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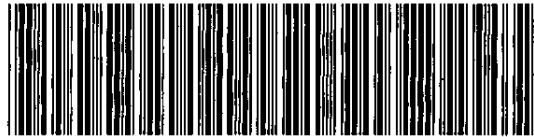
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend 5/11/09  
KLL

**BECKER &  
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April 28, 2009

ADMINISTRATIVE OFFICE  
3111 STIRLING ROAD  
FORT LAUDERDALE, FL 33312  
800.432.7712 U.S. TOLL FREE

WWW.BECKER-POLIAKOFF.COM  
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Reply To:  
West Palm Beach  
Kenneth S. Direktor, Esq.  
Direct dial: (561) 820-2880  
kdirektor@becker-poliakoff.com

CORPORATE RECORDS BUREAU  
DIVISION OF CORPORATIONS  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

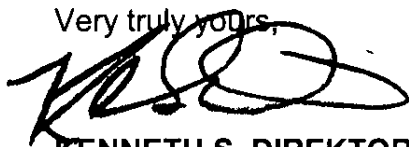
**RE: RAPALLO SOUTH, INC.**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **Rapallo South, Inc.**, as well as a check in the amount of **\$43.75** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,



**KENNETH S. DIREKTOR**  
For the Firm

KSD/tr  
Enclosures

WPB\_DB: 1152630\_1

FLORIDA OFFICES  
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\* by appointment only

AMENDMENTS TO THE  
ARTICLES OF INCORPORATION OF  
RAPALLO SOUTH, INC.

The undersigned officers of **Rapallo South, Inc.** do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article XV thereof, by the membership at a duly called and noticed meeting of the members held March 11, 2009 and recessed to April 20, 2009. The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

SEE ATTACHED

WITNESS my signature hereto this 27 day of APRIL, 2009 at Palm Beach County, Florida.

RAPALLO SOUTH, INC.

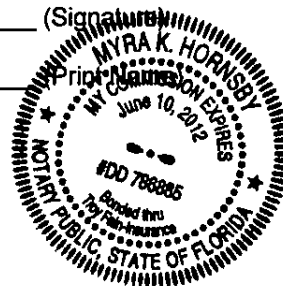
[Signature] BY: Michael W. Liff (SEAL)  
Witness President  
Albert Gutthart ATTEST: Janet Schlesinger (SEAL)  
Witness Secretary

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 27th day of April, 2009, by Michael W. Liff and Janet Schlesinger, as President and Secretary, respectively, of Rapallo South, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced \_\_\_\_\_ as identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

Myra K Hornsby (Signature)  
MYRA K HORNSBY  
Notary Public, State of Florida at Large



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDMENTS TO  
ARTICLES OF INCORPORATION FOR  
RAPALLO SOUTH, INC.**

A Condominium

(A CORPORATION NOT FOR PROFIT)

(Additions shown by "underlining",  
Deletions shown by "strikeout",  
Unaffected text unchanged)

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09 MAY - 1 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the Formation of Corporations Not for Profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers hereinafter mentioned, and to that end we do, by these Articles of Incorporation, set forth:

I

The name of the proposed corporation (hereinafter referred to as "Association") shall be:

RAPALLO CONDOMINIUM-SOUTH-APARTMENTS, INC.

II

The purposes and objects of the corporation Association shall be to administer the operation and management of a Condominium apartment project to be established in accordance with the Condominium Act of the State of Florida upon property situated in Palm Beach County, Florida, and to undertake the performance of the acts and duties incident to the administration of the operation and management of said Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be contained in the formal Declaration of Condominium which will be recorded in the Public Records of the County in which the property lies, at the time said property, and the improvements now or hereafter situate thereon, are submitted to a plan of Condominium ownership; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said Condominium. The Corporation Association shall be conducted as a non-profit organization for the benefit of its members. All terms used herein shall be defined as set forth in the Declaration of Condominium.

III

The Corporation Association shall have the following powers:

1. The ~~Corperation~~ Association shall have all of the powers and privileges granted to Corporations Not for Profit , by common law, the Condominium Act, and under the law pursuant to which this Corporation Association is chartered.

2. The ~~Corperation~~ Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the ~~Corperation~~ Association, including but not limited to the following:

(a) To make and establish reasonable rules and regulations governing the use of ~~Private Dwellings Units~~, Common Property and Limited Common Property as said terms may be defined in said Declaration of Condominium to be recorded.

(b) To levy and collect assessments against members of the Corporation to defray the common expenses of the Condominium as may be provided in said Declaration of Condominium and in the By-Laws of this ~~Corperation~~ Association which may be hereafter adopted.

To levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including ~~Private Dwellings Units~~ in the Condominium which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in said Declaration of Condominium.

(c) To lease or purchase property and to construct or contract for the construction of a building or buildings thereon, and in connection therewith to arrange and contract for construction and permanent mortgage financing, executing and delivering such notes, bonds, mortgages and other papers, documents and contracts as may be required.

(d) To maintain, repair, replace, operate and manage the Condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the Condominium Property.

(e) To contract for the management of the Condominium and to delegate to the party contracted with all of the powers and duties of the Association except those which may be required by the Declaration of Condominium to have approval of the Board of Directors or Membership of the ~~Corperation~~ Association.

(f) To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, the By-Laws of the ~~Corperation~~ Association which may be hereafter adopted, and the rules and regulations governing the use of said Condominium as same may be hereafter established.

(g) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the ~~Corperation~~ Association pursuant to the Declaration of Condominium aforementioned.

(h) To employ personnel to perform the services required for proper operation of the Condominium.

#### IV

The qualifications of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

~~1. Until such time as the property owned by this Corporation and the improvements which may be hereafter constructed thereon are admitted to a plan of Condominium ownership by the recordation of said Declaration of Condominium, the Membership of the Corporation shall be comprised of the Subscribers to these Articles or their assigns, each of which Subscribers or his assigns shall be entitled to cast one vote on all matters on which the Membership shall be entitled to vote.~~

~~2.1. After the property of this Corporation has been submitted to Condominium ownership by the filing of a Declaration of Condominium, t~~ The record owners of all Private Dwellings Units in the Condominium shall be members of the Corporation Association, and no other person or entities shall be entitled to membership.

~~3.2. Membership in the Corporation Association shall be established by the acquisition of a fee title to a Private Dwelling Unit in the Condominium, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to his entire fee ownership interest in any Private Dwelling Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own a fee ownership interest in two or more Private Dwellings Units, so long as such party shall retain title to a fee ownership interest in any Private Dwelling Unit.~~

~~4.3. The interest of a member in the funds and assets of the Corporation Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Private Dwelling Unit. The funds and assets of the Corporation Association shall be held or used for the benefit of the Membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws which may be hereafter adopted.~~

~~5.4. On all matters on which the Membership shall be entitled to vote, there shall be only one vote for each Private Dwelling Unit in the Condominium, which vote may be exercised or cast by the owner or owners of each Private Dwelling Unit in such manner as may be provided in the By-Laws hereafter adopted by the Corporation. Should any member own more than one Private Dwelling Unit, such members shall be entitled to exercise or cast as many votes as he owns Private Dwellings Units, in the manner provided by said By-Laws.~~

#### V

The Corporation Association shall have perpetual existence.

## VI

The principal office of the ~~Corporation~~ Association shall be located at ~~908 Ainsley Building, Miami, Florida, 1801 South Flagler Drive, West Palm Beach, Florida,~~ but the ~~Corporation~~ Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

## VII

The affairs of the ~~Corporation~~ Association shall be managed by the President of the ~~Corporation~~ Association assisted by the Vice-Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Condominium, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the ~~Corporation~~ Association, as the case may be.

## VIII

The number of members of the first Board of Directors of the ~~Corporation~~ Association shall be ~~not less than three (3) no more than nine (9).~~ The number of members of succeeding Board of Directors and the manner and method of their election shall be as provided from time to time by the By-Laws of the ~~Corporation~~ Association. All Directors must be Members of the Association or the spouse of a Member or a domestic partner of a Member who resides with the Member as a single housekeeping unit.

## IX

The Board of Directors shall elect a President, Secretary and Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. ~~The President shall be elected from among the membership of the Board of Directors, but no other~~ All officers need must be a Directors. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice-President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

## X

~~The names and Post Office addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:~~

NAME	ADDRESS
JACK TAYLOR	941 N.E. 79 <sup>th</sup> Street, Miami, Florida 33138
ELLY TAYLOR	941 N.E. 79 <sup>th</sup> Street, Miami, Florida 33138
BELLE HOROWTIZ	941 N.E. 79 <sup>th</sup> Street, Miami, Florida 33138

~~XI~~X

The names and addresses of the Subscribers to these Articles of Incorporation are as follows:

NAME	ADDRESS
HAROLD ZINN	908 Ainsley Bldg., Miami, Florida 33132
SANFORD N. REINHARD	908 Ainsley Bldg., Miami, Florida 33132
PEGGY CURRY	908 Ainsley Bldg., Miami, Florida 33132

~~XII~~

~~The Officers of the Corporation who shall serve until the first election under these Articles of Incorporation shall be the following:~~

JACK TAYLOR	President
ELLY TAYLOR	Vice President
BELLE HOROWITZ	Secretary/Treasurer

~~XIII~~

~~The original By Laws of the Corporation shall be adopted by a majority vote of the members of the Corporation present at a meeting of members at which a majority of the membership is present, and thereafter, such By Laws may be altered or rescinded only in such manner as said By Laws may provide.~~

~~XIV~~

~~Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties;~~



~~provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approved such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.~~

## XI

1. Indemnity. To the extent permitted by law, the Association shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of, or a committee member appointed by, the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; and, with respect to any criminal action or proceeding; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association or that such person shall have been found and adjudged to have committed fraud, unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or 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 and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

2. Expenses. 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 action, suit or proceeding referred to in Section 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

3. Approval. Any indemnification under Section 1 above (unless ordered 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 in the circumstances because he has met the applicable standard of conduct set forth in Section 1 above. 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 action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the Members.

4. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

5. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office, and shall continue as 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.

6. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

## XV

~~An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the Directors, or by a majority vote of the members of the Corporation, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Corporation or other officer of the Corporation in the absence of the President, who shall thereupon call a Special Meeting of the members of the Corporation for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting stating the time and place of the meeting, and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten nor more than thirty days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the member at his post office address as it appears on the records of the Corporation, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Corporation, whether before or after the~~

~~holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than two-thirds (2/3rds) of the Private Dwellings in the Condominium in order for such Amendment or Amendments to become effective. Thereupon, such Amendment or Amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and upon the registration of such Amendment or Amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of the County in which the Corporation's property may be situated within thirty (30) days from the date on which the same are so registered. At any meeting held to consider such Amendment or Amendments of these Articles of Incorporation, the written vote of any member of the Corporation shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to such meeting.~~

## XII

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

1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

2. Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-fourth (1/4) of the Members of the Association. A proposed amendment must be approved by not less than a majority of the votes of the participating membership of the Association, present and voting, in person or by proxy, at a meeting at which a quorum is established or by written agreement where at least a quorum of the membership participates.

3. Limitation. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of Members.

4. Recording. A copy of each amendment shall be filed with and certified by the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy shall be recorded in the Public Records of Palm Beach County, Florida.