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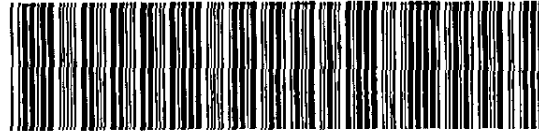
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LAW OFFICES
CARPENTER & BROWN, P.A.

ROGER L. BROWN
REAL PROPERTY LAW
CORPORATION AND BUSINESS LAW
TRIAL PRACTICE-GENERAL

DANIEL T. CARPENTER
WILLS AND ESTATE PLANNING
ESTATE LITIGATION
FAMILY LAW

SAAR BUILDING • SUITE 100
701 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33304
TELEPHONE (954) 771-1850
FAX (954) 491-3689

January 4, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: **The Boat House Pool, Inc.**

Gentlemen:

Pursuant to the above, enclosed please find an Original copy of Amended Articles of Incorporation which have been recorded in the public records of Broward County, Florida. We would request that these Amended Articles be filed with the Division of Corporations. Also enclosed is our check in the amount of \$43.75, representing the filing fee of \$35.00 and a certified copy fee of \$8.75.

Please return a certified copy to our office in the enclosed self-addressed stamped envelope.

Very truly yours,


ROGER L. BROWN, ESQ.

RLB:dbk
Enclosures

Prepared by and Return to:
ROGER L. BROWN, ESQ.
701 E. Commercial Blvd., #100
Fort Lauderdale, FL 33334
WILL CALL: TRI COUNTY COURIERS

2

AMENDED ARTICLES OF INCORPORATION

OF

THE BOAT HOUSE POOL, INC.

A Corporation Not-for-Profit

INSTR # 104595041
OR BK 38766 Pages 477 - 488
RECORDED 12/27/04 16:23:07
BROWARD COUNTY COMMISSION
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#2, 12 Pages

In compliance with the requirements of Chapter 617.1006, Florida Statutes, the undersigned Florida not-for-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

First: Articles I through X or the original Articles of Incorporation are hereby deleted and replaced by the following:

ARTICLE I

NAME

The name of this corporation shall continue to be:

THE BOAT HOUSE POOL, INC.

The corporation may hereinafter be referred to as the "Corporation" or the "Association".

ARTICLE II

PURPOSE

The purpose of the Corporation is:

1. *To maintain and repair the Recreation Parcel and other common areas, collectively the "Common Areas," as described in the Amendment of Declaration That Dividing Walls be Party Walls, Party Wall Agreements and Amendment of Maintenance Covenants to Run with the Land to be subsequently executed by the Corporation and those Owners of the Townhouse Parcels reflected in the public records of Broward County, Florida (hereinafter "Declaration") which may now or hereafter be placed upon the following described real property:*

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CLERK OF STATE
BROWARD COUNTY, FLORIDA

See Exhibit A attached hereto.

2. *To hold, for the benefit of the members of the Association, the fee title to the Recreation Parcel described in Exhibit A attached hereto and to maintain and repair such Common Areas, all in accordance with the Declaration.*

3. *To do and accomplish the duties and undertakings placed upon the Corporation in the Declaration.*

ARTICLE III

POWERS

The Corporation shall have all of the powers and duties expressly conferred upon it but subject to such conditions and/or limitations as set forth in the Declaration and all of the powers and duties reasonably necessary to fulfill the obligations and perform the services as set forth in the Declaration as the same may from time to time be amended including but not limited to the following:

A. *In general, to have all powers conferred upon a corporation not-for-profit by the laws of the State of Florida except as prohibited herein.*

B. *Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation.*

C. *Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for the public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation.*

D. Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority or utility (public or private) for such purposes and subject to such conditions as may be agreed to by the members of the Association.

E. To purchase insurance upon the Common Areas of the property and the Recreation Parcel and insurance for the protection of the Corporation, its directors and officers, and its members.

F. To make and amend reasonable rules and regulations respecting the maintenance, upkeep and use of the Common Areas.

G. To enforce through legal means the Declaration, these Articles, the By-Laws of the Corporation, and any Rules and Regulations of the Corporation.

H. To operate without profit for the sole and exclusive benefit of its members.

I. To perform all of the functions contemplated of the Corporation in the Declaration.

J. To pay taxes and other charges, if any, on or against property owned or accepted by the Corporation.

K. To charge recipients for services rendered by the Corporation and the user, for use of Corporation property where such is deemed appropriate by the Board of Directors of the Corporation.

ARTICLE IV

MEMBERS

1. Every person or entity who is a record or beneficial owner of a fee or undivided interest in any Townhouse Parcel (as that term is defined in the Declaration), which is subject by covenants of record to assessment by the Corporation, shall be a member of the Corporation whether or not a dwelling unit may be constructed on said Townhouse Parcel. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance

of an obligation. Membership shall be appurtenant to, and may not be separated from ownership of any Townhouse Parcel which is subject to assessment by the Corporation.

2. Change of membership in the Corporation shall be established by the recording in the Public Records of Broward County, Florida, of a deed or other instrument establishing a record title to a Townhouse Parcel and shall be evidenced by delivery to the Corporation of a certified copy of such instrument. The membership of the prior owner of a Townhouse Parcel shall be terminated as of the date of execution and recording of such deed or other instrument.

3. The share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner except upon transfer of the member's Townhouse Parcel in accordance with the Declaration.

ARTICLE V

VOTING RIGHTS

1. The Corporation shall have one (1) class of voting membership. Each Townhouse Parcel shall have one vote and there will be a total of seven votes.

2. The Corporation shall act by a vote of a least fifty-seven (57%) of the combined total of votes.

3. In the event the Ownership of a Townhouse Parcel is reflected in more than one person, then the Owners of that Townhouse Parcel shall designate one person to vote on behalf of the Townhouse Parcel. That designation shall be in writing and delivered to the Corporation prior to any vote by members. In the event the Owners of a Townhouse Parcel fail to designate in a timely manner a person to vote on their behalf, then the owners of that Townhouse Parcel cannot vote until such time as it is in compliance. For purposes of determining the requisite number of votes, the Townhouse that cannot vote due to its failure to designate a voter will be counted as a vote of abstentia.

ARTICLE VI

BOARD OF DIRECTORS

1. *The affairs of this Corporation shall be managed by a Board of at least three (3) but not more than seven (7), who must be members of the Corporation. The number of directors may be changed by amendment to the By-Laws of the Corporation. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors at the next annual meeting are as follows:*

| | |
|-------------------------|---|
| <i>ALAN SIEGEL</i> | <i>2111 Mariner Drive (SE 18th Street) Fort Lauderdale, Florida 33316</i> |
| <i>NICHOLAS DETURE</i> | <i>2101 Mariner Drive (SE 18th Street) Fort Lauderdale, Florida 33316</i> |
| <i>CRAIG TAFOYA</i> | <i>2107 Mariner Drive (SE 18th Street) Fort Lauderdale, Florida 33316</i> |
| <i>PHILIP O'CONNELL</i> | <i>2103 Mariner Drive (SE 18th Street) Fort Lauderdale, Florida 33316</i> |

2. *Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.*

ARTICLE VII

OFFICERS

The officers of the Corporation shall be a President, Vice President, and Secretary and Treasurer, and such additional officers as may be specified by the By-Laws. One person may be elected to the offices of the Secretary and Treasurer if the members of the Association so elect. The said officers shall be elected annually by the members of the Association at the annual meeting or special meeting of the members of the Association at a meeting called by the Board of Directors.

The names of the first officers who are to serve until the first election are:

President: PHILIP O'CONNELL

Vice President: NICHOLAS DETURE

Secretary/Treasurer: ALAN SIEGEL

The duties of the Officers are set forth in the By-laws of the Corporation.

ARTICLE VIII

CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual unless it is dissolved with the assent given in writing and signed by not less than five of the seven Townhouse Parcels and approved by all governmental agencies having jurisdiction that adequate provision has been made for the continued maintenance or satisfactory disposition of the assets of the Corporation.

ARTICLE IX

BY-LAWS

The By-Laws of the Corporation have been amended and the amendments were adopted by the Board of Directors and approved by the Members and may be altered, amended or rescinded only as approved by vote of the Owners of four of the seven Townhouse Parcels.

ARTICLE X

AMENDMENTS

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

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

2. *A resolution for approval by the Owners proposing an amendment may be proposed by either the Board of Directors or by the Members of the Corporation. Members not present in person or by proxy at the meetings considering the amendment may express their approval in*

writing, providing such approval is delivered to the Secretary at, or prior to, the meeting. Except as elsewhere provided:

Approval of the amendment must be by not less than Owners of four of the seven Townhouse Parcels

3. Provided, however, that no amendment shall make any change in the qualifications for membership or the voting rights of members, without the approval in writing by all members.

4. A copy of each Amendment shall be certified by the Secretary of State and recorded in the Public Records of Broward County, Florida.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Corporation hereby indemnifies any director or officer made a party or threatened to be a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative or investigative (other than one by or in the right of the Corporation to procure a judgment in its favor) brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea or nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action

was in the best interests of the Corporation, or that he had no reasonable grounds for belief that such action was unlawful.

2. *By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the Corporation, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held, 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 indemnification for such expenses which such tribunal shall deem proper.*

B. *Members of the Corporation shall determine whether amounts for which a director or officer seeks indemnification were properly incurred and whether such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable grounds for belief that such action was unlawful. Such determination shall be made by the Members of the Corporation by a majority vote of a quorum consisting of Members of the Corporation who were not parties to such action, suit or proceeding and not otherwise in common or joint ownership in a Townhouse Parcel with the party seeking indemnification.*

C. *The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.*

ARTICLE XII

TRANSACTIONS IN WHICH DIRECTORS

OR OFFICERS ARE INTERESTED

A. *No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the Corporation shall incur liability by reason of the fact that he is, or may be interested in any such contract or transaction provided such interest is disclosed prior to a vote on the contract or transaction.*

ARTICLE XIII

DISSOLUTION OF THE CORPORATION


A. *Upon dissolution of the Corporation, all of its assets remaining after provision for creditors, liabilities and payment of all costs and expenses of such dissolution shall be distributed in the following manner and relative priority:*

Remaining assets shall be divided into seven equal shares, one share for each Townhouse Parcel, and one-seventh distributed to the owner or owners of each of the respective Townhouse parcels as tenants in common.

Second: The date of the Adoption of the Amendment was:

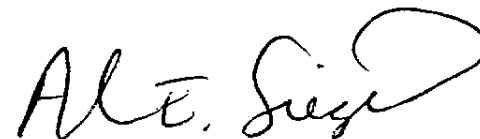
OCTOBER 2, 2004.

Third: The amendment was adopted by the members and the number of votes cast was sufficient of approval.

Witness our hands and Seals this 18th day of OCTOBER, 2004. 



Philip O'Connell
its President



Alan Siegel
Its Secretary/Treasurer

EXHIBIT A

TOWNHOUSE PARCELS

Lot 8, less the East 38.02 feet thereof, in Block 2 of Harbour Heights Addition, as recorded in Plat Book 35, at page 21 of the public records of Broward County, Florida ("Townhouse Parcel 1");

And

The West 25 feet of the East 38.02 feet of Lot 8 in Block 2 of Harbour Heights Addition, as recorded in Plat Book 35, at page 21 of the public records of Broward County, Florida (Townhouse Parcel 2");

And

Lot 7, less the East 63.02 feet thereof and the East 13.02 feet of Lot 8 in Block 2 of Harbour Heights Addition, as recorded in Plat Book 35, at page 21 of the public records of Broward County, Florida ("Townhouse Parcel 3");

And

The West 25 feet of the East 63.02 feet of Lot 7 in Block 2 of Harbour Heights Addition, as recorded in Plat Book 35, at page 21 of the public records of Broward County, Florida ("Townhouse Parcel 4");

And

The West 25 feet of the East 38.02 feet of Lot 7 in Block 2 of Harbour Heights Addition, as recorded in Plat Book 35, at page 21 of the public records of Broward County, Florida ("Townhouse Parcel 5");

And

Lot 6, less the East 63.02 feet thereof, and the East 13.02 feet of Lot 7 in Block 2 of Harbour Heights Addition, as recorded in Plat Book 35, at page 21 of the public records of Broward County, Florida ("Townhouse Parcel 6");

And

The West 25.46 feet of the East 63.02 feet of Lot 6 in Block 2 of Harbour Heights Addition, as recorded in Plat Book 35, at page 21 of the public records of Broward County, Florida ("Townhouse Parcel 7");

And

RECREATION PARCEL

The West 8.14 feet of the Lot 5 and the East 37.56 feet of Lot 6 in Block 2 of Harbour Heights Addition, as recorded in Plat Book 35, at page 21 of the public records of Broward County, Florida ("Parcel 8").