

STEVEN G. MILLER

ATTORNEY AT LAW

GENERAL PRACTICE

SANCTUARY CENTRE TOWER D SUITE 300
4800 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 367-7785
FACSIMILE (561) 367-0246

N17141

July 15, 1998

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

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*****35.00 *****35.00

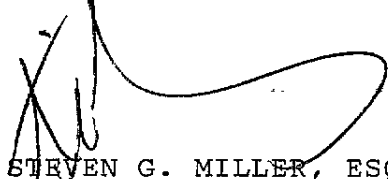
RE: WEDGEWOOD HOMEOWNERS ASSOCIATION, INC.

Gentlemen:

Enclosed please find an original and one (1) copy of the Amended Articles of Incorporation, relative to the entity referenced above. Also enclosed is a check in the sum of \$35.00, same representing the filing fee. Please file the Amended Articles and thereafter kindly return a conformed copy in the return envelope provided.

I thank you in advance for your anticipated cooperation in this matter. In the event you have any questions, please do not hesitate to contact me.

Sincerely,



STEVEN G. MILLER, ESQUIRE
SGM:hp
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 31 PM 3:09

FILED

N17141
DPG
Amend 8-31-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 21, 1998

STEVEN G. MILLER
4800 NORTH FEDERAL HWY.
SUITE 300, TOWER D
BOCA RATON, FL 33431

SUBJECT: WEDGEWOOD HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N17141

We have received your document for WEDGEWOOD HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 998A00038539

AMENDED
ARTICLES OF INCORPORATION
OF
WEDGEWOOD HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)
(EX. A)

In compliance with the requirements of the Laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is WEDGEWOOD HOMEOWNERS ASSOCIATION, INC. hereinafter called the "Association".

The street address of the Registered Office of the Association is Eagle Run Drive, Boca Raton, Florida 33434.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II

All definitions in the Declaration of Restrictions to which these Amended Articles are attached as Exhibit "B" and recorded in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE III
PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for the operation, maintenance and preservation of the Common Area and the maintenance of the grounds, landscaping and the like of the Units, within that certain real property (and any additions thereto) described in the "Declaration of Restrictions" to which these Amended Articles of Incorporation are attached as Exhibit "B", as recorded in the Public Records (hereinafter referred to as the "Declaration") and to promote the health, safety and welfare of the members of the Association and provide recreational facilities for the members.

**ARTICLE IV
POWERS OF THE ASSOCIATION**

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Borrow money with the assent of a majority vote of the Board of Directors; and with the assent of two-thirds (2/3) of the members at a duly called meeting of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) Participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall have the assent of a majority of the Board of Directors and the assent of two-thirds (2/3) of the members at a duly called meeting of the Association, except as otherwise provided in ARTICLE II of the Declaration;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective without obtaining consent of two-thirds (2/3) of the members to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association;

(f) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(g) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;

(h) To contract for management of the Association and to delegate in such contract all or any part of the delegable powers and duties of the Association, and to contract for the maintenance services to be provided the Owners;

(i) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association.

ARTICLE V
MEMBERSHIP, VOTING RIGHTS AND QUORUM

Every Owner of a unit shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit. Members shall be all Owners and shall be entitled to one vote for each Unit owned. When more than one person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Unit.

The presence at a meeting of members entitled to cast, or of proxies entitled to cast, one-half ($\frac{1}{2}$) of the votes of the Association shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration or the By-Laws. If a quorum has been attained the vote of the majority present in person or by proxy shall be binding upon all.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons. The number of Directors may be increased to a maximum of nine (9) by a majority vote of the Board of Directors.

If the number of Directors is increased by the Board of Directors as provided above, then said Board shall appoint new Director to serve until the next regularly scheduled Annual Meeting. At each Annual Meeting thereafter, a number of Directors equal to that of those whose terms have expired shall be elected for the term of two (2) years. At the expiration of any term, any Director may be reelected.

ARTICLE VII
AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

1. Proposal. Amendments to these Articles may be proposed upon a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a special or annual meeting of members; or amendments may be proposed by petition signed by twenty-five percent (25%) of the members of the Association and delivered to the Secretary.

2. Call for Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or upon presentation of a petition as herein provided, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice of the meeting shall be given as provided in the By-Laws.

3. Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting, by an affirmative

vote of a majority of a quorum of members present in person or by proxy.

4. By Written Statement. If all the Directors and all the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 1., 2., and 3. above have been satisfied.

5. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary and acknowledged by one of the officers signing such Article's. The Articles of Amendment shall set forth:

- (a) The name of the corporation.
- (b) The amendments so adopted.
- (c) The date of the adoption of the amendment by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from said approval with the office of the Secretary of State of Florida for approval.

ARTICLE VIII OFFICERS

The Board of Directors shall elect the President, Secretary, Treasurer and Vice-Presidents.

ARTICLE IX DURATION

The corporation shall exist perpetually.

ARTICLE X AMENDMENT OF BY-LAWS

The By-Laws of the Association may be amended, altered or rescinded at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XI INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby agree to indemnify, defend and hold harmless every Director and every Officer, their heirs, personal representatives, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the

Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other indemnification rights to which such Director or Officer may be entitled, by law or otherwise.

ARTICLE XII
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED


In order to avoid conflict of interest relationships, any Officer or Director serving on the Wedgewood Homeowners Board of Directors is prohibited from entering into a contract or commercial relationship with the Wedgewood Homeowners Association. Family members residing in the same unit are prohibited from serving simultaneously on the Board of Directors.

ARTICLE XIII
DISSOLUTION

In the event of the dissolution of the Association other than incident to a merger or consolidation, any member may petition the Circuit Court of the Fifteenth Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the properties, in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and the Properties.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 30 day of June, 1998.

WEDGEWOOD HOMEOWNERS ASSOCIATION, INC.
A Florida Corporation Not-for-Profit

By: 
Name: Dominic Cirisano
Title: President

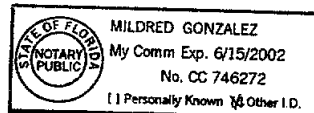
By: Eileen B. Katz
Name: EILEEN B. KATZ
Title: SECRETARY

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

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared DOMINIC CIRISANO and EILEEN B. KATZ, as President and Secretary respectfully of Wedgewood Homeowners Association, Inc., a Florida Not-for-Profit Corporation, well known to me to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 30 day of June, 1998.

Mildred Gonzalez
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:
(NOTARIAL SEAL)



FL. D.R. Lic. - C-625-160-56-256
FL. D.R. Lic. - K320-202-42-689-0

I HEREBY ACCEPT MY DESIGNATION AS
REGISTERED AGENT.

Steven G. Miller
Name: Steven G. Miller, Esquire
4800 North Federal Highway
Suite 300-D
Boca Raton, Florida 33431

SWORN TO AND SUBSCRIBED before me, this 7th day of July,
1998.

Valorie Halko
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:
(NOTARIAL SEAL)

OFFICIAL NOTARY SEAL
VALORIE HALKO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC631897
MY COMMISSION EXP. APR. 1, 2001

This instrument prepared by:
Record and return to:

STEVEN G. MILLER, ESQUIRE
4800 North Federal Highway
Suite 300-D
Boca Raton, Florida 33431
(561) 367-7785

CERTIFICATE OF AMENDED DECLARATION
OF RESTRICTIONS FOR WEDGEWOOD ESTATES

Ex B

THIS CERTIFICATE OF AMENDED DECLARATION OF RESTRICTIONS FOR WEDGEWOOD ESTATES, ("Amendment"), is made this 30~~th~~ day of June, 1998, by the President and Secretary of WEDGEWOOD HOMEOWNERS ASSOCIATION, INC. ("Association").

WITNESSETH

WHEREAS, the Homeowners (Owners) are Members of the Association and are subject to the DECLARATION OF RESTRICTIONS FOR WEDGEWOOD ESTATES, along with any and all Amendments thereto, as filed in the Public Records of Palm Beach County, Florida ("Declaration"); and

WHEREAS, pursuant to the Declaration, along with the Association's Articles and By-Laws, the Declaration may be amended by approval of a majority of a quorum of the Members of the Association in attendance by person or proxy, to which a quorum is present;

NOW THEREFORE, the President and Secretary of the Association hereby certify the following:

1. That a special or regular meeting, duly called and

noticed for the purpose of amending the Declaration was held on the 12th day of May, 1998, in accordance with the Declaration of the Association. The proposed amendment, same attached hereto as Exhibit "A", is deemed to be in the best interest of the Association.

2. That the appropriate number of consents, proxies and approvals were obtained from the Members of the Association, to which at least fifty-one percent (51%) of the total votes cast from a quorum of the Association Members (Owners) were received, same consenting to and approving the amendment attached hereto as Exhibit "A".

3. The adoption of the amendment appears in the minutes of the Association and said approval is unrevoked.

IN WITNESS WHEREOF, the undersigned have set their hands and seals, on this 30 day of June, 1998.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

WEDGEWOOD HOMEOWNERS
ASSOCIATION, INC.

Joseph L. Lurie
Witness

BY: Dennis C. Cior

President

Name:

Joseph L. Lurie
Witness

Attest: Edna D. Duff

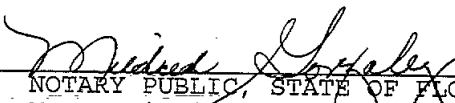
Secretary

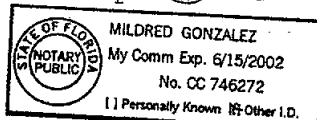
Name:

SEAL

STATE OF FLORIDA:
COUNTY OF PALM BEACH:

The foregoing instrument was acknowledged before me on this 30 day of June, 1998, by Dominic Cirisano and Eileen B. Katz, respectively, the President and Secretary of WEDGEWOOD HOMEOWNERS ASSOCIATION, INC., a Florida corporation not-for-profit, and they acknowledged executing same freely and voluntarily, under the authority duly vested in them by said corporation. Florida drivers licenses produced as identification.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires
SEAL



NOTE TO RECORDING OFFICE: POST THE FOREGOING TO ALL OF WEDGEWOOD ESTATES, AS RECORDED IN PLAT BOOK 55, PAGES 115 & 116, OF THE PUBLIC RECORDS OF PALM BEACH COUNTY, FLORIDA.

FL. DR. C-625-160-56-216
FL. DR. L-625 X-320-202-42-589-0