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DIVISION OF CORPORATIONS

BASIC AMENDMENT

PARKWOOD ESTATES HOMEOWNERS ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 1, 2004

PARKWOOD ESTATES HOMEOWNERS ASSOCIATION, INC.
80 SW 8TH STREET
SUITE 1870
MIAMI, FL 33130

SUBJECT: PARKWOOD ESTATES HOMEOWNERS ASSOCIATION, INC.
REF: N02000009140

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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

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Darlene Connell
Document Specialist

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PARKWOOD ESTATES HOMEOWNERS ASSOCIATION, INC.**

Pursuant to Section 617.1007 of the Florida Statutes, PARKWOOD ESTATES HOMEOWNERS ASSOCIATION, INC. (the "Corporation") certifies that:

FIRST: The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on November 26, 2002.

SECOND: These Amended and Restated Articles of Incorporation do not contain an amendment requiring member approval and the Board of Directors of the Corporation has duly adopted these Amended and Restated Articles of Incorporation.

THIRD: The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as follows:

ARTICLE 1

NAME AND PRINCIPAL OFFICE

The name of the corporation shall be **WORTHINGTON OF PALM BEACH HOA, INC.**, which is hereinafter referred to as the "Association". The principal office and mailing address of the Association shall be at 80 S.W. 8th Street, Suite 1870, Miami, Florida 33130, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office.

ARTICLE 2

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Amended and Restated Declaration of Covenants and Restrictions for Worthington, recorded (or to be recorded) in the Public Records of Palm Beach County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). All of the definitions set forth in the Declaration are hereby incorporated herein by this reference. The further objects and purposes of the Association are to preserve the values and amenities in The Neighborhood and to maintain the Common Areas thereof for the benefit of the Members of the Association.

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

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The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Developer) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

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 as set forth in the Declaration and to provide for the general health and welfare of its membership.

ARTICLE 3

MEMBERS

Section 3.1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

Section 3.2. Voting Rights. The Association shall have two (2) classes of voting membership:

Class A. Class A Members shall be all those Owners as defined in Section 3.1 above with the exception of the Developer (as long as the Class B Membership shall exist, and thereafter the Developer shall be a Class A Member to the extent it would otherwise qualify). Except as provided below, Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Section 3.1 above. 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 as they among themselves determine, but, subject only as provided in the following paragraph, in no event shall more than one (1) 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 one (1) vote, plus two (2) votes for each vote entitled to be cast in the aggregate at any time and from time to time by the Class A Members. The Class B membership shall cease and terminate three (3) months after ninety percent (90%) of the Lots within the Neighborhood have been sold and conveyed by the Developer (or its affiliates) to an Owner other than Developer or a builder, contractor or other who purchases the Lot for the purposes of constructing improvements thereon for resale, or sooner at the election of the Developer (the "Transition Date"), whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association.

Section 3.3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any

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meeting of the Members shall exist if thirty percent (30%) of the total number of Members in good standing shall be present or represented at the meeting.

Section 3.4. Transfers of Membership. The membership in the Association shall be appurtenant to and run with ownership of each Lot in the Neighborhood. Upon acquisition of a Lot within the Neighborhood, the Lot owner shall automatically become a Member of the Association, and upon the sale of a Lot in the Neighborhood, the Membership appurtenant to said Lot shall automatically pass to the subsequent grantee of title to the Lot. A Membership in the Association may not otherwise be transferred or assigned.

Section 3.5. General Matters. When reference is made herein, or in the Declaration, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

ARTICLE 4

CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE 5

BOARD OF DIRECTORS

Section 5.1. 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 (3) persons, but may consist of 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 5.2. Board of Directors. The Directors named in these Articles shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
LANI KAHN DRODY	80 S.W. 8th Street, Suite 1870 Miami, Florida 33130
RICHARD BERMAN	80 S.W. 8th Street, Suite 1870 Miami, Florida 33130
SUSAN SERRATS	80 S.W. 8th Street, Suite 1870 Miami, Florida 33130

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Section 5.3. Election of Members of Board of Directors. Except as otherwise provided herein and except for the first Board of Directors, directors shall be elected by the Members of the Association at the annual meeting of the membership 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. All directors shall be members of the Association or shall be authorized representatives, officers, or employees of corporate members of the Association, or designees of the Developer. Notwithstanding anything herein contained to the contrary, from and after the Transition Date, Members other than the Developer shall be entitled to elect at least a majority of the members of the Board of Directors of the Association; provided, however, that as long as the Developer holds for sale in the ordinary course of business not less than five percent (5%) of the Lots, the Developer is entitled to elect at least one member of the Board.

Section 5.4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5.5. 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 term.

ARTICLE 6

OFFICERS

Section 6.1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary, and such other officers as the Board of Directors may from time to time elect.

Section 6.2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter 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 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 shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 6.3. Officers. The names and addresses of the Officer of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

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<u>Name and Office</u>	<u>Address</u>
<u>President:</u> LANI KAHN DRODY	80 S.W. 8th Street, Suite 1870 Miami, Florida 33130
<u>Vice-President:</u> RICHARD BERMAN	80 S.W. 8th Street, Suite 1870 Miami, Florida 33130
<u>Secretary:</u> SUSAN SERRATS	80 S.W. 8th Street, Suite 1870 Miami, Florida 33130

ARTICLE 7

BY-LAWS

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

ARTICLE 8

AMENDMENTS AND PRIORITIES

Section 8.1 Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection by affirmative vote of 66-2/3% of the Members, all in the manner provided, and in accordance with the notice provisions of, Section 617.017, Florida Statutes.

Section 8.2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE 9

INCORPORATOR

The name and address of the incorporator of this Association was Arthur R. Rosenberg, whose address is 4875 N. Federal Highway, Seventh Floor, Fort Lauderdale, FL 33308.

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ARTICLE 10**INDEMNIFICATION**

Section 10.1. The Association shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Association) by reason of the fact that he is or was a director, officer, employee or agent (each, an "Indemnitee") of the Association, against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 10.2. The Association shall indemnify any person, who was or is a party to any proceeding by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Association against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, 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 indemnity for such expenses which such court shall deem proper.

Section 10.3. To the extent that a director, officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any proceeding referred to in sections 10.1 or 10.2 above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

Section 10.4. Any indemnification under sections 10.1 or 10.2, unless pursuant to a determination by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in sections 10.1 or 10.2. Such determination shall be made:

- (a) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

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- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a Committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
 - (i) selected by the Board of Directors prescribed in paragraph (a) or the committee prescribed in paragraph (b); or
 - (ii) if a quorum of the Directors cannot be obtained for paragraph (a) and the Committee cannot be designated under paragraph (b), selected by majority vote of the full Board of Directors (in which Directors who are parties may participate); or
 - (iii) By a majority of the voting interests of the members of the Association who were not parties to such proceeding.

Section 10.5. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by section 10.4(c) shall evaluate the reasonableness of expenses and may authorize indemnification.

Section 10.6. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Association in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Association pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

Section 10.7. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and the Association may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

- (a) A violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- (b) A transaction from which the director, officer, employee, or agent derived an improper personal benefit; or

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- (c) Willful misconduct or a conscious disregard for the best interests of the Association in a proceeding by or in the right of the Association to procure a judgment in its favor or in a proceeding by or in the right of the members of the Association.

Section 10.8. Indemnification and advancement of expenses as provided in this section shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

Section 10.9. Notwithstanding the failure of the Association to provide indemnification, and despite any contrary determination of the Board or of the members in the specific case, a director, officer, employee, or agent of the Association who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if it determines that:

- (a) The director, officer, employee, or agent is entitled to mandatory indemnification under section 10.3, in which case the court shall also order the Association to pay the director reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;
- (b) The director, officer, employee, or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by the Association of its power pursuant to section 10.7; or
- (c) The director, officer, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in section 10.1, section 10.2, or section 10.7 unless (i) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or acted in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court further specifically determines that indemnification should be denied. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

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Section 10.10. For purposes of this Article 10, the term "expenses" shall be deemed to include attorneys' fees, including those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer; the term "serving at the request of the Association" shall be deemed to include any service as a director, officer, employee or agent of the Association that imposes duties on such persons.

Section 10.11. Anything to the contrary herein notwithstanding, no amendment to the provisions of this Article 10 shall be applicable as to any party eligible for indemnification hereunder who has not given his prior written consent to such amendment.

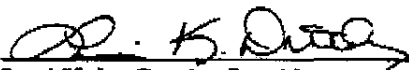
Section 10.12. The provisions of this Article 10 shall not be amended.

ARTICLE 11.

REGISTERED AGENT

Until changed, Lani Kahn Drody, shall be the registered agent of the Association and the registered office shall be at 80 S.W. 8th Street, Suite 1870, Miami, Florida 33130.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were signed by the President of the Association this 19 day of May, 2004.


Lani Kahn Drody, President

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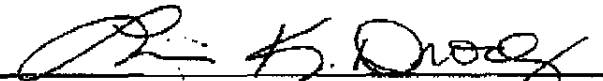
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the law of Florida, the following is submitted:

First – That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the forgoing articles of incorporation, at City of Miami, County of Miami-Dade, State of Florida, the corporation named in said articles has named LANI KAHN DRODY located at 80 S.W. 8th Street, Suite 1870, Miami, Florida 33130 – as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



LANI KAHN DRODY, REGISTERED AGENT

Dated this 19 day of May, 2004