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BASIC AMENDMENT

ANGLER AVENUE PROPERTY OWNERS' ASSOCIATION, INC.

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TO KAREN

JANUARY 31, 2001

ANGLER AVENUE PROPERTY OWNERS' ASSOCIATION, INC.
ATTN: GREGORY E. YOUNG, ESQ.
250 ROYAL PALM WAY SUITE 300
PALM BEACH, FL 33480

SUBJECT: ANGLER AVENUE PROPERTY OWNERS' ASSOCIATION, INC.
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THE DOCUMENT MUST STATE THAT THERE ARE NO MEMBERS OR MEMBERS ENTITLED TO VOTE.

THE WORD "INITIAL" OR "FIRST" SHOULD BE REMOVED FROM THE ARTICLE REGARDING DIRECTORS, OFFICERS, AND/OR REGISTERED AGENT, UNLESS THESE ARE THE INDIVIDUALS ORIGINALLY DESIGNATED AT THE TIME OF INCORPORATION.

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KAREN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H01000009718
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ANGLER AVENUE PROPERTY OWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act, Angler Avenue Property Owners' Association, Inc. (the "Corporation") adopts the Amended and Restated Articles of Incorporation (the "Restatement"), attached as Exhibit "A", to be filed with the Secretary of State of the State of Florida.

The Restatement was approved by a majority of the Board of Directors in office pursuant to the unanimous written consent of the Board of Directors of the Corporation dated as of November 11, 2000 and supersedes the original articles of incorporation filed by the Corporation on November 9, 2000. There are no members entitled to vote.

IN WITNESS WHEREOF, the undersigned has executed this Restatement as of the 31st day of December, 2000, and does hereby certify that the facts stated herein are true and correct.

**ANGLER AVENUE PROPERTY OWNERS'
ASSOCIATION, INC.**

By: 

Betty Brown, Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT "A"**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF****ANGLER AVENUE PROPERTY OWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I
Name and Address of Corporation

Section 1. The name of this Corporation (hereinafter the "Corporation") shall be:

ANGLER AVENUE PROPERTY OWNERS' ASSOCIATION, INC.

Section 2. The street address of the principal office of the Corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida, 33480 ATTN: Gregory E. Young, Esq..

ARTICLE II
Purposes

The residents on the south side of Angler Avenue, Palm Beach, Florida wish to form an owners association. The purpose of this Corporation is to acquire, lease, maintain, operate, and/or administer certain property within or related to Angler Avenue, Palm Beach, Florida, ("Angler Avenue") and to carry out its rights and duties provided herein.

ARTICLE III
Powers and Limitations

Section 1. The Corporation shall have the power:

- a. To own and convey real property located within Palm Beach County, Florida.
- b. To acquire, lease, operate, maintain and administer the common areas of Angler Avenue and other property within or related to Angler Avenue.
- c. To establish, through its Board of Directors, reasonable rules and regulations regarding the property within or related to Angler Avenue.

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d. To carry out all the powers and duties vested in the Corporation pursuant to these Articles and the Bylaws of the Corporation.

e. To contract for services and do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes, and Chapter 607, Florida Statutes, respectively.

f. To engage professional management agents to manage its affairs, and pay a fee therefor.

g. To grant easements and leases to any person or entity over, under, through, and/or across the Common Areas, for or without compensation to this Corporation, without any need to obtain the approval or joinder of any member or lienholder thereof.

h. To maintain such policies of insurance as required by the Corporation's Board of Directors.

i. To take such further actions as are authorized by the Corporation's ByLaws.

j. To assess members of the Corporation, and enforce such assessments.

k. To review plans and specifications for improvements.

l. To sue and be sued.

Section 2. The Corporation is not organized for profit, nor shall it have the power to issue certificates of stock or pay dividends.

Section 3. All funds and title to all interests in property acquired by the Corporation, whether fee simple, leasehold, dedication or otherwise, and the proceeds thereof shall be held in trust for members of the Corporation.

Section 4. The Corporation shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

ARTICLE IV

Corporate Existence

This Corporation shall have perpetual existence unless sooner dissolved by law. The Corporation may be dissolved upon unanimous resolution to that effect being adopted by the members of the Board of Directors and approved by an affirmative vote of at least eighty-five percent (85%) of all of the total Voting Rights in the Corporation, and, after receipt of an appropriate

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decree of dissolution, if such decree is necessary at the time of dissolution as set forth in Florida Statutes, Chapter 617, or statute of similar import.

ARTICLE V
Qualification for Members and Manner
of Admission and Voting Rights

Section 1. All owners of Parcels on the south side of Angler Avenue shall be members of the Corporation, unless they elect otherwise. An owner shall automatically be a member of the Corporation upon the recording in the Public Records of the County, of the document evidencing the owner's fee simple title to a Parcel.

Section 2. Voting Rights shall be established in accordance with the Corporation's By-Laws.

ARTICLE VI
Directors

Section 1. The business of this Corporation shall be conducted by a Board of Directors, consisting of not less than three (3) nor more than seven (7) Directors. The Board of Directors shall consist of three (3) Directors.

Section 2. The election of directors, their removal and the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of the Corporation.

Section 3. The directors herein named (see Article VIII) shall serve until their successors are duly elected and qualified, or until they are removed in the manner elsewhere provided, or until they resign, whichever first occurs, and any vacancies in their number occurring before a successor has been duly elected and qualified shall be filled in accordance with the Bylaws of this Corporation.

ARTICLE VII
Officers

The affairs of the Corporation shall be managed by a president, secretary and treasurer, and such other officers as may be authorized by the Board of Directors. A person may hold more than one office except that the offices of President and Secretary shall not be held simultaneously by the same individual. Said officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors and shall hold office until their successors shall be duly elected and qualified, or until they are removed, or until they resign, whichever first occurs.

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ARTICLE VIII
Names and Post Office Addresses of Directors

The name and post office addresses of the members of the Board of Directors who shall hold office pursuant to the terms and provisions of these Articles of Incorporation and Bylaws of the Corporation shall be:

- | | | |
|----|------------------|---|
| 1. | Betty Brown | 202 Angler Avenue
Palm Beach, FL 33480 |
| 2. | Larry Brown | 202 Angler Avenue
Palm Beach, FL 33480 |
| 3. | Eileen Morris | 208 Angler Avenue
Palm Beach, FL 33480 |
| 4. | Claudio A. Guidi | 216 Angler Avenue
Palm Beach, FL 33480 |

ARTICLE IX
Bylaws

The first bylaws of the Corporation shall be adopted by the Board of Directors named herein and may be altered, amended or rescinded in the manner provided by the Bylaws, which shall be by (1) the members of the Board of Directors and/or (2) the members, as provided therein.

ARTICLE X
Indemnification

Section 1. The Corporation shall indemnify any Director or Officer of the Corporation (collectively referred to herein as the "**Indemnities**" and individually referred to herein as an "**Indemnitee**"), made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding as follows. This indemnification shall extend to any action of a judicial, administrative, criminal, or investigative nature (including but not limited to, an action by the Corporation), brought by or against an Indemnitee, based on an act, or acts, alleged to have been committed by such Indemnitee, in his capacity as an Officer or Director. In any such action, the Indemnitee shall be indemnified against judgments, losses, liabilities, costs, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit, or proceeding or any appeal therein, provided such Indemnitee did not act with gross negligence or willful misconduct. The termination of any such action, suit, or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in itself, create a presumption that any such Indemnitee acted with gross negligence or willful misconduct.

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Section 2. Indemnification as provided in this Article shall continue as to a person who has ceased to be a Director or Officer, and shall inure to the benefit of the heirs, executors, and administrators of such person. References herein to Directors and Officers shall include not only current Directors and Officers, but former Directors and former Officers.

Section 3. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is a Director or Officer of the Corporation against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 4. The aforementioned rights shall be in addition to, and not exclusive of, all other rights available to such Director or Officer.

ARTICLE XI
Transactions in Which
Directors or Officers are Interested

No contract or transaction between the Corporation and one (1) or more of its officers or directors, or between the Corporation and any other corporation, partnership, association or other organization in which one (1) or more of its directors or officers are directors or officers of this Corporation, or have a financial interest in this Corporation, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at, or participates in the meeting of the board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No directors or officers of the Corporation shall incur liability merely by reason of the fact that he is or may be interested in any such contract or transaction.

ARTICLE XII
Amendments

Section 1. These Articles of Incorporation may be amended upon:

- a. the affirmative consent of at least two-thirds (2/3) of the entire membership of the Board of Directors and of at least a majority of the total Voting Rights in the Corporation; or
- b. the affirmative consent of at least sixty-five percent (65%) of the total Voting Rights in the Corporation.

Section 2. A copy of each amendment to the Articles of Incorporation as approved must be accepted by the Secretary of State of the State of Florida, or such other person required by Florida law, and shall be recorded in the Public Records of Palm Beach County, Florida.

Section 3. The Corporation expressly elects not to be governed by 607.108, Fla. Stats.

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ARTICLE XIII
Incorporator

The name and post office address of the Incorporator of these Articles of Incorporation is Gregory E. Young, c/o Edwards & Angell, LLP, 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480.

ARTICLE XIV
Registered Office and Agent

The street address of the registered office of this Corporation is 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480, and the name of the registered agent of this Corporation is Angell Corporate Services, Inc.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 31st day of December 2000, and does hereby certify that the facts stated in these Amended and Restated Articles are true and correct.

ANGLER AVENUE PROPERTY OWNERS'
ASSOCIATION, INC.

By: Betty Brown

Betty Brown, Secretary

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