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February 2, 2000

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

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-02/07/00--01142--011
*****44.75 *****43.75

**Re: Southwinds Estates Association, Inc./("Association")
Amended and Restated Documents
Our File No.: 1449.01**

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 \$44.75. 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, P.A.


Edo Meloni

*Amend
3-3-00
PNS*

FILED
00 FEB -7 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EM:cs

Enclosures

cc: Board of Directors

M:\Association\Southwind Estates\Secretary of State.1.wpd

This instrument was prepared by
and should be returned to:
Edo Meloni, Esq.
SACHS, SAX KLEIN, P.A.
Post Office Box 810037
Boca Raton, Florida 33481-0037

FILED

00 FEB -7 PM 12: 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
SOUTHWIND ESTATES ASSOCIATION, INC.**

THESE ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF SOUTHWIND ESTATES ASSOCIATION, INC. ("Association") are made this 28th day of January, 2000, by the President and Secretary of the Association.

W I T N E S S E T H:

WHEREAS, the Articles of Incorporation of the Association, then known as Palm Isles Homeowners Association, Inc., have been filed with the Florida Secretary of State on November 3, 1989(Document Number N35082); and

WHEREAS, on April 4, 1991, the Association filed Articles of Amendment to the Articles of Incorporation changing the name of the Association to Southwind Estates Association, Inc.; and

WHEREAS, Article XII of the Articles of Incorporation provides that the Articles of Incorporation may be amended by the vote of a majority of all members of the Association at any annual or special meeting of the Association's Members; and

WHEREAS, the Association desires that the attached Amendments to the Articles of Incorporation, be certified of record as notice to all current and future members of the Association of the contents of said Amendments;

NOW, THEREFORE, the President and Secretary of the Association hereby certify that:

1. On December 20, 1999, a Special Meeting of the Members was duly conducted for the purpose of adopting the Amendments to the Articles of Incorporation. At said meeting, a majority of all the Members of the Association approved the adoption of the Amendments to the Articles of Incorporation attached hereto as Exhibit "1."

2. The number of votes cast in favor of the Amendments to the Articles of Incorporation is sufficient for approval to amend the Articles of Incorporation.

3. The adoption of the Amendments to the Articles of Incorporation appears in the minutes of the Association and said approval is unrevoked.

28TH IN WITNESS WHEREOF, the undersigned have set their hand and seal this day of January, 2000.

SOUTHWIND ESTATES ASSOCIATION, INC.

Witnesses (as to both):

Sandra J. Siegall
Signature

Sandra J. Siegall
Print Name

Diana L. Mann
Signature

Diana L. Mann
Print Name

By: Daniel Hammer
Daniel Hammer, President

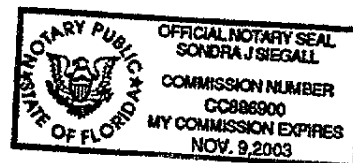
Attest: Richard Weinberg
Richard Weinberg, Secretary/Treasurer

STATE OF FLORIDA)
: ss.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 28 day of January, 2000, by Daniel Hammer and Richard Weinberg, as President and Secretary/Treasurer, respectively, of SOUTHWIND ESTATES ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the Corporation. They are personally known to me or have produced _____ as identification.

Sandra J. Siegall
NOTARY PUBLIC, State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for Southwinds Estates Association, Inc., I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Spencer M. Sax
Spencer M. Sax, Esq.

2/22/00
Date

ARTICLES OF INCORPORATION
OF
SOUTHWIND ESTATES ASSOCIATION, INC.
(A Florida Corporation Not For Profit)

In order to form a corporation not for profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, the undersigned hereby incorporates the corporation not for profit for the purposes and with the powers hereinafter set forth and, to that end, the undersigned, by these Articles of Incorporation, certifies as follows:

ARTICLE I
DEFINITIONS

The following words and phrases when used in these Articles of Incorporation (unless the context clearly reflects another meaning) shall have the following meanings:

1. "Articles" mean these Articles of Incorporation of Southwind Estates Association, Inc., and any amendments hereto.
2. "Association" means Southwind Estates Association, Inc., a Florida corporation not for profit.
3. "Association Expenses" mean the expenses for which Owners are liable to the Association as described in the Southwind Documents and include, but are not limited to, the costs and expenses incurred by the Association in administering, operating, reconstructing, maintaining, financing, repairing, replacing or improving the Association Property or any portion thereof and improvements thereon and all costs and expenses incurred by the Association in carrying out its powers and duties under the Southwind Documents.
4. "Association Property" means the property more particularly described in the Declaration.
5. "Board" means the Board of Directors of the Association.
6. "Bylaws" mean the Bylaws of the Association and any amendments thereto.
7. "Corporation" means Palm Isles Master Association, Inc., a Florida corporation not for profit, organized to administer the Master Declaration and having as its members the Association and all other associations which administer condominiums and/or non-condominium developments in Palm Isles.
8. "County" means Palm Beach County, Florida.
9. "Declaration" means the Declaration of Protective Covenants, Restrictions and Easements for Southwind Estates, which is intended to be recorded amongst the Public Records, and any amendments thereto.
10. "Developer" means Oriole Homes Corp., a Florida corporation, its successors and assigns.
11. "Director" means a member of the Board.
12. "Dwelling Unit" means a detached zero lot line single-family home located within Southwind Estates.
13. "Lot" or "Lots" mean a portion of the "Subject Property" (as defined in the Declaration) as shown on the Plat, upon which a Dwelling Unit is permitted to be erected.

EXHIBIT "A"

14. "Master Declaration" means the Declaration of Protective Covenants and Restrictions for Palm Isles, which is intended to be recorded amongst the Public Records.

15. "Member" means a member of the Association.

16. "Operating Expenses" mean the expenses for which Owners are liable to the Corporation as described in the Southwind Documents and include, but are not limited to, the costs and expenses incurred by the Corporation in administering, operating, reconstructing, maintaining, repairing and replacing the "Corporation Property" (as defined in the Master Declaration), the use of which is shared by all owners in Palm Isles as set forth in the Master Declaration.

17. "Owner" means the owner(s) of the fee simple title to a Lot.

18. "Palm Isles" means the name given to the planned residential development being developed in stages by Developer in the County in accordance with the "Plan for Development" described in the Master Declaration and as set forth in the Plat to be recorded amongst the Public Records.

19. "Plat" means the plat of Palm Isles to be recorded amongst the Public Records.

20. "Public Records" mean the Public Records of the County.

21. "Southwind Documents" mean in the aggregate the Declaration, these Articles, the Bylaws, the Master Declaration, the Articles of Incorporation and Bylaws of the Corporation, and all of the instruments and documents referred to therein or referred to herein, including, but not limited to, amendments to any of the foregoing, as applicable.

22. "Southwind Estates" means Southwind Estates Association, Inc., the planned residential community comprised of two hundred (200) single family Lots, two (2) lakes and the Association Property which is the subject of the Declaration.

23. "Voting" means a vote by the members (owners) either by a vote in person or by written proxy.

ARTICLE II NAME

The name of this corporation was previously Palm Isles Homeowners Association, Inc. and on March 18, 1991 was amended to be SOUTHWIND ESTATES ASSOCIATION, INC., a Florida corporation not for profit. Its present address is 9545 Palm Isles Drive, Boynton Beach, Florida 33437.

ARTICLE III PURPOSES

The purpose for which this Association is organized is to take title to, operate, administer, manage, lease and maintain the Association Property in accordance with the terms of, and purposes set forth in the Southwind Documents and to carry out the covenants and enforce the provisions of the Southwind Documents.

ARTICLE IV POWERS

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

- A. The Association shall have all of the common law and statutory powers of a corporation not for profit.

B. The Association shall have all of the powers granted to the Association in the Southwind Documents.

C. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

1. To perform any act required or contemplated by it under the Southwind Documents.

2. To make, establish, amend and enforce reasonable rules and regulations governing Southwind Estates and the use of the Association Property.

3. To make, levy and collect assessments for the purpose of obtaining funds from its Members to pay Association Expenses and costs of collection, including the operational expenses of the Association and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association.

4. To administer, manage and operate Southwind Estates and to maintain, repair, replace and operate the Association Property in accordance with the Southwind Documents.

5. To enforce by legal means the obligations of the Members and the provisions of the Southwind Documents.

6. To employ personnel, retain independent contractors and professional personnel and enter into service contracts to provide for the maintenance, operation, administration and management of the Association Property and to enter into any other agreements consistent with the purposes of the Association, including, but not limited to, agreements with respect to professional management of the Association Property and to delegate to such professional management certain powers and duties of the Association.

7. To enter into the Declaration and any amendments thereto and instruments referred to therein.

8. To provide, to the extent deemed necessary by the Board, any and all services and do any and all things which are incidental to or in furtherance of things listed above or to carry out the Association mandate to keep and maintain Southwind Estates in a proper and aesthetically pleasing condition and to provide the Owners with services, amenities, controls and enforcement which will enhance the quality of life at Southwind Estates.

9. To become and continue to be an "Association Member" of the Corporation, as defined in the Articles of Incorporation of the Corporation ("Corporation Articles"), in accordance with the Corporation Articles and Bylaws of the Corporation and other Southwind Documents, and to perform the functions and discharge the duties incumbent upon such membership including, but not limited to, delegating to two (2) persons or entities selected by the Board, one (1) of whom must be an officer of the Association, the functions of representing the Association at the membership meetings of the Corporation as set forth in the Corporation Articles and collecting and transmitting to the Corporation any assessment duly levied thereby.

10. With the exception of legal proceedings for the collection of assessments or other charges which the Owners are obligated to pay pursuant to the Southwind documents, no legal proceedings, whether at the judicial or administrative level, shall be commenced without the prior approval of a majority of the Board of Directors at any regular or special meeting of the Board.

ARTICLE V MEMBERS AND VOTING

The qualification of Members of the Association, the manner of their admission to membership, the manner of the termination of such membership and the manner of voting by Members shall be as follows:

A. Membership in the Association shall be established by the acquisition of ownership of fee title to a Lot as evidenced by the recording of an instrument of conveyance amongst the Public Records. Where title to a Lot is acquired by conveyance from a party by means of sale, gift, inheritance, devise, judicial decree or otherwise, the person, persons or entity thereby acquiring such Lot shall not be a Member unless or until such Owner shall deliver a true copy of a deed or other instrument of acquisition of title to the Association.

B. All Owners shall be Members of the Association and shall be entitled to one (1) vote for each Lot owned.

C. No Member may assign, hypothecate or transfer in any manner his membership in the Association except as an appurtenance to his Lot.

D. Any Member who conveys or loses title to a Lot by sale, gift, devise, bequest, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Lot and shall lose all rights and privileges of a Member resulting from ownership of such Lot.

E. There shall be only one (1) vote for each Lot. If there is more than one Member with respect to a Lot as a result of the fee interest in such Lot being held by more than one person, such Members collectively shall be entitled to only one (1) vote.

Notwithstanding the foregoing provisions, whenever any Lot is owned by a husband and wife they may, but shall not be required to, designate a voting member.

1. Where both are present at a meeting, each shall be regarded as the agent and proxy of the other for purposes of casting the vote for each Lot owned by them. In the event they are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at that meeting.

2. Where only one (1) spouse is present at a meeting, the person present may cast the Lot vote without establishing the concurrence of the other spouse, absent any prior written notice to the contrary by the other spouse. In the event of prior written notice to the contrary to the Association by the other spouse, the vote of said Lot shall not be considered.

3. Where neither spouse is present, the person designated in a "Proxy" (as defined in the Bylaws) signed by either spouse may cast the Lot vote, absent any prior written notice to the contrary to the Association by the other spouse or the designation of a different Proxy by the other spouse. In the event of prior written notice to the contrary to the Association or the designation of a different Proxy by the other spouse, the vote of said Lot shall not be considered.

F. A quorum shall consist of persons entitled to cast at least thirty percent (30%) of the total number of votes either in person or by written proxy.

ARTICLE VI TERM

The term for which this Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar homeowners' association or a public agency having a similar purpose, or any Member may

petition the appropriate circuit court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and its properties in the place and stead of the dissolved Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

ARTICLE VII OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President(s), Secretary and Treasurer.

The Board shall elect from the members of the Board the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President shall be elected from amongst the membership of the Board, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

The names of the officers as of the effective date hereof are as follows:

President	-	Daniel Hammer
First Vice President	-	Hyman Frank
Second Vice President	-	Edward Smooke
Secretary	-	Richard Weinberg
Treasurer	-	Julius Wolf

ARTICLE VIII BOARD OF DIRECTORS

A. The Board of Directors shall consist of five (5) Directors who shall serve staggered two (2) year terms and shall be elected at each annual members meeting in January in accordance with Article III, Section D of the Declaration of Protective Covenants, Restrictions and Easements for Southwind Estates.

B. The Members shall elect the Directors. Every Director or his or her spouse must be a Member. The election of the Board by the Members shall occur at the Annual Meeting of the membership to be called by the Board for such purpose.

C. In the event of a vacancy the remaining Directors shall elect a successor Director to fill the vacancy caused by the resignation or removal of Director. This successor Director shall serve for the remainder of the term of the Director being replaced.

D. In the event of a resignation of a Director who has been elected by the members or the resignation of an officer of the Association, the Association shall remise, release, acquit, satisfy and forever discharge such officer or Director of and from any and all manner of action(s), cause(s) of action, suits, debts, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, claims and demands whatsoever, in law or in equity, which the Association or Members had, now have or will have or which any personal representative, successor, heir or assign of the Association or Members hereafter can, shall or may have against said officer or Director for, upon or by reason of any matter, cause or thing whatsoever from the beginning of the world to the day of such resignation, except for such Director's or officer's willful misconduct, gross negligence, felonies, or misdemeanors.

ARTICLE IX INDEMNIFICATION

Each and every Director and officer of the Association shall be indemnified by the Association against all costs, expenses and liabilities, including attorney and paralegal fees, at all trial and appellate levels and postjudgment proceedings, reasonably incurred by or imposed upon him in connection with any negotiations, proceeding, arbitration, litigation or settlement in which he becomes involved by reason of his being or having been a Director or officer of the Association, and the foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost, expense or liability is incurred. Notwithstanding the above, in the event of any such settlement, the indemnification provisions provided in this Article IX shall not be automatic and shall apply only when the Board approves such settlement and reimbursement for the costs and expenses of such settlement as in the best interest of the Association, and in the event a Director or officer admits or is adjudged guilty of willful misfeasance, malfeasance, felonies, misdemeanors and /or violation of ordinances, in the performance of his duties, the indemnification provisions of this Article IX shall not apply. The foregoing right of indemnification provided in this Article IX shall be in addition to and not exclusive of any and all right of indemnification to which a Director or officer of the Association may be entitled under statute or common law.

ARTICLE X BYLAWS

The Bylaws may be altered, amended or rescinded in the manner provided for in the Bylaws. In the event of any conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE XI AMENDMENTS

No amendment of these Articles of Incorporation may be effectuated unless the following are adhered to:

A. Upon motion of the Board to amend these Articles, and said motion having been approved, the Board shall appoint a committee of five (5) to draft the proposed amendment. (s). At least one such committee member, but not more than two, shall be Board members. Upon the approval by the Board of the committee's draft proposal, a copy of the existing provision(s) and the proposed change (s) shall be sent to each owner via first class mail, together with a notification that a meeting will be held to accept or reject the amendment (s). The notification shall include the date, time and place of the meeting, which date shall not be less than 21 days nor more than 30 days from the date of mailing. The meeting place shall be the Palm Isles Club House. Together with the notification, there shall also be sent to each member, a proxy setting forth that the member is in favor of or is against the amendment (s) and instructing the member to note his/her preference by a check mark. The meeting notification shall note that if the member will not be present at the meeting, then the proxy statement must be returned to the Secretary of the Board (giving Secretary's name and address) so that it reaches the Secretary before the date of the meeting.

As an alternative, the process of amending these Articles may be made upon the petition of forty (40) members, which petition shall contain the following:

- (a) a statement that a provision(s) of the Declaration of Southwind Estates Association, Inc. is sought to be amended;
- (b) the existing provision(s) sought to be amended;
- (c) the proposed amended provision(s);

- (d) a statement that the following owners are in favor of the proposed amendment (s);
- (e) the signature of the members, the member's printed name and address and the date of signing.

The Board shall thereupon act as in paragraph A above, except the Board shall not approve or disapprove the amendment(s), but may make recommendations for or against the proposed amendment(s).

The meeting may not proceed unless there is at least a majority of the members present in person or by proxy. Once such majority has been established, then upon a motion duly made and seconded to submit proposed amendment(s) to a vote, any member may voice his/her opinion of the motion, but due to the fact that some members may vote by proxy the proposed amendment (s) may not be altered. Any number of proposed amendments shall be submitted to the Members and voted upon by them one article at a time. To succeed, the amendment(s) must be approved by sixty percent (60%) of all members.

B. Any instrument amending these Articles shall identify the particular article or articles being amended and shall provide a reasonable method to identify the amendment being made. A certified copy of each such amendment shall be attached to any certified copy of these Articles, and a copy of each amendment certified by the Secretary of State shall be recorded amongst the Public Records.

ARTICLE XII REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Association is 301 Yamato Road, Suite 4150, Boca Raton, FL 33431, and the registered agent of the Association at that address is Spencer M. Sax.