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Amended + Restated
Articles

JM
2/12/04

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January 19, 2004

The Secretary of State
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**Re: Knightsbridge of the Polo Club Homeowners' Association, Inc.
Articles of Amendment to Articles of Incorporation
Our File No. 3616.01**

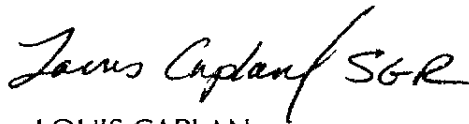
Ladies and Gentlemen:

Enclosed for filing please find the original Articles of Amendment to the Articles of Incorporation of the above-named Association together with this firm's check made payable to the Secretary of State in the amount of \$43.75. This amount represents the \$35.00 filing fee and \$8.75 fee for a certified copy of the document. Please return a certified copy of the recorded document to me in the self-addressed stamped envelope enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,

SACHS SAX KLEIN


LOUIS CAPLAN

LC/chg

Enclosure

M:\Association\Knightsbridge\Secretary of State Ltr 01-19-04.wpd

Exhibit "A"

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
KNIGHTSBRIDGE OF THE POLO CLUB
HOMEOWNERS' ASSOCIATION, INC.**

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DIVISION OF CORPORATIONS
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The Undersigned incorporator, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the of the corporation shall be KNIGHTSBRIDGE OF THE POLO CLUB HOMEOWNERS' ASSOCIATION, INC., which is hereafter referred to as the "Association".

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Amended and Restated Declaration of Restrictions and Protective Covenants for Knightsbridge of The Polo Club, as amended from time to time, to be recorded in the Public Records of Palm Beach County, Florida, which is hereafter referred to as the "Declaration".

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any members or individual person, firm or corporation.

The Association shall have the power:

- A. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or members.
- B. 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 Articles and the Declaration. The Association shall also have all of the powers necessary to implement the purposes of the Association.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is the subject by the Declaration to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

As it relates to married couples, where one spouse is a member as defined in this Section, but the other spouse is not, the latter spouse shall be entitled to all the same rights and privileges as the member spouse, together with all the obligations of a member, pursuant to the Declaration, these Articles, the Bylaws and any Rules and Regulations.

As it relates to unmarried non-Members of the Association, the Board of Directors shall have the right, but not the obligation, upon written request to the Association by an unmarried Member, to approve of any unmarried non-Member adult, living in the same Unit with the unmarried Member, to have the same membership rights and obligations as the unmarried Member. If such approval is granted by the Board, it shall continue in force so long as the same two unmarried adults continue to occupy the same Unit under the terms as approved by the Board, or until such time as the unmarried Member advises the Board, in writing, that the non-Member shall no longer have these rights. For the purposes of this Section, unmarried Members shall be limited to persons twenty-one (21) years of age or older, or who are legally emancipated from their parent(s) or guardian(s).

Section 2. Voting Rights. ~~The Association shall have two classes of voting membership:~~

~~Class A. — Class A members—~~ Members shall be all those owners as defined in Section 1, with the exception of the Developer as defined in the Declaration, hereinafter referred to as "the Developer". Class A members ~~Members~~ shall be entitled to one vote for each lot in which they hold the interests required for membership by Section 1. When more than one person, a corporation or a trust holds such interest or interests in any lot, all such persons and entities shall be members, but the ~~The~~ vote for such lot shall be exercised only by that one person designated in writing by all such members in a certificate signed by all lot owners or, in the case of a corporation or trust, by an appropriate officer of the corporation or the trustee or person designated in the trust. However, where a lot is owned by a husband and wife, no voting certificate shall be necessary, and the vote for the lot shall be cast as determined by the husband and wife. Additionally, any non-Member who is granted the membership rights pursuant to Section 1 herein shall be considered a multiple Member under this Section 2 and not a

husband or wife, for the purposes of requiring a voting certificate. In no event shall more than one vote be cast with respect to any such lot.

~~Class B. The Class B member shall be the Developer. The Class B member shall be entitled to one vote for each lot in which it holds the interest required for membership in Section 1, provided, however, that notwithstanding any provision to the contrary, the Developer shall have the right to elect the entire Board of Directors of the Association until such time as Developer no longer holds the title to any portion of the properties subject to the Declaration or to any additional property which may have been brought under the provisions thereof by recorded supplemental declarations.~~

Section 3. Meetings of Members. The Bylaws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if thirty percent of the total number of members in good standing shall be present or represented at the meeting, in person or by proxy.

ARTICLE IV

CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of ~~not less than three nor more than five (5) persons, but as many persons as the Board of Directors shall from time to time determine.~~ A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

~~Section 2. Initial Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of members and until qualified successors are duly elected and have taken office, shall be as follows:~~

~~Gary Slossberg 902 Clint Moore Road
Suite 220
Boca Raton, Florida 33487~~

Richard Pfendler	902 Clint Moore Road
	Suite 220
	Boca Raton, Florida 33487
Dale D. Curcio	902 Clint Moore Road
	Suite 220
	Boca Raton, Florida 33487
Helene Slossberg	902 Clint Moore Road
	Suite 220
	Boca Raton, Florida 33487

Section 32. Election of Members of Board of Directors. ~~Except for the first Board of Directors, directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election and for removal from office of directors. Commencing at the Annual Meeting in 2004, directors shall be elected to staggered terms as follows: The three candidates receiving the highest plurality of the votes cast shall be elected for a term of two (2) years. The two candidates receiving the next highest plurality of the votes cast shall be elected for a term of one (1) year. Thereafter, at each subsequent Annual Meeting, the directors whose terms are up for election shall serve two (2) year terms. All directors shall be members of the Association residing in Knightsbridge of The Polo Club or shall be authorized representatives, officers, or employees of corporate members of the Association, provided that such limitations shall not apply to Directors appointed by the Developer.~~

Section 43. Duration of Office. Members elected to the Board of Directors shall hold office until they resign or until ~~the next succeeding annual meeting of members, and thereafter until their~~ qualified successors are duly elected and have taken office.

Section 54. Vacancies. If a director elected by the general membership shall ~~for any reason~~ cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy until the next election. At the next election, the Members shall elect a director to fill the final year, if applicable, of that term. Further, in that situation, the director elected receiving the least number of votes, shall be the one elected for the remaining one year term, for the balance of the unexpired term, except w Where directors are removed by a recall meeting pursuant to Article V, Section 2 of the Bylaws, in which case the Members shall elect new directors at such recall meeting, for the remainder of the unexpired term.

ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in

accordance with any applicable provisions of the Bylaws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. The President and Vice President shall be directors; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

~~Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the annual meeting of directors and until successor elected and have taken office, shall be as follows:~~

Office	Name	Address
President	Gary Slossberg	902 Clint Moore Suite 220 Boca Raton, Florida 33487
Vice President	Richard Pfendler	902 Clint Moore Suite 220 Boca Raton, Florida 33487
Treasurer	Dale D. Curcio	902 Clint Moore Suite 220 Boca Raton, Florida 33487
Secretary	Helene Slossberg	902 Clint Moore Suite 220 Boca Raton, Florida 33487

ARTICLE VII

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

ARTICLE VIII

AMENDMENT

Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection. Amendments to these Articles shall be approved by a majority of the members present, in person or by proxy, at a duly called meeting.

ARTICLE IX

REGISTERED AGENT

~~The name and address of the initial registered agent of the Corporation is Gary Slossberg, 902 Clint Moore Road, Suite 220, Boca Raton, Florida 33487. The name and address of the registered agent of the Corporation is Louis Caplan, Esq., c/o Sachs, Sax & Klein, P.A., 301 Yamato Road, Suite 4150, Boca Raton, Florida 33431.~~

ARTICLE X

INCORPORATOR

Gary Slossberg, whose address is 902 Clint Moore Road, Suite 220, Boca Raton, Florida 33487, is the Incorporator to these Articles of Incorporation.

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 19th day of January, 2004.



Louis Caplan
Registered Agent

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
KNIGHTSBRIDGE OF THE POLO CLUB HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

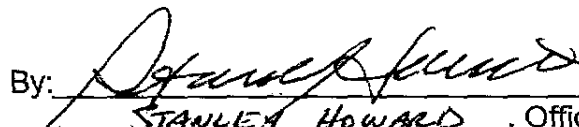
FIRST: The Amendments adopted are attached as Exhibit "A".

SECOND: On JANUARY 14, 2004, the above Amended and Restated Articles of Incorporation of Knightsbridge of the Polo Club Homeowners' Association, Inc., was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: JANUARY 14, 2004.

**KNIGHTSBRIDGE OF THE POLO CLUB
HOMEOWNERS' ASSOCIATION, INC.**

By: 
HOWARD BACH, President

By: 
STANLEY HOWARD, Officer