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July 18, 2000

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

Attention: Amendments

**Re: Articles of Amendment to Articles of Incorporation of Greenbriar of
Wycliffe Homeowners' Association, Inc.**

Dear Gentlemen:

Please find enclosed the original Articles of Amendment to the Articles of Incorporation of the Greenbriar of Wycliffe Homeowners' Association, Inc., along with the Association's check in the amount of \$35.00. Please record the Amendment and return a copy of the Amendment in the enclosed self-addressed envelope. Thank you for your assistance in this matter.

Sincerely,


DAVID A. CORE
For the Firm

DAC/jc

FILED
00 JUL 21 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS JUL 26 2000

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
OF

GREENBRIAR OF WYCLIFFE HOMEOWNERS' ASSOCIATION, INC.

FILED
00 JUL 21 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.

FIRST: Amendment(s) adopted: See Attached

SECOND: On MAY 30, 2000, the above Amendment(s) were adopted by the members and the number of votes cast for the amendment was sufficient for approval

Dated July 11, 2000.

GREENBRIAR OF WYCLIFFE
HOMEOWNERS' ASSOCIATION, INC.

By:

Robert Epstein
Robert Epstein, President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR

GREENBRIAR OF WYCLIFFE HOMEOWNERS' ASSOCIATION, INC.
(a corporation not-for-profit)

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I. - NAME

The name of the corporation shall be GREENBRIAR OF WYCLIFFE HOMEOWNERS' ASSOCIATION, INC. (the "Association").

ARTICLE II.

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and mailing address of the corporation shall be 4150 Wycliffe Country Club Boulevard, Lake Worth, Florida 33467. c/o Lang Management, 7556 Lake Worth Road, Suite 103, Lake Worth, Florida 33467.

ARTICLE III. - PURPOSE(S)

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To promote the health, safety and social welfare of the Owners of Property within that residential area referred to as Greenbriar at Wycliffe and described in the Declaration of Restrictions and Protective Covenants for Greenbriar at Wycliffe (the "Declaration") executed contemporaneously herewith by Sundial Joint Venture, a Florida general partnership, to be recorded in the Public Records of Palm Beach County, Florida.
2. To own and maintain, repair and replace the general and/or Common Area, sidewalks and/or access paths, streets and other Common Area structures, landscaping and other improvements in and/or benefitting the property for which the obligation to maintain and repair has been delegated and accepted.
3. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings and improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in the Property, as well as the alteration, improvement,

addition or change thereto.

4. To insure compliance under the Master Land Use Plan under the Planned Unit Development Ordinances of Palm Beach County, Florida, applicable to the Property.

5. To provide or provide for private security, fire protection and such other services as the responsibility for which has been accepted by the Association, and the capital improvements and equipment related thereto.

6. To operate without profit for the benefit of its members.

7. To perform those functions reserved by the Association in the Declaration.

8. To insure compliance with the provisions of the Declaration of Covenants, Conditions and Restrictions for Wycliffe Golf and Country Club, and with the Articles of Incorporation, the By-Laws and the Rules and Regulations of the Wycliffe Community Association, Inc.

ARTICLE IV. - GENERAL POWERS

The general powers that the Association shall have are as follows:

1. To hold funds solely and exclusively for the benefit of the members for the purposes set forth in these Articles of Incorporation.

2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

3. To delegate power or powers where such is deemed in the interest of the Association.

4. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out, contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

5. To affix assessments to be levied against Lots within the Property and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

6. To charge recipients for services rendered by the Association and the user for use of Association Property where such is deemed appropriate by the Board of Directors of the

Association.

7. To pay taxes and other charges, if any, on or against the Common Area.
8. To have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.
9. Maintain, repair, replace, operate and manage Association Properties, and, if deemed necessary or reasonable by the Association, to reconstruct improvements after casualty and to improve and add to the Association Properties.
10. To join any elective associations or partnerships; provided, however, for so long as Developer owns any lot within the Property, the Developer shall appoint a representative(s) to such elective association or partnership. After Developer no longer owns any Lot within the Property, representatives(s) shall be designated by vote of the Board of Directors.

ARTICLE V. -

MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the By-laws of the Association.

ARTICLE VI. - MEMBERS

The Members shall consist of the record owners of Lots in the Property. ~~There shall be two classes of Members as follows:~~

~~A. Class A Members. Class A Members shall be all those Owners of the fee simple title to any Lot within the Property, other than the Developer. Class A Members shall be entitled to one vote for each lot for which they are the record owner of a fee or undivided fee interest. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised by one such Member but in no event shall more than one vote be cast with respect to any such Lot.~~

~~B. Class B Member. The Class B Member shall be the Developer. The Class B Member shall be entitled to one vote for each Lot for which it is the record title holder of a fee or undivided fee interest, provided, however, the Class B Member shall have the right to elect the entire Board of Directors of the Association until the first to occur of the following:~~

~~a. One hundred twenty days (120) days after ninety percent (90%) of the Lots have been conveyed to Purchasers;~~

~~b. Three (3) years after the first Lot has been conveyed.~~

~~The Class B Member shall have the right to appoint one member of the Board of Directors for~~

~~so long as the Developer owns any portion of the Properties.~~

ARTICLE VII. - DIRECTORS

The Board of Directors of the Corporation shall be comprised of at least three (3) five (5) directors, who must be members of the Association. The Directors elected by the members shall have staggered terms, commencing with the annual meeting and election of Directors in 2000. To accomplish the staggered terms, the following election procedure shall apply to the election of five (5) Directors by members at the 2000 annual meeting of members and election of Directors. The three (3) Directors receiving the highest number of votes shall be elected for a two (2) year term. The two (2) remaining Directors elected shall be elected for a one (1) year term. All Directors elected after the 2000 annual meeting and election of Directors shall be elected for two (2) year terms.

The election procedures shall be in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

~~The initial members of the Board of Directors and their street addresses are:~~

- ~~1. Richard A. Jerman
4150 Wycliffe Country Club Blvd.
Lake Worth, FL 33467~~
- ~~2. Paulette R. Mortimer
4150 Wycliffe Country Club Blvd.
Lake Worth, FL 33467~~
- ~~3. Peter M. Brestovan
4150 Wycliffe Country Club Blvd.
Lake Worth, FL 33467~~

~~As long as Developer shall have the right to appoint the Board of Directors, Directors need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Developer shall serve at the pleasure of the Developer, and may be removed from office, and a successor Director may be appointed at any time by the Developer. At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years, with the other elected Directors to serve for a term of one (1) year. Elections shall be by plurality votes. All Directors shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them. Any Director appointed by the Class B Member shall serve at the pleasure of the Class B Member and may not be removed except by action of the Class B Member, and may be removed from office, and a successor director may be appointed, at any time by the Class B Member.~~

ARTICLE VIII. - OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the By-Laws. ~~The names of the Officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified are:~~

President/Treasurer	Richard A. Jerman
Vice President/Secretary	Paulette R. Mortimer

ARTICLE IX. -

INITIAL REGISTERED AGENT AND STREET ADDRESS

~~The street address of the Corporation's initial registered office is: 4150 Wycliffe Country Club Blvd., Lake Worth, FL 33467 and the name of the initial Registered Agent at such address is: Richard A. Jerman.~~ The address of the Corporation's registered office is: c/o Lang Management, 7556 Lake Worth Road, Suite 103, Lake Worth, FL 33467

ARTICLE X. - INCORPORATOR

The name and street address of the Incorporator for these Articles of Incorporation is: Richard A. Jerman, 4150 Wycliffe Country Club Blvd., Lake Worth, FL 33467.

ARTICLE XI. - CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE XII. - BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles.

ARTICLE XIII. -

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

These Articles and By-Laws may be altered, amended or repealed by vote of a majority of the Board of Directors. ~~No amendment affecting the Developer or its successor or assign of Developer of the Property shall be effective without the prior written consent of said Director or its successors or assigns, as Developer.~~

ARTICLE XIV. -

INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

a. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity of Director or officer of the Association, or in his capacity as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of no lo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

b. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable

ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XV. -

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. No contract or transaction between the Association and one (1) or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or Officers are directors or officers, or have a financial interest, shall be valid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XVI. - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization of organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine.

The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Chapter 617 of the Florida Statutes, and approved by two-thirds (2/3) of the voting rights of the Members of the Association.

ARTICLE XVI. - NET EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these

Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

END OF AMENDMENTS