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744217

September 30, 2002

Personal and Confidential

Thelma Lewis
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

Via Federal Express

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Dear Ms. Lewis:

Re: Merger of Frenchman's Creek Country Club, Inc., into
Frenchman's Creek Property Owners' Association, Inc.
With its Name Changed to Frenchman's Creek, Inc.

Enclosed please find the original and one copy of Articles of Merger of Frenchman's Creek Country Club, Inc., into Frenchman's Creek Property Owners' Association, Inc., the surviving corporation. Please file the original and return the copy to me certified. My check in the amount of \$78.75 to cover the \$35.00 filing fee for Frenchman's Creek Country Club, Inc., the \$35.00 filing fee for Frenchman's Creek Property Owners' Association, Inc., and the \$8.75 for the certified copy.

Also enclosed are the original and one copy of the Amended and Restated Articles of Incorporation of Frenchman's Creek, Inc. (changing the name of the foregoing surviving corporation, Frenchman's Creek Property Owners' Association, Inc., to Frenchman's Creek, Inc.), as well as my check in the amount of \$43.75 to cover the \$35.00 filing fee and the \$8.75 fee for the certified copy. Please file the original amendment and return the copy to me certified.

If you have any problems with this filing, please telephone me collect.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By

John B. McCracken

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Enclosures

www.jones-foster.com

SINCE 1924

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T. Lewis
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRENCHMAN'S CREEK, INC.
A Florida Not for Profit Corporation and Homeowners' Association**

Frenchman's Creek Property Owners' Association, Inc., on unanimous vote of its Board of Governors and a majority vote of its Members, absorbed Frenchman's Creek Country Club, Inc., by merger and amends and restates its Articles of Incorporation as follows:

ARTICLE I

NAME

The name of this Association shall be FRENCHMAN'S CREEK, INC.

ARTICLE II

PURPOSE

The purposes of the Association are to serve as the instrumentality of Owners in the Property for the purpose of controlling and regulating the use of the amenities therein; of promoting, assisting, and providing adequate and proper maintenance of the Property for the benefit of all Owners therein; of providing and promoting recreational activity within the Property through the acquisition and ownership of Club facilities for the recreation, pleasure and benefit of Members (whether by fee simple ownership, leasehold or other possessory use interest), the maintenance of the land and facilities, of enhancing the quality of life and property values within Frenchman's Creek by actions inside or outside Frenchman's Creek and such other means and methods as it may deem in the best interest of its Members and Owners; to exercise all powers and discharge all responsibilities granted to it as a corporation and as a homeowners' association under the laws of the State of Florida, its Articles of Incorporation, these By-Laws, and the Amended Declaration; to acquire, hold, convey and otherwise deal with the real and/or personal property in the Association's capacity as a homeowners association; and to otherwise engage in such additional lawful activities for the benefit, use convenience and enjoyment of its Members as it may deem proper and as contemplated by a certain Amended Declaration of Covenants and Restrictions for Frenchman's Creek has been recorded in the Public Records of Palm Beach County, Florida, in Official Record Book 4981, page 0784, as modified (the "Amended Declaration"), that amends in total the Declaration of Covenants and Restrictions for Frenchman's Creek as recorded in Official Record Book 2918, page 0325, Public Records of Palm Beach County, Florida, and as may be amended from time to time hereafter.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The Principal Office and the Mailing Address of the Association is 13495 Tournament Drive, Palm Beach Gardens, Palm Beach County, Florida 33410.

ARTICLE IV

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent of this Association is John B. McCracken, located at the Registered Office of the Association at Suite 1100, 505 South Flagler Drive, West Palm Beach, Palm Beach County, Florida 33401.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any residential lot which becomes subject to the covenants, restrictions, easements, charges and liens set forth in the Declaration of Covenants and Restrictions for Frenchman's Creek, P.U.D., as amended and restated, shall be a member of the Association. Membership in the Association shall be automatic with and appurtenant to such lot ownership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

The Association shall also have a class of members described as "Club Members" who shall be Members of the Association who qualify under the By-Laws as Club Members and who may enjoy the Country Club Facilities of the Association.

Club Membership Certificates shall be included in the membership equity of the Association which are stated at the recognized refundable equity amount and are refundable in accordance with the By-Laws. The Board of Governors shall recognize a portion of the Club Membership equity contribution as refundable equity when a Member is accepted for Club Membership and the Club Membership Certificate is issued. In addition, the Board of Governors shall earmark a portion of the contribution for capital expenditures.

ARTICLE VI

VOTING RIGHTS

A. Members shall be entitled to one (1) vote for each residential lot owned. When more than one (1) person, or entities other than natural persons, hold interests in any lot, the vote for such lot shall be determined as set forth in the By-Laws.

B. Club Members shall have no right to vote as such.

ARTICLE VII

TERM OF EXISTENCE

This Association shall have perpetual existence.

ARTICLE VIII

SUBSCRIBERS

The names and addresses of the original subscribers were:

<u>Name</u>	<u>Address</u>
Elmer A. Holmgren	1001 Park Avenue, Lake Park, Florida
B.D. Underwood	1001 Park Avenue, Lake Park, Florida
Ella H. Peterson	1001 Park Avenue, Lake Park, Florida

ARTICLE IX

MANAGEMENT OF ASSOCIATION

The affairs and business of the Association shall be conducted and managed by the Board of Governors which shall be elected as set forth in the By-Laws. The Board of Governors shall appoint the officers and govern as otherwise set forth in the By-Laws.

ARTICLE X

OFFICERS

The names of the officers who presently serve and shall serve until their successors are chosen as set forth in the By-Laws are:

George Murphy
13839 Le Mans Way
North Palm Beach, FL 33410

President

Larry Sherman
13893 Rivoli Drive
North Palm Beach, FL 33410

First Vice President

William Silver
13853 Le Havre Drive
North Palm Beach, FL 33410

Second Vice President

Adele Shamban
3330 Degas Drive West
North Palm Beach, FL 33410

Secretary

Jay Bramson
13228 Verdun Drive
North Palm Beach, FL 33410

Treasurer

ARTICLE XI

GOVERNORS

The Governors who presently serve and shall serve until their successors are chosen as set forth in the By-Laws are:

George Murphy
13839 Le Mans Way
North Palm Beach, FL 33410

Martin Cohen
3731 Toulouse Drive
North Palm Beach, FL 33410

Larry Sherman
13893 Rivoli Drive
North Palm Beach, FL 33410

Blanche Davidson
3300 Monet Drive West
North Palm Beach, FL 33410

William Silver
13853 Le Havre Drive
North Palm Beach, FL 33410

Robert Habush
3040 Miro Drive South
North Palm Beach, FL 33410

Adele Shamban
3330 Degas Drive West
North Palm Beach, FL 33410

Richard Masters
13378 Deauville Drive
North Palm Beach, FL 33410

Jay Bramson
13228 Verdun Drive
North Palm Beach, FL 33410

Mark Pritch
2811 Calais Drive
North Palm Beach, FL 33410

Irving Wiseman
13141 Burgundy Drive South
North Palm Beach, FL 33410

Donald Schilling
13046 Redon Drive
North Palm Beach, FL 33410

Peter Weiss
13741 Le Havre Drive
North Palm Beach, FL 33410

Denise Siegel
13767 Le Bateau Lane
North Palm Beach, FL 33410

Ed Zimmerman
13652 Rivoli Drive
North Palm Beach, FL 33410

ARTICLE XII

INDEMNIFICATION OF GOVERNORS, OFFICERS, AND COMMITTEE MEMBERS

Every duly elected Governor, elected or appointed officer, employee or committee member and any other person acting on behalf of the Association or at the direction of an officer or Board of Governors of the Association shall be indemnified by the Association against all expense and liability, including counsel fees reasonably incurred by or imposed upon them in connection with any proceeding to which he/she may be a party, or in which he/she may become involved by reason of being or having been in any such position at the time such expenses were incurred, except in such cases where the said individual is adjudged guilty of willful malfeasance in the performance of duty, in which case there will be no such reimbursement. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such individuals may be entitled.

ARTICLE XIII

BY-LAWS

The By-Laws of the Association may be made, amended, altered, or rescinded in accordance with the provisions of such By-Laws.

ARTICLE XIV

AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority vote of the Board of Governors at any regular or special meeting called for that purpose and proposed by the Board of Governors to the membership. A majority vote of all members present and entitled to vote at a duly-constituted meeting of the membership

called for that purpose, at which a quorum of thirty percent (30%) of the members entitled to vote are present, shall be necessary to amend the Articles of Incorporation.

ARTICLE XV

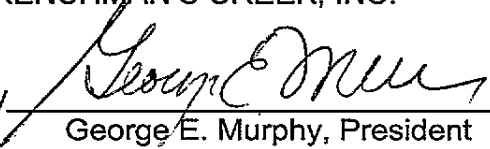
DISSOLUTION

In the event of liquidation and/or dissolution of the Association, the equity of Club Members outstanding shall be paid and satisfied before Members may receive any distributions.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida, this 28th day of SEPT., 2002.

FRENCHMAN'S CREEK, INC.

By


George E. Murphy, President

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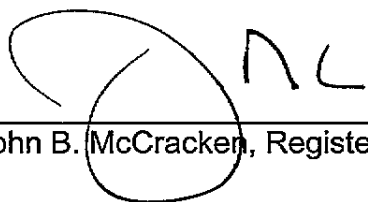
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That FRENCHMAN'S CREEK, INC., desiring to organize under the laws of the State of Florida, has named JOHN B. McCRACKEN, located at the Registered Office of the Association at Suite 1100, 505 South Flagler Drive, West Palm Beach, Palm Beach County, Florida 33401, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Association at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



John B. McCracken, Registered Agent