

N97000003954



ACCOUNT NO. : 072100000032

REFERENCE : 738578 8500A

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizant

ORDER DATE : March 12, 1998

ORDER TIME : 11:49 AM

ORDER NO. : 738578-005

CUSTOMER NO: 8500A

CUSTOMER: Ms. Eileen Tobin
Hillier & Wanless, P. A.
Tower B, Suite 300
4800 North Federal Highway
Boca Raton, FL 33431-5145

*Amended &
Restated*

100002455551--7

DOMESTIC AMENDMENT FILING

NAME: MANCHESTER PROPERTY OWNERS'
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

**02250, 00721, 01048*

00672

FILED
98 MAR 12 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAR 12 PM 1:15
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT
Please give original
submission date as file date.

SUBJECT: MANCHESTER PROPERTY OWNERS' ASSOCIATION, INC.
Ref. Number: N97000003954

We have received your document for MANCHESTER PROPERTY OWNERS' ASSOCIATION, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 698A00013659

RECEIVED

98 MAR 17 AM 9:48

DIVISION OF CORPORATION

DIVISION OF CORPORATION

98 MAR 19 PM 4:15

RECEIVED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
MANCHESTER PROPERTY OWNERS'
ASSOCIATION, INC.**

FILED
98 MAR 12 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Amended and Restated Articles of Incorporation. The amendment and restatement to the Articles of Incorporation hereinafter set forth was adopted by the Board of Directors by Consent In Lieu of Special Meeting dated March 4, 1998 and no member action was not required. The restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

**ARTICLE I
NAME**

The name of the corporation shall be **MANCHESTER GREENS PROPERTY OWNERS' ASSOCIATION, INC.**, which is hereafter referred to as the "Association." The address of the principal office of the corporation shall be, 5295 Town Center Road, Suite 200, Boca Raton Florida 33486, and the mailing address shall be the same.

**ARTICLE II
PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Restrictions and Protective Covenants for Manchester Greens recorded or to be recorded in the Public Records of Palm Beach County, Florida (as the same may be amended from time to time, the "Declaration").

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any members or individual person, firm or corporation.

The Association shall have the power:

A. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or members.

B. The 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 above identified. The Association shall also have all of the powers necessary to implement the purposes of the Association.

ARTICLE III MEMBERS

Section 1. Membership.

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot other than affiliates of the Developer (as said capitalized terms are defined in the Declaration) and the Developer, shall be a member of the Association. Any such person or entity who holds the foregoing interest merely as a security for the performance of an obligation shall not be a member of the Association.

Section 2. Voting Rights.

The Association shall have two classes of voting membership:

Class A. Class A members shall be all those owners as defined in Section 1 with the exception of the Developer or its affiliates. Class A members shall be entitled to one vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be members, but the vote for such Lot shall be exercised only by that one person designated in writing by all such members. In no event shall more than one vote be cast with respect to any such Lot.

Class B. The Class B member shall be the Developer. The Class B member shall be entitled to five votes for each Lot owned by the Developer or its affiliates, provided, however, that notwithstanding any provision to the contrary, the Developer shall have the right to elect the entire Board of Directors of the Association until the date on which control of the Association is turned over from the Developer to the other members of the Association (the "Turnover Date"), at which time, the Class B membership shall cease and terminate and the Developer shall become a Class A member as to any Lots owned by it or its affiliates. The Turnover Date shall occur on the earlier of the following conditions: (i) three (3) months after the sale of ninety percent (90%) of the Lots permitted for the property subject to the Declaration to persons other than the Developer, its affiliates or builders; or (ii) such earlier date as may be determined by the Class B member in its sole and absolute discretion.

Section 3. Meetings of Members.

The By-Laws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if thirty percent of the total number of members in good standing shall be present or represented at the meeting.

ARTICLE IV DIRECTORS

Section 1. Management by Directors.

The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three nor more than nine persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Initial Board of Directors.

The names and addresses of the first Board of Directors of the Association shall be as follows:

Tom Bruner	4150 Wycliffe Country Club Boulevard Lake Worth, Florida 33467
Nancy Walsh	4150 Wycliffe Country Club Boulevard Lake Worth, Florida 33467
Dean J. Borg	4150 Wycliffe Country Club Boulevard Lake Worth, Florida 33467

Section 3. Election of Members of Board of Directors.

The Developer shall have the right to elect the entire Board of Directors of the Association until the Turnover Date. Thereafter, directors shall be elected by the members of the Association as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. The Developer shall be entitled to continue to appoint one (1) member of the Board of Directors as long as the Developer or its affiliates holds for sale in the ordinary course of business at least five percent of the Lots permitted to be developed on the property subject to the Declaration. All directors shall be members of the Association residing in Manchester or shall be authorized representatives, officers, or employees of corporate members of the Association provided that such limitations shall not apply to directors selected by the Developer.

Section 4. Duration of Office.

Members elected to the Board of Directors by the general membership shall hold office until they resign or until the next succeeding annual meeting of members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies.

If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE V OFFICERS

Section 1. Officers Provided For.

The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers.

The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. The President and Vice President shall be directors; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers.

The names and addresses of the first officers of the Association shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Tom Bruner	4150 Wycliffe Country Club Boulevard Lake Worth, Florida 33467
Vice President	Nancy Walsh	4150 Wycliffe Country Club Boulevard Lake Worth, Florida 33467
Secretary and Treasurer	Dean J. Borg	4150 Wycliffe Country Club Boulevard Lake Worth, Florida 33467

ARTICLE VI BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Restated Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VII AMENDMENTS

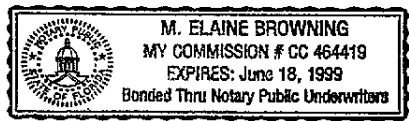
The Board of Directors shall have the sole authority to amend these Restated Articles of Incorporation by its action.

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

The foregoing instrument was acknowledged before me this 4th day of MARCH, 1998 ~~1997~~, by Tom Bruner who is personally known to me and who did (did not) take an oath.

M. Elaine Browning
Notary Public M. ELAINE BROWNING

My Commission expires: _____



**ARTICLE VIII
REGISTERED AGENT**

The name and address of the initial registered agent of the Association is William K. Isaacson,
c/o Lang Management Company, 5295 Town Center Road, Suite 200, Boca Raton, Florida 33486.

**ARTICLE IX
SUBSCRIBER**

The name and address of the subscriber to these Restated Articles of Incorporation is:

Name

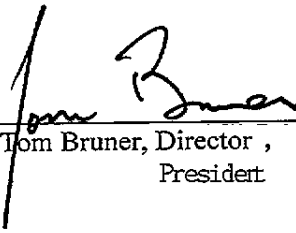
Address

Tom Bruner

4150 Wycliffe Country Club Boulevard
Lake Worth, Florida 33467

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 4th day of

MARCH 1997 1998.



Tom Bruner, Director ,
President