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December 6, 2006

**Reply To:**  
**West Palm Beach**  
**Peter C. Mollengarden, Esq.**  
**Direct dial: (561) 820-2872**  
**PMollengarden@becker-poliakoff.com**

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

**RE: THE YACHT & RACQUET CLUB OF BOCA RATON  
CONDOMINIUM ASSOCIATION "F", INC.**

**FLORIDA OFFICES**  
**BOCA RATON**  
**FORT MYERS**  
**FORT WALTON BEACH**  
**HOLLYWOOD**  
**HOMESTEAD**  
**LARGO**  
**MELBOURNE**  
**MIAMI**  
**NAPLES**  
**ORLANDO**  
**SARASOTA**  
**TALLAHASSEE**  
**WEST PALM BEACH**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **Yacht & Racquet Club of Boca Raton Condominium Association "F", 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,

**PETER C. MOLLENGARDEN**  
For the Firm

PCM/tr  
Enclosures

WPB\_DB: 307304\_1

**AFFILIATED OFFICES**  
**BEIJING**  
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**CERTIFICATE OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
THE YACHT & RACQUET CLUB OF BOCA RATON CONDOMINIUM  
ASSOCIATION "F", INC.**

The undersigned officers of The Yacht & Racquet Club of Boca Raton Condominium Association "F", 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 Eleventh thereof, by the membership at a duly called and noticed meeting of the members held November 15, 2006. The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

**AMENDMENTS TO THE  
CHARTER OF  
THE YACHT & RACQUET CLUB OF BOCA RATON CONDOMINIUM  
ASSOCIATION "F", INC.**

**ARTICLES OF INCORPORATION**

(Additions shown by "underlining",  
deletions shown by "~~strikeout~~",  
unaffected text indicated by "...")

\* \* \*

EIGHTH: ~~The Officers who are to serve until the first election of the Directors are as follows:~~

President	David L. Smith
Vice President	Philip D. McClumpha
Secretary	Clark Merton
Treasurer	Thomas May

The first regular meeting of the Members of the Corporation for the election of Directors shall be held as required by the Bylaws and Florida Statutes 718.301. Annual meetings shall be held on the date commencing on the first Wednesday in March which follows the first meeting of members at which they elect any Directors as provided in the Bylaws. The Directors elected at the first annual meeting and at each subsequent annual meeting of the Members shall elect officers of the Corporation who will hold office until the next annual meeting of the Board of Directors, or until their successors are elected and qualified.

NINTH: This Corporation shall be governed wholly by a Board of Directors consisting of the number of three (3) persons set forth in the Bylaws. Directors shall be elected in accordance with the provisions of the Bylaws and Chapter 718, Florida Statutes, and the Florida Administrative Code as amended from time to time. ~~and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Members are as follows:~~

NAMES	ADDRESSES
David L. Smith	3785 North Federal Highway Boca Raton, Florida 33431

Philip D. McClumpha      Suite 609  
9200 South Dadeland Boulevard  
Miami, Florida 33156

Clark Merten              3785 North Federal Highway  
Boca Raton, FL 33434

Subsequent Boards of Directors shall consist of five (5) persons. Directors must be members of the Association.

~~The "Developer", Yacht & Racquet Club of Boca Raton Joint Venture, a Florida general partnership consisting solely of General Electric Real Estate Credit Corporation, a Delaware Corporation, and Urban Properties Corporation, a Florida Corporation, as the Developer of the Condominium Property, its successors and assigns, reserves the right to elect the entire Board of Directors until, and subject to, the following: When Unit Owners other than the Developer own fifteen percent (15%) or more of the Units that will be operated ultimately by the Association, the Unit Owners other than the Developer shall be entitled to elect not less than one third (1/3) of the members of the Board of Directors of the Association. Unit Owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors of the Association three (3) years after sales by the Developer have been closed of fifty percent (50%) of the Units that will be operated ultimately by the Association, or three (3) months after sales have been closed by the Developer of ninety percent (90%) of the Units that will be operated ultimately by the Association, or when all of the Units that will be operated ultimately by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business, whichever shall first occur. The Developer shall be entitled to elect not less than one (1) member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Units in the Condominium operated by the Association.~~

TENTH: ~~The initial Bylaws of this Corporation are those annexed to the Declaration of Condominium to be made by Yacht & Racquet Club of Boca Raton Joint Venture, a Florida general partnership, the Developer of the Condominium, and to be recorded among the Public Records of Palm Beach County, Florida, which said Declaration will covers the real property described in Exhibit "A" attached hereto and made a part hereof. Such Bylaws, subject to the provisions herein and therein contained, may be altered, amended, made or rescinded by vote of a majority of the voting interests seventy five percent (75%) of the members voting present in person or by proxy at a duly called meeting at which a quorum is established.~~

ELEVENTH: ~~These Articles of Incorporation may be altered, amended, changed, added to or repealed in the manner now or hereafter prescribed by Statute or herein or by the Bylaws of this Corporation, or said Declaration of Condominium, at any duly called meeting of the Members of this Corporation, provided that (a) the notice of the meeting is given in the manner provided for in Section 4B of Article V of the initial Bylaws, as amended from time to time, and it contains a full statement of the proposed alteration, amendment, change, addition or repeal; and (b) there is an affirmative vote of a majority seventy five percent (75%) of the voting interests of the Members present in person or by proxy at such meeting (provided a quorum is established), in favor of said alteration, amendment, change, addition or repeal, but in no event shall these Articles of Incorporation be altered, amended, changed, added to or repealed to impair, amend, rescind or cancel the instruments and documents referred to in Article Sixteenth of these Articles, excepting with the consent in writing of all of the parties to any such instrument or document.~~

TWELFTH: ~~If a Condominium Parcel is owned by more than one (1) person, the membership relating thereto shall nevertheless have only one (1) vote which shall be exercised by the Owner or person designated in writing by the Owners of that Parcel as~~

the one entitled to cast a vote for the membership concerned except as otherwise provided in the Bylaws.

\*\*\*

FIFTEENTH: From time to time and at least once annually, the corporate Officers shall furnish periodic reports to the members, which shall include a report of the income and operating expense of the Association, the assessments paid by each Member and balance sheets prepared in accordance with the provisions of Chapter 718, Florida Statutes, as amended from time to time. ~~sound business and accounting practices.~~

SIXTEENTH: The Corporation shall have all the powers that are set forth and described in Chapter ~~617.024~~ 617 of the Florida Statutes, together with all those powers conferred by the Declaration of Condominium, this Charter and any and all lawful Bylaws of the Corporation. ...

SEVENTEENTH: To the greatest extent allowed by law, Each each Director and Officer of this Corporation shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer of this Corporation, such expense to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view of curtailing of costs of litigation. ...

EIGHTEENTH: When words or phrases relating to the Condominium to be created under said Declaration of Condominium are used herein or in the Bylaws of this Corporation, the meaning thereof shall be determined by the ~~present~~ definitions and constructions placed thereon by the Declaration of Condominium or under Chapter 718, Florida Statutes.

\*\*\*\*\*

WITNESS my signature hereto this 30 day of NOVEMBER, 2006, at The Yacht & Racquet Club of Boca Raton Condominium Association "F", Inc., Palm Beach County, Florida.

**THE YACHT & RACQUET CLUB OF BOCA RATON  
CONDOMINIUM ASSOCIATION "F", INC.**

Airil Goodbold  
Witness  
GAIL GOODBOLD

BY: Howard J. Helmer (SEAL)  
President


Walter Cestare  
Witness  
Walter Cestare

ATTEST: Jacqueline [Signature] (SEAL)  
Secretary

STATE OF FLORIDA :  
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 30 day of NOVEMBER, 2006, by Howard J. Helmer and Jacqueline [Signature], as PRMS. and SEC., respectively, of The Yacht & Racquet Club of Boca Raton Condominium Association "F",

Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced (None) as identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

  
\_\_\_\_\_ (Signature)

ROBERT J. VAN LIEW (Print Name)  
Notary Public, State of Florida at Large

WPB\_DB: 306349\_1

