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STEVEN I. GREENWALD
OF COUNSEL
BRANDON J. DOUGLAS
LAURA S. BLACKMAN

TELEPHONE (561) 994-5560
FAX (561) 994-5629

765229

December 14, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

200003504172--0
-12/18/00--01098--011
*****35.00 *****8.75

Re: Articles of Amendment to Articles of
Incorporation of St. Andrews Country Club, Inc.

200003504172--0
-12/18/00--01098--010
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of
Articles of Amendment to Articles of Incorporation of St.
Andrews Country Club, Inc. together with our firm's check
in the amount of \$35.00 representing the filing fee.
We have also enclosed a check in the amount of \$8.75
representing the fee for a Certified Copy of the enclosed
Articles of Amendment.

A self-addressed, prepaid envelope is provided for your
convenience in forwarding the Certified Copy of the
Articles of Amendment back to this office.

Thank you and should you have any questions or require
further information, please do not hesitate to contact this
office.

Very truly yours,

Steven I. Greenwald

Steven I. Greenwald
SIG/d
Enclosures
Cc: St. Andrews Country Club, Inc.

01 JAN 23 PM 3:53
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

765229
Amend
12/18/00
10:25:01
*Cert Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 5, 2001

STEVEN GREENWALD
6971 NORTH FEDERAL HWY., SUITE 105
BOCA RATON, FL 33487

SUBJECT: ST. ANDREWS COUNTRY CLUB, INC.
Ref. Number: 765229

We have received your document for ST. ANDREWS COUNTRY CLUB, 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):

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 101A00000617

ARTICLES OF AMENDMENT

of the

ARTICLES OF INCORPORATION

of

ST. ANDREWS COUNTRY CLUB, INC.

(A Florida Corporation Not-for Profit)

1. St. Andrews Country Club, Inc. is a Florida Corporation Not-For-Profit ("Corporation"), whose Articles of Incorporation were originally filed with the Department of State of the State of Florida on September 29, 1982.

2. The Board of Governors and the Members of the Corporation, respectively, by separate majority votes of each, as required by Article XVI of the Articles of Incorporation, taken and recorded on December 14, 1993, on February 13, 1994, on March 29, 1998 and on December 3, 2000 respectively, and pursuant to Chapter 617, Florida Revised Statutes, resolved, among other things, that the Articles of Incorporation of the Corporation be amended as set forth below.

3. Pursuant to the Resolution referred to above, the President of the Corporation was authorized, empowered and directed to sign and file these Articles of Amendment with the Department of State of the State of Florida to amend the Articles of Incorporation of the Corporation.

RESOLVED:

Article I through Article XXI are deleted in their entirety

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01 JAN 23 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and the following are substituted:

ARTICLE I

NAME AND PRINCIPAL ADDRESS

The name of the corporation shall be "ST. ANDREWS COUNTRY CLUB, INC." (the "Club"). The principal address of the Club shall be at 17557 Claridge Oval, Boca Raton, Florida 33496.

ARTICLE II

DURATION

The period of duration of the Club is perpetual.

ARTICLE III

PURPOSE AND POWERS

The sole purpose of the Club is to own and operate a private country club exclusively for the pleasure and recreation of its members. To carry out this purpose, the Club shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to corporations not-for-profit, as those laws now exist or as they may hereafter provide.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The registered office for the corporation and the registered agent for the Corporation at that address shall be the following:

Julie Zeller
Secretary of Board of Governors
St. Andrews Country Club, Inc.
17557 Claridge Oval West
Boca Raton, Florida 33496

ARTICLE V

INCORPORATORS

The names and residences of the original incorporators were as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas J. Miller	7227 Clint Moore Road Boca Raton, Florida 33434
John C. Csapo	7227 Clint Moore Road Boca Raton, Florida 33434
John R. Tompson	7227 Clint Moore Road Boca Raton, Florida 33434

ARTICLE VI

CAPITAL STOCK

The Club shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VII

PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Club is one which does not permit pecuniary gain or profit. No part of any net earnings of the Club shall inure to the benefit of any member, governor or officer, and as such they will have no interest in or title to any of the property or assets of the Club. The Club is prohibited from paying compensation to its governors and officers for services rendered in those capacities to the Club.

ARTICLE VIII

BOARD OF GOVERNORS

The Club shall have no more than fifteen (15) members on its Board of Governors. The number of members of the Board of

Governors will be determined by the By-Laws.

ARTICLE IX

OFFICERS

The Board of Governors at each annual meeting shall elect from among its members to serve for a term of one (1) year and until their successors shall be elected, a President, an Executive Vice President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Governors from time to time determines appropriate, who shall manage the affairs of the Club.

ARTICLE X

MANAGEMENT AGREEMENT

The Board of Governors may authorize the officers of the Club to enter into a management agreement with any person, firm or corporation, to manage the affairs of the Club.

ARTICLE XI

INDEMNIFICATION

The Club shall indemnify and save harmless each person who shall serve at any time hereafter as governor, officer, manager or committee member from and against any and all claims and liabilities, to which such person shall become subject by reason of such person having been, or hereafter being, governor, officer, manager or committee member of the Club, or by reason of any action alleged to have been taken or omitted by such person as such governor, officer, manager or committee member and shall reimburse each such person for all legal or other expenses reasonably incurred in connection with any such claim or liability; provided,

however, that no such person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability arising out of gross negligence or willful misconduct. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such governor, officer, manager or committee member may be entitled under these Articles, the By-Laws or otherwise.

ARTICLE XII

LIABILITY FOR DEBTS

Neither the members nor the officers nor the governors of the Club shall be liable for the debts of the Club.

ARTICLE XIII

DISSOLUTION

In the event of dissolution or final liquidation of the Club, all of the property and assets of the Club, after payment of its debts, shall be distributed, as permitted by a court having jurisdiction, among its golf and tennis members only, in proportion to the value of their equity membership contribution as last fixed by the Board of Governors in accordance with the terms of the By-Laws.

ARTICLE XIV

GOLF AND TENNIS MEMBERS

The Club shall have a maximum of six hundred thirteen (613) golf members and seventy five (75) tennis members and one (1) charter member, as described in ARTICLE XV hereof.

Golf and tennis memberships will be offered only to owners of

homes or lots in St. Andrews County Club who are residents of the Club and who meet the conditions of membership set forth in the Club By-Laws and Regulations. The Club shall have the right to repurchase all of the memberships previously issued to non-residents of St. Andrews Country Club on a last in-first out basis, and if the Club exercises that right, the non-resident member will be entitled to be paid the greater of (a) the Equity membership contribution currently charged for his category of membership, or (b) the membership contribution actually paid by such member for his membership.

ARTICLE XV

CHARTER MEMBERSHIP

The Club has one (1) charter member. The charter member shall pay annual dues, but shall not pay assessments. The charter member shall pay charges for food, beverage and other Club services, including minimums and service charges. The charter member and his spouse shall have the same rights and privileges as golf members, except that they shall have no voting rights. The charter membership shall not be assignable or transferable and shall terminate on the death or resignation of both the charter member and his spouse, and no further charter memberships will be issued.

ARTICLE XVI

VOTING RIGHTS

The voting power of the Club shall be vested in the golf members and the tennis members only, and shall be exercised only as provided herein and in the By-Laws. Golf members shall have two

(2) votes per membership certificate and tennis members shall have one (1) vote per membership certificate and the affirmative and negative votes of all members shall be combined and cumulated to determine the approval or disapproval of any matter on which a vote is taken. Each membership shall be entitled to vote only once.

ARTICLE XVII

MEMBERSHIP CONTRIBUTIONS

The membership contributions for golf and tennis members shall be made in such amounts as are fixed, from time to time, by the Board of Governors in accordance with the terms of the By-Laws.

ARTICLE XVIII

TRANSFER OF MEMBERSHIPS

A membership may be transferred only through repurchase by the Club as set forth in the By-Laws or in accordance with other procedures set forth in the By-Laws.

ARTICLE XIX

DUES, ASSESSMENTS AND CHARGES

Golf and tennis members shall pay dues, assessments and charges in accordance with the terms of the By-Laws.

ARTICLE XX

AMENDMENT OF ARTICLES AND APPROVAL OF OTHER MAJOR ACTIONS

A majority vote of all of the golf and tennis members, counted on a combined and cumulated basis, and a majority vote of all of the members of the Board of Governors shall be required to authorize or approve any of the following actions:

- (a) Merger or consolidation of the Club with any other

entity;

(b) Sale, lease, exchange, transfer or other disposition of all or substantially all of the Club's assets;

(c) Voluntary dissolution of the Club;

(d) Adoption of a plan of distribution of remaining assets upon dissolution of the Club; and

(e) Amendment of these Articles of Incorporation.

ARTICLE XXI

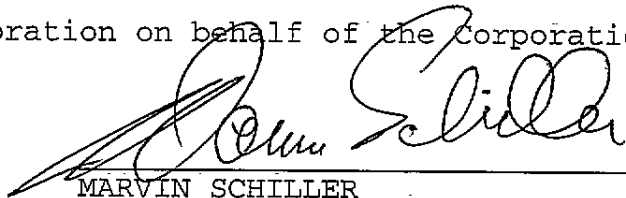
AMENDMENT OF BY-LAWS

1. The By-Laws may be amended by a majority of the votes cast at any duly called and constituted annual or special meeting of the members of the Club, at which a quorum is present. A proposed amendment must be set forth in the notice of the meeting.

2. The By-Laws may also be amended by the Board of Governors, at any meeting of the Board of Governors, provided that the proposed amendment shall be set forth in a notice of the meeting, which notice shall be given not less than three (3) days prior to the meeting, and provided further that two-thirds (2/3) of the total members on the Board of Governors approve the amendment, and provided further that no such amendment by the Board of Governors shall increase the number of permanent Club members, and provided finally that the proposed amendment had previously been submitted to the membership and had received the affirmative vote of not less than two-thirds (2/3) of the members voting thereon, but failed of passage solely because of the absence of a quorum. Notwithstanding the foregoing, the Board of Governors shall have

the right to amend the By-Laws, in the manner provided above, to effect non-substantive changes, such as conforming amendments, corrections of grammatical or typographical errors, and the like.

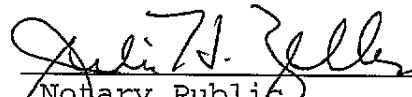
The Undersigned, the President of the Corporation, hereby executes these Articles of Amendment of the Articles of Incorporation of the Corporation on behalf of the Corporation.


MARVIN SCHILLER
PRESIDENT
ST. ANDREWS COUNTRY CLUB, INC.

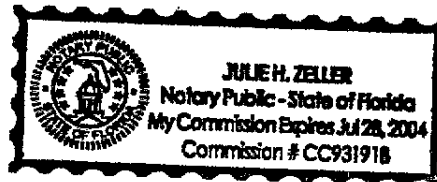
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared Marvin Schiller, to me well known and known to me to be the President of ST. ANDREWS COUNTRY CLUB, INC., who executed the foregoing Articles of Amendment of the Articles of Incorporation of ST. ANDREWS COUNTRY CLUB, INC., and he acknowledged before me that he signed and executed the same for the purposes set forth herein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Boca Raton, Palm Beach County, Florida this 13th day of December, 2000.


Notary Public
State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated corporation, at a place designated in these Articles of Amendment of the Articles of Incorporation of St. Andrews Country Club, Inc., I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments thereto and to comply with the provisions of all other Statutes relative to the property and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
this 11 day of Jan., 2001.


JULIE H. ZELLER
17557 Claridge Oval
Boca Raton, Florida 33496