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April 14, 2004

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

**Re: Vintage Oaks Property Owners Association, Inc.
Articles of Amendment to Articles of Incorporation
Our File No. 2143.01**

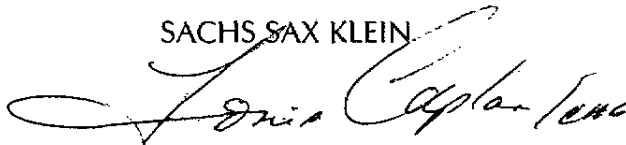
Ladies and Gentlemen:

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 \$35.00. 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\Vintage Oaks\Letter\Secretary of State 04-14-04.wpd

Exhibit "A"

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VINTAGE OAKS PROPERTY OWNERS ASSOCIATION, INC.**

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04 APR 19 AM 11:25

CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby executes and adopts the following Amended and Restated Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be Vintage Oaks Property Owners Association, Inc. (hereinafter referred to as the "Association"). Its principal office shall be c/o Lang Management Company, 21045 Commercial Trail, Boca Raton, Florida 33486, or at such other place as may be designated, from time to time, by the Board of Directors.

**ARTICLE II
DURATION**

The period of duration of the Association is perpetual.

**ARTICLE III
PURPOSE**

The purpose for which the Association is organized is to further the interests of the Members, including without limitation maintenance of property owned by, dedicated to or agreed to be maintained by the Association, and the protection of private property; to exercise all powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants, Conditions and Restrictions for Vintage Oaks Property Owners Association, Inc. (the "Declaration") to be recorded in the public records of Palm Beach County, Florida, including the establishment and enforcement of payment of Assessments and fines contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Owners and their private property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

**ARTICLE IV
POWERS**

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

Section 1. Common Law and Statutory Powers.

The Association shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers.

The Association shall have all of the powers reasonably necessary to exercise its rights and powers to implement its purpose, including, without limitation, the following:

The power to fix, levy and collect Assessments against Private Property, as provided for in the Declaration.

The power to expend monies collected for the purpose of paying the expenses of the Association.

The power to manage, control, operate, maintain, repair and improve the Common Areas.

The power to purchase supplies, material and lease equipment required for the maintenance, repair, replacement, operation and management of the Common Areas.

The power to insure and keep insured the Common Areas as provided in the Declaration.

The power to employ the personnel required for the operation and management of the Association and the Common Areas.

The power to pay utility bills for utilities serving the Common Areas.

The power to pay all taxes and assessments which are liens against the Common Areas.

The power to establish and maintain a reserve fund for capital improvements, repairs and replacements.

The power to control and regulate the use of the Properties.

The power to make reasonable rules and regulations and to amend the same from time to time.

The power to enforce by any legal means the provisions of these Articles, the By-Laws, the Declaration and the rules and regulations promulgated by the Association from time to time.

The power to borrow money and to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided

in the By-Laws.

The power to appoint committees as the Board of Directors may deem appropriate.

The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin, seek damages from Owners and others for violation of the provisions of the Declaration, these Articles of Incorporation, the By-Laws or the rules and regulations.

The power to bring suit and to litigate on behalf of the Association and the Members.

The power to adopt, alter and amend or repeal the By-Laws of the Association as may be desirable or necessary for the property management of the Association.

The power to provide any and all supplemental municipal services as may be necessary or property.

The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

Section 3. Funds and Title to Properties.

All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association. Nothing herein shall prohibit the Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Association.

Section 4. Limitations.

The powers of the Association shall be subject to and exercised in accordance with the provisions of the Declaration, and subject to the terms and provisions of the Master Declaration of Protective Covenants, Conditions and Restrictions for The Polo Club of Boca Raton Property Owners Association..

ARTICLE V QUALIFICATIONS OF MEMBERSHIP

The qualifications for members and the manner of admission shall be as provided by the By-Laws of the Association.

**ARTICLE VI
VOTING RIGHTS**

The right to vote on Association matters shall be exercised by the Members as provided in the Declaration and By-Laws.

**ARTICLE VII
LIABILITY FOR DEBTS**

Neither the Members nor the officers or directors of the Association shall be liable for the debts of the Association.

**ARTICLE VIII
BOARD OF DIRECTORS**

Section 1. The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association, as are more fully set forth in the Declaration and the By-Laws of the Association.

Section 2. The number of Directors, the method of election and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of the Association.

**ARTICLE IX
BY-LAWS**

The By-Laws of the 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.

**ARTICLE X
CONSTRUCTION**

These Articles of Incorporation and the By-Laws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the By-Laws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the By-Laws.

**ARTICLE XI
ORIGINAL INCORPORATOR**

The name and address of the original incorporator is as follows:

<u>Name</u>	<u>Address</u>
Peter L. Breton	625 North Flagler Drive. Ninth Floor West Palm Beach, FL 33401

**ARTICLE XII
INDEMNIFICATION**

The Association shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by applicable Florida Statutes, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of Members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, director or committee member of the Association may be entitled.

**ARTICLE XIII
OFFICERS**

The affairs of the Association shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one (1) year, a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time determine appropriate.

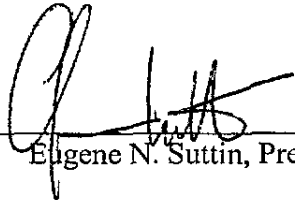
**ARTICLE XIV
AMENDMENT**

Until the Turnover Date (as defined in the Declaration), the Declarant may amend these Articles of Incorporation in its sole and absolute discretion. After the turnover date, amendment to these Articles of Incorporation shall require the affirmative vote of Members casting a majority of the total votes in the Association in favor of such amendment.

**ARTICLE XV
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the registered agent shall be Louis Caplan, Esq., and the street address of the registered office of the Association shall be 301 Yamato Rd., Suite 4150, Boca raton, Florida 33431, and who shall be the registered agent until a change of registered agent is made in the sole discretion of the Board of Directors and filed with the State.

IN WITNESS WHEREOF, the undersigned President has executed these Articles of Incorporation this 13 day of April, 2004.

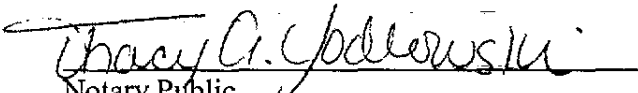


Eugene N. Suttin, President

STATE OF FLORIDA :
: SS.
COUNTY OF PALM BEACH :

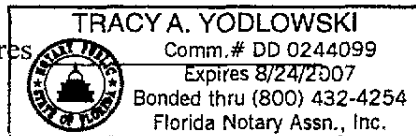
The foregoing Articles of Incorporation were acknowledged before me by Eugene N. Suttin, as President of Vintage Oaks Property Owners Association, Inc. He is personally known to me or produced _____ as identification.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my seal under the laws of the State of Florida this 13 day of April, 2004.



Notary Public
State of Florida

My Commission expires



**CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

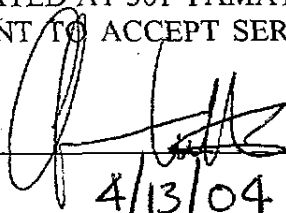
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST – THAT VINTAGE OAKS PROPERTY OWNERS ASSOCIATION, INC. DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT c/o LANG MANAGEMENT COMPANY, 21045 COMMERCIAL TRAIL, BOCA RATON, FLORIDA 33486.

SECOND – LOUIS CAPLAN, ESQ., LOCATED AT 301 YAMATO RD., SUITE 4150, BOCA RATON, FLORIDA 33431, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

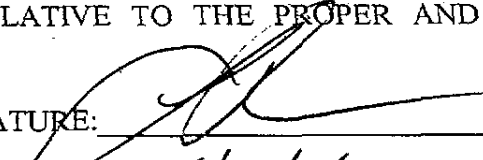
DATE: _____


4/13/04

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

DATE: _____


4/14/04

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
VINTAGE OAKS PROPERTY OWNERS ASSOCIATION, INC.**

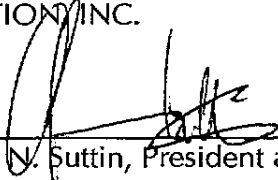
Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

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

SECOND: There are no members entitled to vote on the Amendments. The Amendments were adopted by the Board of Directors on April 13, 2004.

DATED: April 13, 2004.

VINTAGE OAKS PROPERTY OWNERS
ASSOCIATION, INC.

By: 
Eugene N. Suttin, President and Secretary