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2010 MAY 26 PM 1:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB

MAY 26 2010

SACHS SAX CAPLAN

ATTORNEYS AT LAW

SUITE 200
6111 BROKEN SOUND PARKWAY NW
BOCA RATON, FLORIDA 33487

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STEVEN G. RAPPAPORT, ESQ.
ALSO ADMITTED IN THE DISTRICT OF COLUMBIA
srappaport@ssclawfirm.com

May 14, 2010

To: Amendment Section
Division of Corporations

NAME OF CORPORATION: Knightsbridge of the Polo Club HOA, Inc.

DOCUMENT NUMBER: N34898

The enclosed Amended and Restated Articles of Incorporation for Knightsbridge of the Polo Homeowners' Association, Inc. are submitted for filing.

Please return all correspondence concerning this matter to the following:

Steven G. Rappaport, Esquire
Sachs Sax Caplan
6111 Broken Sound Parkway NW
Suite 200
Boca Raton, FL 33487

For further information concerning this matter, please call:

Clara H. Garcia at (561) 237-6840 or Steven G. Rappaport at (561) 237-6888.

Enclosed is a check in the amount of \$35.00, the filing fee, payable to the Florida Department of State.



Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 19, 2010

STEVEN G RAPPORT, ESQ.
SACHS SAX CAPLAN
6111 BROKEN SOUND PKWY NW STE 200
BOCA RATON, FL 33487

SUBJECT: KNIGHTSBRIDGE OF THE POLO CLUB HOMEOWNERS'
ASSOCIATION, INC.
Ref. Number: N34898

We have received your document for KNIGHTSBRIDGE OF THE POLO CLUB HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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").

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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 510A00012661

**AMENDED AND RESTATED
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 MAY 5, 2010, the attached Amended and Restated Articles of Incorporation of Knightsbridge of the Polo Club Homeowners' Association, Inc., were adopted by the members and the number of votes cast for the amendments were sufficient for approval.

DATED: MAY 12, 2010.

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

By: _____

Howard Bach, President

By: _____

Bernard Chetkof, Secretary

FILED
2010 MAY 26 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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.

Members shall be all those owners as defined in Section 1. 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. The vote for such lot shall be exercised by one (1) person on behalf of the Lot, who shall be designated to vote for said Lot by the co-owners of that Lot in such co-owners sole and absolute discretion.

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 shall be present 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 five (5) persons. 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. Election of Members of Board 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.

Section 3. Duration of Office. Members elected to the Board of Directors shall hold office until they resign or until their qualified successors are duly elected and have taken office.

Section 4. Vacancies. If a director elected by the general membership shall 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. 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.

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 registered agent of the Corporation is Associated Corporate Services, LLC, c/o Sachs Sax Caplan, 6111 Broken Sound Parkway NW, Suite 200, Boca Raton, Florida 33487.

ARTICLE X

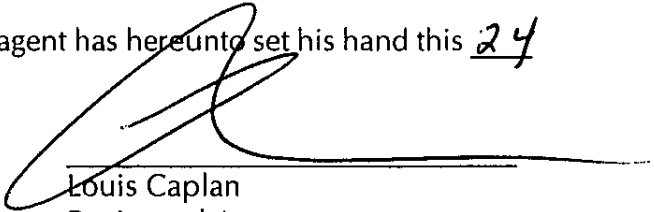
INCORPORATOR

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

Acceptance by Registered Agent:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the said registered agent has hereunto set his hand this 24
day of May, 2010.


Louis Caplan
Registered Agent