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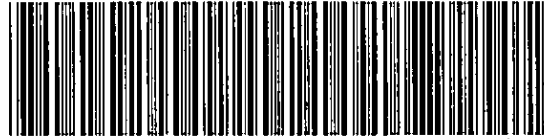
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FIELDS & BACHOVE, PLLC

4440 PGA BOULEVARD, SUITE 308

PALM BEACH GARDENS, FL 33410

PHONE: (561) 625-1200

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GARY D. FIELDS, ESQUIRE

gary@fbhoalaw.com

EVAN R. BACHOVE, ESQUIRE

evan@fbhoalaw.com

February 10, 2021

Florida Department of State

Division of Corporations,

Amendment Section

P.O. Box 6327

Tallahassee, FL 32314

Re: Flagler Estates at Breakers West Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Amendment to Articles of Incorporation for the above referenced Florida corporation. Also enclosed is our check in the amount of \$35.00 for the filing fee. Please file the original and return a stamped copy with your confirmation letter in the enclosed return envelope.

Thank you for your courtesy and cooperation in this regard.

Sincerely,



EVAN R. BACHOVE

ERB:hs (enclosures)

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
FLAGLER ESTATES AT BREAKERS WEST HOMEOWNERS ASSOCIATION, INC.
(Document Number N45445)**

WHEREAS, the Articles of Incorporation of Flagler Estates at Breakers West Homeowners Association, Inc. were filed on October 3, 1991 (referred to herein as the "Articles"); and

WHEREAS, the Articles provide for amendments, as set forth herein; and

NOW THEREFORE, the Articles are hereby amended as follows:

1. It is hereby certified that the attached Amended Articles of Incorporation of Flagler Estates at Breakers West Homeowners Association, Inc. were approved by not less than a majority of the Board of Directors and not less than a majority of the votes of the membership of Flagler Estates at Breakers West Homeowners Association, Inc. at a duly noticed membership meeting on the 25th day of January, 2021, pursuant to Article X of the Articles of Incorporation.

2. The Amended Articles of Incorporation of Flagler Estates at Breakers West Homeowners Association, Inc. are hereby filed and shall replace and supersede the prior version of the Articles. Said Amended Articles of Incorporation of Flagler Estates at Breakers West Homeowners Association, Inc. shall run with the real property subject to the Declaration for Flagler Estates at Breakers West Homeowners Association, Inc., and shall be binding on all parties having any right, title or interest in the said real property or any part thereof, their heirs, successors, and assigns, and shall inure to the benefit and burden of each owner and occupant thereof, subject to any amendments recorded hereafter.

[The remainder of this page intentionally left blank
Signatures and notarizations appear on following pages]

IN WITNESS WHEREOF, the undersigned President and Secretary have executed these Articles of Amendment to Articles of Incorporation this 4th day of February, 2021.

FLAGLER ESTATES AT BREAKERS WEST
HOMEOWNERS ASSOCIATION, INC.

By: Raquel G. Martin
RAQUEL G. MARTIN, President

Attest: _____
_____, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 4 day of February, 2021, by Raquel G. Martin, as President, and _____, as Secretary, respectively, of FLAGLER ESTATES AT BREAKERS WEST HOMEOWNERS ASSOCIATION, INC., who are personally known to me or have produced Id. Card as identification and who did take an oath.

Physical Presence: x

OR

Online Notarization: _____



(Notary Seal)

Luis Garcia
State of Florida
My Commission Expires 01/20/2024
Commission No. GG 948722

Notary Public
State of Florida
My Commission Expires: 01/20/24

IN WITNESS WHEREOF, the undersigned President and Secretary have executed these Articles of Amendment to Articles of Incorporation this 28th day of JANUARY, 2021.

FLAGLER ESTATES AT BREAKERS WEST
HOMEOWNERS ASSOCIATION, INC.

By: _____, President

Attest: Dennis Abboud, Secretary

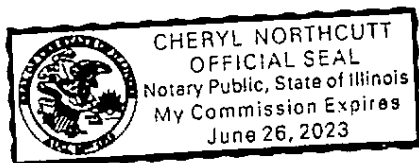
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28th day of JANUARY, 2021, by _____, as President, and Dennis Abboud, as Secretary, respectively, of FLAGLER ESTATES AT BREAKERS WEST HOMEOWNERS ASSOCIATION, INC., who are personally known to me or have produced DRIVERS LICENSE as identification and who did take an oath.

Physical Presence: _____ x _____

OR

Online Notarization: _____



(Notary Seal)

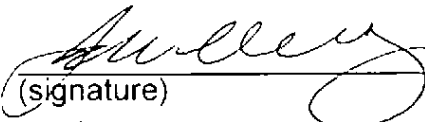
Cheryl Northcutt
Notary Public
State of Florida
My Commission Expires:

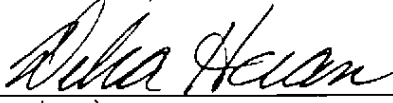
**JOINDER AND CONSENT BY
BREAKERS WEST ASSOCIATION, INC.**

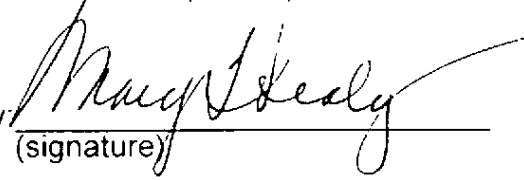
Breakers West Association, Inc., a Florida corporation not for profit, hereby consents to the Amended Articles of Incorporation for Flagler Estates at Breakers West Homeowners Association, Inc., to which this Joinder and Consent is attached.

BREAKERS WEST
ASSOCIATION, INC.

Witnesses:


(signature)
JOHN MAHONEY
(printed name)


(signature)
Debra Horan
(printed name)

By 
(signature)
Mary Healy, President
(printed name, title)

2021 FEB 15 PM 7:28

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26 day of January, 2021 by MARY HEALY, as PRESIDENT of BREAKERS WEST ASSOCIATION, INC., who is personally known to me or has produced as identification and who did take an oath.


Physical Presence: x

OR

Online Notarization:



(Notary Seal)


Notary Public
State of Florida
My Commission Expires:

AMENDED ARTICLES OF INCORPORATION

OF

FLAGLER ESTATES AT BREAKERS WEST

HOMEOWNERS ASSOCIATION, INC.

(A corporation not for profit)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617 (1989) of the Florida Statutes in existence as of the date of filing these Articles with the Secretary of State of Florida; (the "Florida Not for Profit Corporation Act") as well as Chapter 720 of the Florida Statutes (the "HOA Act"), as such statutes may be amended from time to time and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be FLAGLER ESTATES AT BREAKERS WEST HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Sub-Association" and its duration shall be perpetual.

ARTICLE II

PURPOSE

The purpose for which the Sub-Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Sub-Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Sub-Association as defined and set forth in that certain Amended Declaration of Covenants and Restrictions for Flagler Estates at Breakers West (the "Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for Palm Beach County, Florida, including the establishment and enforcement of payment of charges and Assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE III

POWERS

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

Section 1. Common Law and Statutory Powers. The Sub-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.

Section 2. Necessary Powers. The Sub-Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

A. To operate and manage the Sub-Association Property and the Common Property in accordance with the purpose and intent contained in the Declaration;

B. To make and collect Assessments against Members to defray the Common Expenses;

C. To use the proceeds of Assessments in the exercise of its powers and duties;

D. To maintain, repair, replace and operate the Common Property;

E. To reconstruct Improvements upon the Property after casualty and to further improve the Property;

F. To make and amend By-Laws for the Sub-Association and regulations respecting the use of the Property;

G. To pay all taxes and other assessments which are liens against the Common Property;

H. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Regulations for the use of the Property;

I. To provide for management and maintenance and to authorize a management entity to assist the Sub-Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and maintenance of the Common Property. For purposes of landscaping, maintenance and repair of the Common Property, the Sub-Association may employ the same management entity as is employed by the Association. The Sub-Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules, and the execution of contracts on behalf of the Sub-Association;

J. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Sub-Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Sub-Association shall be distributed to the Members, directors, or officers of the Sub-Association.

Section 4. Limitations. The powers of the Sub-Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

MEMBERSHIP

Qualification for, and admission to, membership in the Sub-Association shall be regulated by the Declaration and the By-Laws of the Sub-Association.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Sub-Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than ~~nine (9)~~ five (5) directors. ~~Until such time as Declarant relinquishes control of the Sub-Association, as described in the Declaration, Declarant shall have the right to appoint all members of the Board of Directors and to approve the appointment of all officers of the Sub-Association and no action of the membership of the Sub-Association shall be effective unless, and until, approved by the Declarant. Further, until turnover of control by Declarant, as aforesaid, no director or officer need be a Member of the Sub-Association. After turnover of control of the Sub-Association, and so long as Declarant owns any property within Breakers West, Declarant shall have the right to appoint one (1) member of the Board of such director need not be a Member of the Sub-Association, however, all other~~ All directors and all officers must be Members of the Sub-Association or a spouse of a Member or an unmarried significant other of a Member who resides in the Dwelling for at least as long as the Member resides there. Provided, however, that the Sub-Association representative who sits on the Board of Directors for the Association must be a Member of the Sub-Association. The number of directors constituting the initial Board is four (4) and they shall serve until such time as Declarant relinquishes control of the Sub-Association or until replaced by Declarant.

~~Commencing with the first annual meeting of Members following the date on which Declarant relinquishes control of the Sub-Association. The Sub-Association shall use its best efforts to maintain five (5) persons on the Board of Directors. Notwithstanding the foregoing, in the event there are no nominees qualified (pursuant to this Article V or in the By-Laws) or elected to fill a vacancy on the Board of Directors, then the Board of Directors may consist of fewer than five (5) persons, provided that at no time shall the Board of Directors consist of less than three (3) persons. The directors shall be elected by the Members of the Sub Association at the annual meeting or appointed by the remaining directors in accordance with the By-Laws or Florida law, except that Declarant shall have the right to appoint one (1) member of the Board of Directors, as described hereinabove. The Declarant shall be entitled at any time, and from time to time, to remove or replace any director originally appointed by the Declarant. The Declarant may waive or relinquish in whole or in part any of its rights to appoint any one or more of the directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors:~~

Name	Address
Gerald J. Wygant	Post Office Box 910 One South County Road Palm Beach, Florida 33480
Henry Barnes	Post Office Box 910 One South County Road Palm Beach, Florida 33480
Paul N. Leone	Post Office Box 910 One South County Road Palm Beach, Florida 33480
William Yeargin	Post Office Box 910 One South County Road Palm Beach, Florida 33480

ARTICLE VI

OFFICERS

Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the By-Laws. ~~Until such time as Declarant relinquishes control of the Sub-Association, as provided in the Declaration, however, Declarant shall have the right to approve all of the officers elected.~~ The initial officers shall consist of a President, Vice-President, Secretary and Treasurer. ~~The following persons shall serve as Officers until the first election:~~

<u>Name</u>	<u>Title</u>
Gerald J. Wygant	President
Paul N. Leone	Vice President
William Yeargin	Vice President
Henry Barnes	Secretary/Treasurer

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and officer of the Sub-Association shall be indemnified by the Sub-Association as provided in this section and in the Declaration.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of the Sub-Association is:

<u>Name</u>	<u>Address</u>
HUGH W. PERRY, ESQ.	Gunster, Yoakley & Stewart, P.A. 777 S. Flagler Dr., Ste. 500 West Palm Beach, FL 33402-4587

ARTICLE IX

BY-LAWS

The By-Laws of the Sub-Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws

conflict with these Articles of Incorporation or the Declaration and provided further that no amendment, alteration or rescission may be made which affects the rights or privileges of any Institutional Mortgagee, without the express prior written consent of the Institutional Mortgagee so affected, and provided further that no amendment, alteration or rescission, of the By-Laws shall be made without the Association's prior written approval. ~~Until such time as Declarant relinquishes control of the Sub-Association, no amendments to the By-Laws shall be effective unless Declarant shall have joined in and consented thereto in writing.~~ Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE X

AMENDMENTS

These Articles of Incorporation of the Sub-Association may be amended, altered or rescinded ~~as provided in the Florida Not-for Profit Corporation Act~~ with the approval of a majority of the Members, obtained by written consent or by a vote at a membership meeting, provided however, that no such amendments shall conflict with the terms of the Declaration ~~or adversely affect the rights of Declarant, without Declarant's prior written approval;~~ and provided further that no amendment, alteration or rescission may be made which affects the rights or privileges of any Institutional Mortgagee, without the express prior written consent of the Institutional Mortgagee so affected, and provided further that no amendment, alteration or rescission of these Articles shall be made without the Association's prior written approval. Any attempt to amend contrary to these prohibitions shall be of no force or effect.

ARTICLE XI

REGISTERED AGENT AND REGISTERED OFFICE

The name of the ~~initial~~ registered agent shall be ~~Henry Barnes~~ Evan Bachove Esquire and the street address of the registered office of the Sub-Association shall be ~~9406 Okeechobee Blvd. West Palm Beach,~~ 4440 PGA Blvd., Suite 308, Palm Beach Gardens, Florida 33410~~4~~. The Sub-Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

ARTICLE XII

ADDRESS

The principal place of business or mailing address of the Sub-Association shall be:

~~9406 Okeechobee Boulevard~~

~~West Palm Beach, FL 33411~~

c/o Davenport Property Management

6620 Lake Worth Road, Suite F

Lake Worth, FL 33467

The Sub-Association shall have the right to designate subsequent principal places of business or mailing addresses without amending these Articles of Incorporation.

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
FLAGLER ESTATES AT BREAKERS WEST HOMEOWNERS ASSOCIATION, INC.
(Document Number N45445)**

WHEREAS, the Articles of Incorporation of Flagler Estates at Breakers West Homeowners Association, Inc. were filed on October 3, 1991 (referred to herein as the "Articles"); and

WHEREAS, the Articles provide for amendments, as set forth herein; and

NOW THEREFORE, the Articles are hereby amended as follows:

1. It is hereby certified that the attached Amended Articles of Incorporation of Flagler Estates at Breakers West Homeowners Association, Inc. were approved by not less than a majority of the Board of Directors and not less than a majority of the votes of the membership of Flagler Estates at Breakers West Homeowners Association, Inc. at a duly noticed membership meeting on the 25th day of January, 2021, pursuant to Article X of the Articles of Incorporation.

2. The Amended Articles of Incorporation of Flagler Estates at Breakers West Homeowners Association, Inc. are hereby filed and shall replace and supersede the prior version of the Articles. Said Amended Articles of Incorporation of Flagler Estates at Breakers West Homeowners Association, Inc. shall run with the real property subject to the Declaration for Flagler Estates at Breakers West Homeowners Association, Inc., and shall be binding on all parties having any right, title or interest in the said real property or any part thereof, their heirs, successors, and assigns, and shall inure to the benefit and burden of each owner and occupant thereof, subject to any amendments recorded hereafter.

[The remainder of this page intentionally left blank
Signatures and notarizations appear on following pages]

2021 FEB 15 PM 7:28

IN WITNESS WHEREOF, the undersigned President and Secretary have executed these Articles of Amendment to Articles of Incorporation this 4th day of February, 2021.

FLAGLER ESTATES AT BREAKERS WEST
HOMEOWNERS ASSOCIATION, INC.

By: Raquel G. Martin
RAQUEL G. MARTIN, President

Attest: _____
_____, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 4 day of February, 2021, by Raquel G. Martin, as President, and _____, as Secretary, respectively, of FLAGLER ESTATES AT BREAKERS WEST HOMEOWNERS ASSOCIATION, INC., who are personally known to me or have produced _____ as identification and who did take an oath.

Physical Presence: x

OR

Online Notarization: _____



(Notary Seal)

Luis Garcia
State of Florida
My Commission Expires 01/20/2024
Commission No. GG 948722

[Signature]

Notary Public
State of Florida
My Commission Expires: 01/20/2024

IN WITNESS WHEREOF, the undersigned President and Secretary have executed these Articles of Amendment to Articles of Incorporation this 28th day of JANUARY, 2021.

FLAGLER ESTATES AT BREAKERS WEST
HOMEOWNERS ASSOCIATION, INC.

By: _____, President

Attest: Dennis Abboud, Secretary

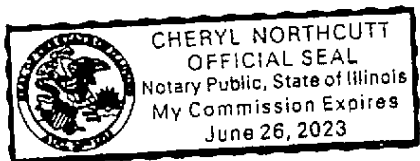
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28th day of JANUARY, 2021, by Dennis Abboud, as Secretary, respectively, of FLAGLER ESTATES AT BREAKERS WEST HOMEOWNERS ASSOCIATION, INC., who are personally known to me or have produced DRIVERS LICENSE as identification and who did take an oath.

Physical Presence: _____ x

OR

Online Notarization: _____



(Notary Seal)

Cheryl Northcutt
Notary Public
State of Florida
My Commission Expires:

**JOINDER AND CONSENT BY
BREAKERS WEST ASSOCIATION, INC.**

Breakers West Association, Inc., a Florida corporation not for profit, hereby consents to the Amended Articles of Incorporation for Flagler Estates at Breakers West Homeowners Association, Inc., to which this Joinder and Consent is attached.

Witnesses:

[Signature]
(signature)

JOHN MAHONEY
(printed name)

[Signature]
(signature)

Debra Horan
(printed name)

BREAKERS WEST
ASSOCIATION, INC.

By [Signature]
(signature)

Mary Healy, President
(printed name, title)

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26 day of January, 2021 by MARY HEALY, as PRESIDENT of BREAKERS WEST ASSOCIATION, INC., who is personally known to me or has produced _____ as identification and who did take an oath.

Physical Presence: x

OR

Online Notarization: _____



(Notary Seal)

[Signature]

Notary Public
State of Florida
My Commission Expires:

AMENDED ARTICLES OF INCORPORATION
OF
FLAGLER ESTATES AT BREAKERS WEST
HOMEOWNERS ASSOCIATION, INC.

(A corporation not for profit)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit under Chapter 617 (1989) of the Florida Statutes ~~in existence as of the date of filing these Articles with the Secretary of State of Florida, (the "Florida Not for Profit Corporation Act")~~ as well as Chapter 720 of the Florida Statutes (the "HOA Act"), as such statutes may be amended from time to time and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be FLAGLER ESTATES AT BREAKERS WEST HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Sub-Association" and its duration shall be perpetual.

ARTICLE II

PURPOSE

The purpose for which the Sub-Association is organized is to engage as a non-profit organization in protecting the value of the property of the Members of the Sub-Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Sub-Association as defined and set forth in that certain Amended Declaration of Covenants and Restrictions for Flagler Estates at Breakers West (the "Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for Palm Beach County, Florida, including the establishment and enforcement of payment of charges and Assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

ARTICLE III

POWERS

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

Section 1. Common Law and Statutory Powers. The Sub-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.

Section 2. Necessary Powers. The Sub-Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

A. To operate and manage the Sub-Association Property and the Common Property in accordance with the purpose and intent contained in the Declaration;

B. To make and collect Assessments against Members to defray the Common Expenses;

C. To use the proceeds of Assessments in the exercise of its powers and duties;

D. To maintain, repair, replace and operate the Common Property;

E. To reconstruct Improvements upon the Property after casualty and to further improve the Property;

F. To make and amend By-Laws for the Sub-Association and regulations respecting the use of the Property;

G. To pay all taxes and other assessments which are liens against the Common Property;

H. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Regulations for the use of the Property;

I. To provide for management and maintenance and to authorize a management entity to assist the Sub-Association in carrying out its powers and duties by performing such functions as the collection of Assessments, preparation of records, enforcement of rules and maintenance of the Common Property. For purposes of landscaping, maintenance and repair of the Common Property, the Sub-Association may employ the same management entity as is employed by the Association. The Sub-Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of Assessments, the promulgation of rules, and the execution of contracts on behalf of the Sub-Association;

J. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Sub-Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Sub-Association shall be distributed to the Members, directors, or officers of the Sub-Association.

Section 4. Limitations. The powers of the Sub-Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV MEMBERSHIP

Qualification for, and admission to, membership in the Sub-Association shall be regulated by the Declaration and the By-Laws of the Sub-Association.

ARTICLE V BOARD OF DIRECTORS

The affairs of the Sub-Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than ~~nine (9)~~ five (5) directors. ~~Until such time as Declarant relinquishes control of the Sub-Association, as described in the Declaration, Declarant shall have the right to appoint all members of the Board of Directors and to approve the appointment of all officers of the Sub-Association and no action of the membership of the Sub-Association shall be effective unless, and until, approved by the Declarant. Further, until turnover of control by Declarant, as aforesaid, no director or officer need be a Member of the Sub-Association. After turnover of control of the Sub-Association, and so long as Declarant owns any property within Breakers West, Declarant shall have the right to appoint one (1) member of the Board of such director need not be a Member of the Sub-Association, however, all other~~ All directors and all officers must be Members of the Sub-Association or a spouse of a Member or an unmarried significant other of a Member who resides in the Dwelling for at least as long as the Member resides there. Provided, however, that the Sub-Association representative who sits on the Board of Directors for the Association must be a Member of the Sub-Association. ~~The number of directors constituting the initial Board is four (4) and they shall serve until such time as Declarant relinquishes control of the Sub-Association or until replaced by Declarant.~~

~~Commencing with the first annual meeting of Members following the date on which Declarant relinquishes control of the Sub-Association. The Sub-Association shall use its best efforts to maintain five (5) persons on the Board of Directors. Notwithstanding the foregoing, in the event there are no nominees qualified (pursuant to this Article V or in the By-Laws) or elected to fill a vacancy on the Board of Directors, then the Board of Directors may consist of fewer than five (5) persons, provided that at no time shall the Board of Directors consist of less than three (3) persons. The directors shall be elected by the Members of the Sub Association at the annual meeting or appointed by the remaining directors in accordance with the By-Laws or Florida law, except that Declarant shall have the right to appoint one (1) member of the Board of Directors, as described hereinabove. The Declarant shall be entitled at any time, and from time to time, to remove or replace any director originally appointed by the Declarant. The Declarant may waive or relinquish in whole or in part any of its rights to appoint any one or more of the directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors:~~

Name	Address
Gerald J. Wygant	Post Office Box 910 One South County Road Palm Beach, Florida 33480
Henry Barnes	Post Office Box 910 One South County Road Palm Beach, Florida 33480
Paul N. Leone	Post Office Box 910 One South County Road Palm Beach, Florida 33480
William Yeargin	Post Office Box 910 One South County Road Palm Beach, Florida 33480

ARTICLE VI

OFFICERS

Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the By-Laws. ~~Until such time as Declarant relinquishes control of the Sub-Association, as provided in the Declaration, however, Declarant shall have the right to approve all of the officers elected.~~ The initial officers shall consist of a President, Vice-President, Secretary and Treasurer. ~~The following persons shall serve as Officers until the first election:~~

<u>Name</u>	<u>Title</u>
Gerald J. Wygant	President
Paul N. Leone	Vice President
William Yeargin	Vice President
Henry Barnes	Secretary/Treasurer

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and officer of the Sub-Association shall be indemnified by the Sub-Association as provided in this section and in the Declaration.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of the Sub-Association is:

<u>Name</u>	<u>Address</u>
HUGH W. PERRY, ESQ.	Gunster, Yoakley & Stewart, P.A. 777 S. Flagler Dr., Ste. 500 West Palm Beach, FL 33402-4587

ARTICLE IX

BY-LAWS

The By-Laws of the Sub-Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws

conflict with these Articles of Incorporation or the Declaration and provided further that no amendment, alteration or rescission may be made which affects the rights or privileges of any Institutional Mortgagee, without the express prior written consent of the Institutional Mortgagee so affected, and provided further that no amendment, alteration or rescission, of the By-Laws shall be made without the Association's prior written approval. ~~Until such time as Declarant relinquishes control of the Sub-Association, no amendments to the By-Laws shall be effective unless Declarant shall have joined in and consented thereto in writing.~~ Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE X

AMENDMENTS

These Articles of Incorporation of the Sub-Association may be amended, altered or rescinded ~~as provided in the Florida Not for Profit Corporation Act~~ with the approval of a majority of the Members, obtained by written consent or by a vote at a membership meeting. provided however, that no such amendments shall conflict with the terms of the Declaration ~~or adversely affect the rights of Declarant, without Declarant's prior written approval;~~ and provided further that no amendment, alteration or rescission may be made which affects the rights or privileges of any Institutional Mortgagee, without the express prior written consent of the Institutional Mortgagee so affected, and provided further that no amendment, alteration or rescission of these Articles shall be made without the Association's prior written approval. Any attempt to amend contrary to these prohibitions shall be of no force or effect.

ARTICLE XI

REGISTERED AGENT AND REGISTERED OFFICE

The name of the ~~initial~~ registered agent shall be ~~Henry Barnes~~ Evan Bachove, Esquire and the street address of the registered office of the Sub-Association shall be ~~9406 Okeechobee Blvd. West Palm Beach.~~ 4440 PGA Blvd., Suite 308, Palm Beach Gardens, Florida 33410. The Sub-Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

ARTICLE XII

ADDRESS

The principal place of business or mailing address of the Sub-Association shall be:

~~9406 Okeechobee Boulevard~~

~~West Palm Beach, FL 33411~~

c/o Davenport Property Management

6620 Lake Worth Road, Suite F

Lake Worth, FL 33467

The Sub-Association shall have the right to designate subsequent principal places of business or mailing addresses without amending these Articles of Incorporation.