

LAW OFFICE OF
GARY D. FIELDS

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April 23, 2001

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*****35.00 *****35.00

Florida Department of State
Division of Corporations,
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

FILED
01 MAY 18 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Townhomes of Marlwood Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed please find an original and a copy of Articles of Amendment to the Articles of Incorporation for the above referenced Florida corporation, along with our check in the amount of \$35.00 for the filing fee. Please file the original and return a stamped copy with your confirmation letter in the enclosed return envelope.

Thank you for your courtesy and cooperation in this regard.

Sincerely,


GARY D. FIELDS

GDF:hs (enclosures)

Amended & Restated

T BROWN MAY 22 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 14, 2001

LAW OFFICE OF GARY D. FIELDS
4400 PGA BLVD.
SUITE 700
PALM BEACH, FL 33410

SUBJECT: TOWNHOMES OF MARLWOOD HOMEOWNERS ASSOCIATION, INC.
Ref. Number: 767254

We have received your document for TOWNHOMES OF MARLWOOD HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

Our records show the date of incorporation is March 2, 1983. Please correct your document accordingly.

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) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 501A00029164

FILED
01 MAY 18 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TOWNHOMES OF MARLWOOD
HOMEOWNERS ASSOCIATION, INC.

The Articles of Incorporation of Townhomes of Marlwood Homeowners Association, Inc. (a corporation not for profit created pursuant to Chapter 617 of the Florida Statutes, as amended), signed on March 9, 1983, are hereby amended to read in their entirety as follows:

In compliance with the requirements of Florida Statutes, Chapter 617, Corporations Not for Profit, and Florida Statutes, Chapter 720, Homeowners' Associations, and the Articles of Incorporation of Townhomes of Marlwood Homeowners Association, Inc, the Members of the Association hereby adopt the following Amended Articles of Incorporation for this corporation not for profit and do hereby certify:

1. NAME

The name of the corporation is TOWNHOMES OF MARLWOOD HOMEOWNERS ASSOCIATION, INC., (the "Association").

2. PURPOSES

The corporation is organized as a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes. The purposes for which the corporation is organized are:

A. To operate as a homeowners' association, under the provisions of Chapter 720 of the Florida Statutes, responsible for the operation of property in Palm Beach County, Florida, known and platted as P.G.A. Resort Community Plat of Townhomes of Marlwood.

B. To enforce, through appropriate legal means, the Declaration of Covenants, Conditions, and Restrictions Relating to Townhomes of Marlwood (the "Declaration"), as amended, and as recorded against and running with the lands subject to the Declaration (the "Property").

C. To ensure that the lands in the Property shall remain an area of high standards containing residential units, improvements and facilities designed primarily for the comfort, convenience and accommodation of its residents.

D. To operate, maintain and control the Common Areas.

E. To provide, purchase, acquire, replace, improve, maintain and/or repair such building structures, landscaping, paving, street lighting and equipment; both real and personal, related to the health, safety and welfare of the members of the Association, as the Board of Directors by majority vote determines necessary and appropriate and/or convenient.

3. QUALIFICATION OF MEMBERS AND MANNER OF THEIR ADMISSION

The members of this corporation shall constitute all of the record owners of Lots in the Property. Changes of membership in this corporation shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing record title to a Lot and delivery to the corporation of a certified copy of such instrument, the owner designated by such instrument thereby becoming a member of the corporation. The membership of a prior owner of such Lot shall thereby be terminated. Where any one Lot in the Property is owned by more than one person, firm, individual or corporation or other legal entity, the composite title holder shall be and constitute one member of membership. Any person, firm, individual, corporation or legal entity owning more than one Lot shall be as many members as the number of said Lots owned.

4. VOTING RIGHTS

The Association shall have one (1) class of voting membership. An individual or entity shall become a "Member" automatically upon becoming the record title owner of the fee simple interest in any Lot within the Property. Members shall be entitled to one (1) vote for each Lot owned. When more than one person owns a fee simple interest in any Lot, all such persons shall be Members; and the vote for such Lot shall be exercised as they, among themselves, determine but in no event shall more than one vote be cast with respect to any such Lot.

5. TERM

The existence of the corporation shall be perpetual.

6. DIRECTORS AND OFFICERS

The affairs of the corporation shall be managed by a Board of Directors consisting of such number of persons, having such qualifications, and being elected, as may be set forth in the By-Laws. The officers of the corporation shall be a President, Vice-President, Treasurer and Secretary, which officers shall be elected annually by the Board of Directors. Directors and officers may be removed and vacancies on the Board and in the officers shall be filled as provided by the By-Laws. All of the powers and duties of the Association shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Members when such approval is specifically required.

7. BY-LAWS

The By-Laws of the Association may be altered, amended or rescinded in the manner provided in the By-Laws. All amendments to the By-Laws must contain the written joinder of the PGA Property Owners Association, Inc.

8. AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended only with the approval of a majority of all the Directors of the Association. All amendments must contain the written joinder of the PGA Property Owners Association, Inc.

9. POWERS

The corporation shall have all of the following powers:

A. All of the powers set forth and described in Chapters 617 and 720 of the Florida Statutes for corporations not for profit and homeowners associations, and any amendments thereto.

B. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including, but not limited to country clubs, golf courses, marinas and other recreational facilities, whether or not contiguous to the lands of the Property intended to be provided for the enjoyment, recreation, or other use or benefit of the Unit Owner.

C. To contract with a third party for the management of the Property and to delegate to the Contractor all power and duties of this Corporation except such as are specifically required by the Declaration and/or the By-Laws to have the approval of the Board of Directors or the membership of the Corporation.

D. To operate and manage the Property in accordance with the purpose and intent of the Declaration, as the same may from time to time be amended and to otherwise perform fulfill and exercise the powers, privileges, options, rights, duties obligations and responsibilities entrusted to or delegated to it by the Declaration, these Articles and/or the By-Laws.

E. To promulgate rules and regulations concerning the use of the Lots, Common Area and facilities in the Property.

F. To fix assessments to be levied against the lots to defray expenses and costs of effectuating the purposes and objects of the Association and to create reasonable reserves for such expenditures.

G. To charge recipients for services rendered by the Association and the use of Association property where it is deemed appropriate by the Board of Directors of the Association.

H. To pay taxes, insurance and other charges, if any, on or against the Common Area.

The enumeration of specific purposes and powers in these Articles shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments to applicable law.

10. INDEMNIFICATION

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees (at all levels, including, but not limited to, litigation and appeals) reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer at the time said expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. However, such indemnification shall not apply where a Court of competent jurisdiction finally determines that said Director and/or Officer knowingly did not act in good faith and knowingly did not act in the best interest of the Association.

11. REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 300 Avenue of the Champions, Suite 120, Palm Beach Gardens, Florida, and the name of the registered agent of the corporation is SUSAN QUEEN, whose address is the same as that of the registered office.

THE FOREGOING AMENDMENTS were adopted by a vote of sixty percent (60%) of the Board of Directors and a vote of seventy-five percent (75%) of the Members of the Association on the 27th day of MARCH, 2001, pursuant to Article 11 of the Articles of Incorporation, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Director have executed these Amended Articles of Incorporation this 17th day of APRIL, 2001.

TOWNHOMES OF MARLWOOD
HOMEOWNERS ASSOCIATION, INC.

By: Frank Withers
FRANK WITHERS, President/Director

Attest: Joyce S. Karlick
JOYCE S. KARLICK, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of April, 2001, by Frank Withers, as President, and Joyce S. Karlick, as Secretary, respectively, of TOWNHOMES OF MARLWOOD HOMEOWNERS ASSOCIATION, INC., who are personally known to me or have produced _____ as identification and who did take an oath.

Susan M. Queen
Notary Public
State of Florida

My Commission Expires:

 Susan M. Queen
Commission # CC 751275
Expires July 1, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.