

703971

ROBERT MARC SCHWARTZ, P. A.
ATTORNEY AT LAW

ROBERT M. SCHWARTZ
FLORIDA BAR BOARD CERTIFIED
REAL ESTATE LAWYER

102 North Swinton Avenue
Delray Beach, FL 33444

Phone: (561) 265-2666
Fax: (561) 272-6831
E-Mail: lawyer@gate.net

OF COUNSEL TO:
WEINER & ARONSON, P.A.

August 17, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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-08/20/99--01073--004
*****52.50 *****52.50

FILED
99 SEP -7 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Amendment to the Articles of Incorporation of
ILLINOIS APARTMENTS, INC.

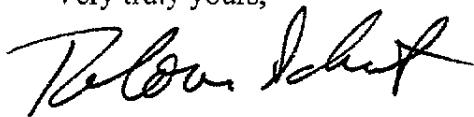
Gentlemen:

Please find enclosed the original and one (1) copy of the subject Articles of Amendment to the Articles of Incorporation. Upon filing, please return a certified copy of the Articles to the undersigned.

A check in the amount of \$52.50 is enclosed.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,



Robert M. Schwartz

Enclosures as noted

cc: Illinois Apartments, Inc.

Amended & Restated Art.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 27, 1999

ROBERT M. SCHWARTZ, P.A.
102 NORTH SWINTON AVE.
DELRAY BEACH, FL 33444

SUBJECT: ILLINOIS APARTMENTS, INC.
Ref. Number: 703971

We have received your document for ILLINOIS APARTMENTS, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 599A00043054

Rec'd 9/7

ROBERT MARC SCHWARTZ, P. A.
ATTORNEY AT LAW

ROBERT M. SCHWARTZ
FLORIDA BAR BOARD CERTIFIED
REAL ESTATE LAWYER

OF COUNSEL TO:
WEINER & ARONSON, P.A.

September 2, 1999

102 North Swinton Avenue
Delray Beach, FL 33444

Phone: (561) 265-2666
Fax: (561) 272-6831
E-Mail: lawyer@gate.net

Ms. Velma Shepard, Corporate Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

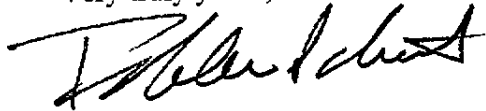
RE: LETTER NUMBER: 599A00043054
Articles of Amendment to the Articles of Incorporation of
ILLINOIS APARTMENTS, INC.

Gentlemen:

Please find enclosed a copy of your letter, and an original and one (1) copy of the revised Articles of Amendment to the Articles of Incorporation. Upon filing, please return a certified copy of the Articles to the undersigned.

Your prompt attention to this matter will be greatly appreciated. Thank you for your assistance.

Very truly yours,



Robert M. Schwartz

Enclosures as noted

cc: Illinois Apartments, Inc.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
ILLINOIS APARTMENTS, INC.

FILED
99 SEP -7 PM 12: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sec 617.1007 Fla. Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I

The name of this corporation shall be **Illinois Apartments, Inc.**, a condominium (the "Association"), a not-for-profit corporation.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the Condominium known as **ILLINOIS APARTMENTS, Inc.**, a condominium, located in Broward County, Florida, and to perform all acts provided in the Declaration of Condominium of said Condominium and the Condominium Act, Chapter 718, Florida Statutes.

ARTICLE III
POWERS

The Association shall have all of the condominium law and statutory powers of a corporation not for profit and all of the powers and duties set forth in said Condominium Act and the Declaration of Condominium of **ILLINOIS APARTMENTS, INC.**, a condominium. The Association may enter into lease agreements and may acquire and enter into agreements acquiring leaseholds, memberships and other possessory or use interests for terms up to and including 99 years, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members, including, but not limited to, the leasing of recreation areas and facilities. The Association may contract for the management and maintenance of the Condominium property authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds as shall be made available by the Association for such purposes. The Association may contract for and acquire one or more Units within the Condominium it operates, for such purposes that are not in conflict with the Declaration of Condominium, these Articles of Incorporation or the Bylaws, including for the purposes of providing a Unit(s) for the manager(s) of the Condominium which the Association operates, which shall include the power to assume or grant a mortgage encumbering the Unit(s) acquired by the Association. The Association may obtain loans for purposes of meeting the financial needs of running the Condominium it operates, and as security therefor, pledge the income from assessments collected from Unit Owners. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

ARTICLE IV
MEMBERS

All persons owning a vested present interest in the fee title to any of the Units of **ILLINOIS APARTMENTS, INC.**, a condominium as evidenced by a duly recorded proper instrument in the Public Records of Broward County, Florida, shall be members. Membership shall terminate automatically and

immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire Condominium project, the membership shall consist of those who were members at the time of each conveyance of the respective units to the trustee as provided in said Declaration of Condominium. In the event a Unit is owned by legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its membership rights.

After the Association approves of a conveyance of a Unit as provided in said Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the secretary of the Association of a certified copy of a deed or other instrument of conveyance.

ARTICLE V
VOTING RIGHTS

Each Unit shall be entitled to one vote at Association meeting, notwithstanding that the same owner may own more than one Unit or that Units may be joined together and occupied by one owner. In the event of a joint ownership of a Unit, the vote to which that Unit is entitled shall be apportioned among the owners as their interest may appear, or may be exercised by one of such joint owners by the remainder of the joint owners filing a voting certificate with the secretary of the Association.

ARTICLE VI
INCOME DISTRIBUTION

No part of the income of the Association shall be distributed to its members, except as compensation for services rendered.

ARTICLE VII
EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at Beacon Property Mgmt, Inc., 500 NE Spanish River Blvd., #18, Boca Raton, Florida 33431 and the registered agent shall be Ernest Willis.

ARTICLE IX
NUMBER OF DIRECTORS

The business of the Association shall be conducted by a Board of Directors, which shall consist of not fewer than three (3) nor more than five (5) persons, as determined by the members in accordance with the Bylaws. The method of election of directors is as stated in the Bylaws.

ARTICLE X
INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. Indemnity. 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 proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and applicable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, unless (i) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnity, that he did not act in good faith, nor in a manner 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, 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 action, suit or proceedings 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, had reasonable cause to believe that his conduct was lawful.

B. 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 Paragraph (A) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected director, 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 X.

D. Miscellaneous. The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, 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 and personal representatives of such person.

E. 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, 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.

ARTICLE XI BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

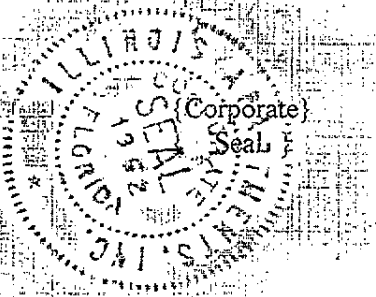
ARTICLE XII AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the Association and all rights conferred upon the members herein are granted subject to this reservation.

ARTICLE XIII

This amendment was approved by a 75% majority of the owners entitled to vote.

IN WITNESS WHEREOF, we the undersigned subscribers to these Amended and Restated Articles of Incorporation, have hereunto set our hands and seal this 10th day of July, 1999.



BY: *Gary M. Armstrong*
PRESIDENT

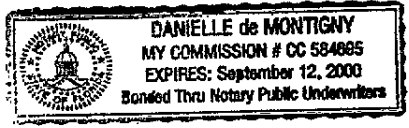
STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 10th day of July, 1999 by Gary Armstrong, President, and Terry Lysengen, secretary who are personally known to me or produced identification and who did not take an oath.

(NOTARY SEAL)

Danielle de Montigny

Danielle de Montigny
(Print Name of Notary Public)



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing corporation.

Ernest Willis
Ernest Willis, Registered Agent

ATTEST: *Terry Lysengen*
Assistant Secretary

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

ILLINOIS APARTMENTS, INC.

(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Amended and Restated Articles of Incorporation below:

Article I, Article II, Article III, Article IV, Article V, Article VI, Article VII, Article VIII, Article IX, Article X, Article XI, Article XII, Article XIII

SECOND: The date of adoption of the amendment(s) was: July 10, 1999.

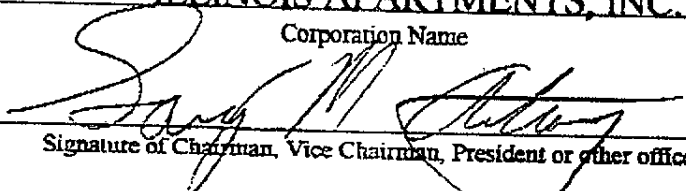
THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

ILLINOIS APARTMENTS, INC.

Corporation Name


Signature of Chairman, Vice Chairman, President or other officer

Gary M. Armstrong
Typed or printed name

President
Title

July 10, 1999
Date