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OF COUNSEL
GEORGE SCHWIND, P.A.

July 29, 1999

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*****87.50 *****87.50

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

RE: ARTICLES OF INCORPORATION FOR PGA NATIONAL GOLF CLUB ESTATES NEIGHBORHOOD ASSOCIATION, INC.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for PGA National Golf Club Estates Neighborhood Association, Inc. Please accept said Articles for filing and return a Certified Copy and Certificate of Status to the undersigned. Also enclosed is the firm's check in the amount of \$87.50 to cover the fees for the above.

Should you have any questions or comments, please do not hesitate to contact me.

Sincerely,



SCOTT A. STOLOFF
For the Firm

SAS/hn
Enclosures
1455ART.SEC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SEAL OF THE STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PGA NATIONAL GOLF CLUB ESTATES
NEIGHBORHOOD ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: PGA National Golf Club Estates Neighborhood Association, Inc., hereinafter referred to as the "association."

ARTICLE II DEFINITIONS

The terms used herein and in the Bylaws shall have the following meanings:

“Board” shall mean the Board of Directors of the association.

“Lot” shall mean the platted lot shown on the Plat.

“Member” shall mean a member of the association.

“Owner” shall mean the record owner (whether one or more persons or entities) of fee simple title to any Lot.

“Plat” shall mean Plat No. 1 PGA Golf Club Estates, recorded in Plat Book 27, pages 206 and 207 of the Public Records of Palm Beach County, Florida.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Howard Debs
PGA National Golf Club Estates
Neighborhood Association, Inc.
4238 Magnolia Street
Palm Beach Gardens, Florida 33418

ARTICLE IV PURPOSES AND POWERS

The purposes of the association include the promotion of health, safety, welfare and recreational interests of the residents of PGA National Golf Club Estates, as well as the protection of the property values of PGA National Golf Club Estates.

The association, acting through its Board of Directors, shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the Articles as well as all powers reasonably necessary to operate the association as set forth in the Bylaws, as it may be amended from time to time.

ARTICLE V MEMBERSHIP AND VOTING INTEREST

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 voluntarily by the acquisition of ownership of fee title to a Lot in the area designated as PGA National Golf Club Estates pursuant to Plat No. 1, PGA Golf Club Estates, recorded in Plat Book 27, Pages 206 and 207 of the Public Records of Palm Beach, Florida, and payment of the charges levied by the association. Ownership of a Lot shall be evidenced by the recording of an instrument of conveyance amongst the Public Records of Palm Beach County and the delivery to the association of a copy of such instrument, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a Member.

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

C. 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.

D. Any Member who fails to pay any charge levied by the association shall no longer be a Member with respect to such Lot and shall lose all rights and privileges of a Member. A Member shall be reinstated when all charges are paid in full.

D. 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. The vote of the Owners of a Lot owned by more than one natural person or by a corporation or other legal entity shall be cast by the person named in a certificate signed by all of the Owners of the Lot, or, if appropriate, by properly designated officers, partners or principals of the respective legal entity, and filed with the Secretary of the association, and such certificate shall be valid until revoked by a subsequent certificate. If such a certificate is not filed with the Secretary of the association, the vote of such Lot shall not be considered for a quorum or for any other purpose.

Notwithstanding the foregoing provisions, whenever any Lot is owned by a husband and wife, either spouse 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.

ARTICLE VI DIRECTORS AND OFFICERS

A. **DIRECTORS:** The affairs of this association shall be managed by a Board of three (3) or five (5) Directors, who must be Members of the association. The first Board of Directors shall be comprised of three (3) persons. No person and his or her spouse may serve on the Board at the same time. Whether there are three (3) or five (5) Directors shall be determined by the Board. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Howard Debs
4238 Magnolia Street
Palm Beach Gardens, FL 33418

Don Magyar
4391 Magnolia Street
Palm Beach Gardens, FL 33418

John A. Ramos
4445 Hickory Drive
Palm Beach Gardens, FL 33418

At the first annual meeting, the Members shall elect Directors and at each annual meeting thereafter the Members shall elect Directors to serve pursuant to the terms and procedures set out in the Bylaws.

B. The name of the Officers who are to serve in the office indicated until the first election or appointment as provided by the Bylaws are:

Howard Debs - President
Don Magyar - Vice President
John A. Ramos - Secretary and Treasurer

ARTICLE VII AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be amended in the following manner:

A. (1) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members.

(2) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each voting Member within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members.

(3) At such meeting, if a quorum is obtained, a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment(s) shall be adopted upon receiving the affirmative vote of a majority of the Members voting in person or by proxy.

B. An amendment also may be adopted by a written agreement of a majority of all of the voting Members setting forth their intention that an amendment to the Articles be adopted.

C. These Articles may not be amended without the written consent of a majority of the members of the Board.

D. Any amendment to these Articles shall take effect when a Certificate of Amendment is executed by the association.

ARTICLE VIII BYLAWS

The Bylaws shall be adopted by the First Board and take effect when executed. Thereafter, these Bylaws may be altered, amended or rescinded in the same manner provided for amending these Articles of Incorporation. 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 IX DURATION

The association shall exist perpetually.

ARTICLE X INDEMNIFICATION

Each and every Director and Officer of the association and members of any committee appointed by the Board or Board President 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 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 or malfeasance in the performance of his duties, the indemnification provision of this Article shall not apply. The foregoing right of indemnification provided in this Article shall be in addition to any and all right of indemnification to which a Director or Officer of the association may be entitled under statute or common law.

ARTICLE XI INITIAL REGISTERED AGENT

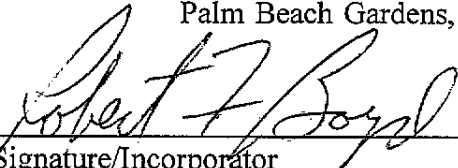
The name and Florida street address of the initial registered agent are:

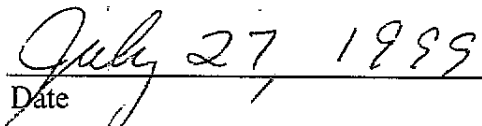
St. John, Dicker, Caplan, Krivok & Core, P.A.
500 Australian Avenue South, Suite 600
West Palm Beach, Florida 33401.

ARTICLE XII INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are:

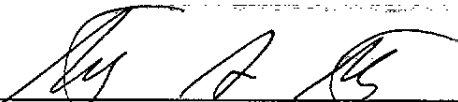
Robert Boyd
4224 Magnolia Street
Palm Beach Gardens, Florida 33418

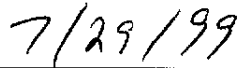

Signature/Incorporator


Date

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent


Date

Scott A. Stoloff
for the firm
St. John, Dicker, Caplan, Krivok & Core, P.A.

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA