registered Office and Agent. The name and address of the registered office and agent of the Association is James Krivok of Dicker, Krivok and Stolof, P. A., located at 1818 Australian Avenue, Suite 400, West Palm Beach, FL 33409, or as such other person as may be subsequently designated by the Board of Directors.


IN WITNESS WHEREOF, the undersigned and duly elected President of Bay Hill Estates Property Owners Association, Inc. (FKA: The Estates Property Owners Association, Inc.) has affixed his signature this 8TH day of FEBRUARY, 2002.

BY: *John Weingarten*

STATE OF FLORIDA
COUNTY OF PALM BEACH

The forgoing instrument was sworn to and acknowledged before me this 8 day of FEBRUARY, 2002 by John Weingarten.

Stephanie J. Smith
Notary Public, State of Florida at Large

My commission expires:
 Stephanie J. Smith
Commission # CG 815541
Expires Apr. 26, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

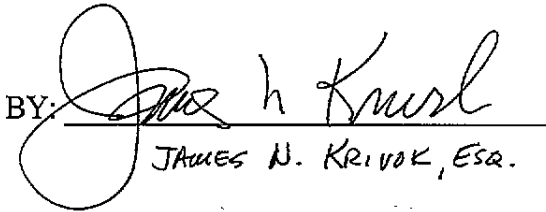
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

BAY HILL ESTATES PROPERTY OWNERS ASSOCIATION, INC., a corporation not for profit, desiring to reorganize 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 James Krivok of Dicker, Krivok and Stoloff, P.A. located at 1 818 Australian Avenue, Suite 400, West Palm Beach, FL 33409 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 provision of said Act relative to keeping open said office.

BY: 
JAMES N. KRIVOK, Esq.