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December 30, 2009

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

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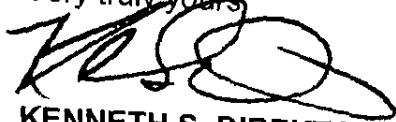
RE: **Del Mar Village, Section 1, Homeowners Association, Inc.**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **Del Mar Village, Section 1, Homeowners Association, 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/ebd
Enclosures

ACTIVE: 2828111_1

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LEGAL AND BUSINESS STRATEGISTS

MEMBERS OF CONSULEGIS AN INTERNATIONAL ASSOCIATION OF LAWYERS



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 7, 2010

KENNETH S. DIREKTOR
625 N. FLAGLER DR., 7TH FLOOR
WEST PALM BEACH, FL 33401

SUBJECT: DEL MAR VILLAGE, SECTION 1, HOMEOWNERS ASSOCIATION,
INC.
Ref. Number: 738776

We have received your document for DEL MAR VILLAGE, SECTION 1, HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 210A00000453

**AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
DEL MAR VILLAGE, SECTION 1, HOMEOWNERS ASSOCIATION, INC.**

The undersigned officers of **Del Mar Village, Section 1, Homeowners Association, 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 X thereof, by the membership at a duly called and noticed meeting of the members held November 19, 2009, which was recessed to and reconvened on December 8, 2009. The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

SEE ATTACHED

WITNESS my signature hereto this 10 day of DECEMBER, 2009
at Boca Raton, Palm Beach County, Florida.

**DEL MAR VILLAGE, SECTION 1,
HOMEOWNERS ASSOCIATION, INC.**

Giancarlo Gombi
Witness Giancarlo Gombi

BY: [Signature] (SEAL)
Bradley Rothenberg President

Nicholas Rotenberg
Witness Nicholas Rotenberg

ATTEST: Dorothy Bever (SEAL)
Dorothy BEVER Secretary

STATE OF FLORIDA :

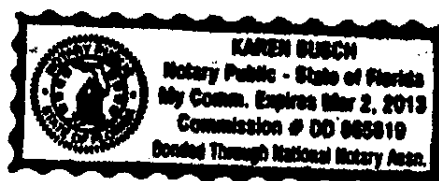
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 10 day of DECEMBER, 2009, by BRADLEY ROTHENBERG and DOROTHY BEVER, as PRESIDENT and SECRETARY, respectively, of Del Mar Village, Section 1, Homeowners Association, 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.

[Signature] (Signature)

KAREN DUSCH (Print Name)
Notary Public, State of Florida at Large

ACTIVE: 2791899_2



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

DEL MAR VILLAGE, SECTION 1, HOMEOWNERS ASSOCIATION, INC.

NOTE: This document replaces the Articles of Incorporation filed with the Secretary of State on April 21, 1977.

The undersigned Incorporator, by these Articles, does so for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida (Chapter 617, Florida Statutes), and hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be DEL MAR VILLAGE, SECTION 1, HOMEOWNERS ASSOCIATION, INC. For convenience, the Corporation is referred to in this instrument as the "Association" or the "Corporation," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "Bylaws."

ARTICLE II

PURPOSE

The Association is organized for the purpose of operating a homeowners association pursuant to Chapter 720, Florida Statutes, for the operation of that certain community known as DEL MAR VILLAGE, SECTION 1 (the "Community").

ARTICLE III

DEFINITIONS

The terms used in these Articles have the same definitions and meaning as those set forth in the Amended and Restated Declaration of Covenants and Restrictions for Del Mar Village, Section 1 ("Declaration"), and the Bylaws of the Association, unless herein provided to the contrary, or unless the context otherwise requires.

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TALLAHASSEE, FLORIDA

ARTICLE IV

POWERS

The powers of the Association include the following:

4.1 **General.** The Association has all of the common law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of the Declaration, these Articles or Chapter 720, Florida Statutes.

4.2 **Enumeration.** The Association has all the powers and duties set forth in Chapter 720, Florida Statutes (except as to variances in these Articles and the Declaration which are permitted by the Act), and all of the powers and duties reasonably necessary to operate the Community pursuant to its Declaration, and as they may be amended from time to time, including, but not limited to, the following:

A. To make and collect regular and special Assessments and other charges against Members as Lot Owners, and to use the proceeds thereof in the exercise of its powers and duties.

B. To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Community.

C. To maintain, repair, replace, reconstruct, add to, and operate the Community and other property acquired or leased by the Association for use by Lot Owners.

D. To purchase insurance upon the Community and insurance for the protection of the Association, its officers, directors, and Members as Lot Owners, and such other parties as the Association may determine in the best interest of the Association.

E. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Lot and Common Areas and for all other lawful purposes.

F. To approve or disapprove the leasing, transfer, ownership and possession of Lots as may be provided by the Declaration.

G. To enforce by legal means the provisions of Chapter 720, Florida Statutes, the Declaration, these Articles, the By-Laws, and the rules and regulations of the Community.

H. To contract for the management of the Community, and to delegate to the party with whom such contract has been entered into all of the powers and

duties of the Association, except (1) those which require specific approval of the Board of Directors or the membership of the Association; (2) those which are incapable of being delegated as same may be contrary to the Declaration or the By-Laws; (3) those which are contrary to the Statutes of the State of Florida; and (4) wherein a delegation is a power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible of delegation.

I. To employ personnel to perform the services required for proper operation of the Community.

J. To enter into agreements with other parties for easements or sharing arrangements or recreational facilities as the Board of Directors may deem in the best interests of the Community.

4.3 Assets of the Association. All funds and the titles of all properties acquired by the Association and their proceeds are held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

4.4 Limitation. The powers of the Association are subject to and are exercised in accordance with the provisions of the Declaration and the Bylaws.

ARTICLE V

MEMBERS

5.1 Membership. The Members of the Association shall consist of all of the record Owners of Lots in the Community approved by the Board of Directors. Membership is established by the acquisition of ownership of fee title to, or fee interest in, a Lot in the Community, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Declaration, and by the recordation amongst the Public Records of Palm Beach County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby, and by the delivery to the Association of a true copy of such recorded deed or other instrument. The new Owner designated in such deed or other instrument becomes a Member of the Association, upon all of the foregoing actions, and the membership of the prior Owner of the subject Lot is terminated.

5.2 Assignment. The share of a Member in the funds and assets of the Association, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot for which that share is held.

5.3 Voting. On all matters upon which the membership is entitled to vote, the vote for each Lot is as specified in the Declaration. Said votes must be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one (1) Lot is entitled to the cumulative total of votes allocated to Lots owned.

5.4 Meetings. The Bylaws provide for an annual meeting of Members, and can make provision for regular and special meetings of Members other than the annual meeting.

ARTICLE VI

TERM OF EXISTENCE

The Association has perpetual existence.

ARTICLE VII

INCORPORATORS

The names and addresses of the subscribers of the Association is as follows:

Charles W. Powell	33 S.E. 4 th Street Boca Raton, Florida 33432
S.C. Hathorn	33 S.E. 4 th Street Boca Raton, Florida 33432
Walter W. Frantz	33 S.E. 4 th Street Boca Raton, FL 33432

ARTICLE VIII

OFFICERS

The affairs of the Association are administered by the officers designated in the Bylaws. The officers are elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association, and serve at the pleasure of the Board of Directors. The Bylaws can provide for the removal from office of officers, for filling vacancies and for the duties of the officers.

ARTICLE IX

DIRECTORS

9.1 Number and Qualification. The affairs of the Association are managed by a Board of seven (7) directors. All Directors must be Members of the Association.

9.2 Duties and Powers. All of the duties and powers of the Association existing under Chapter 720, Florida Statutes, the Declaration, these Articles and the Bylaws are exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by Lot Owners only when specifically required.

9.3 Election; Removal. Directors of the Association are elected at the annual meeting of the members in the manner provided by the Bylaws. Directors can be removed and vacancies on the Board of Directors are filled in the manner provided by the Bylaws.

ARTICLE X

INDEMNIFICATION

10.1 Indemnity. To the extent permitted by law, the Association indemnifies 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 if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the interest of the Association; and, with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification can be made in respect of any claim, issue or matter as to which such person has been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association 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 deems proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does 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 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.

10.2 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 10.1 above, or in defense of any claim, issue or matter therein, he must be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

10.3 Approval. Any indemnification under Section 10.1 above (unless ordered by a court) can 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 10.1 above. Such determination must 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.

10.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding can 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 is ultimately determined that he is entitled to be indemnified by the Association as authorized in this Article.

10.5 Miscellaneous. The indemnification provided by this Article is not exclusive of any other rights to which those seeking indemnification are entitled under any Bylaw, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office, and continue as to a person who has ceased to be a director, officer, employee, or agent and inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

AMENDMENTS

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

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

11.2 Adoption. A resolution for the adoption of a proposed amendment can be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) 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.

No Articles can be revised or amended by reference to its title or number only. Proposals to amend existing Articles must contain the full text of the Articles to be amended; new words must be inserted in the text underlined, and words to be deleted must be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words

added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Articles of Incorporation. See Article . . . for present text." Nonmaterial errors or omissions in the Articles process do not invalidate any otherwise properly promulgated amendment.

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

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

ARTICLE XII

ADDRESS

The principal place of business of the Corporation is 7108 Beracasa Way, #203, Boca Raton, Florida 33433, but the Corporation can 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.

ARTICLE XIII

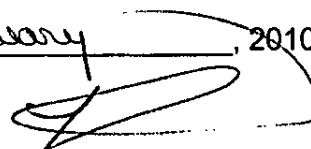
INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The registered agent of this Corporation is Kenneth S. Direktor, Esq., Becker & Poliakoff, P.A., 625 North Flagler Drive, 7th Floor, West Palm Beach, Florida 33401.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XV OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 17 DAY OF February, 2010.



KENNETH S. DIREKTOR
(Registered Agent)

ACTIVE: 1400624_5