

LAW OFFICE OF
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June 25, 2001

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

200004447662--8
-06/27/01--01052--010
*****35.00 *****35.00

Re: Palm Beach Business Park Property Owners Association, Inc.

Dear Sir or Madam:

Enclosed please find an original and a copy of the Amended and Restated 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)

FILED
01 JUN 27 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

FILED
01 JUN 27 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

PALM BEACH BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC.
a Corporation not-for-profit

The Articles of Incorporation of Palm Beach Business Park Property Owners Association, Inc. (a corporation not for profit created pursuant to Chapter 617 of the Florida Statutes, as amended), filed July 25, 1984, 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 the Articles of Incorporation of Palm Beach Business Park Property Owners 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:

ARTICLE I
NAME

The name of the Corporation shall be PALM BEACH BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association shall be located at c/o Law Office of Gary D. Fields, 4400 PGA Blvd., Suite 700, Palm Beach Gardens, FL 33410, The Board of Directors may from time to time designate another address for the principal office of the Association.

ARTICLE III
PURPOSE

The general nature, objects and purposes of the Association shall be:

- A. To promote the health, safety and social welfare of the owners of Lots 1 through 15, inclusive, and Tracts A and B, PALM BEACH BUSINESS PARK, according to the Plat thereof on file in the Office of the Clerk of the Circuit

Court in and for Palm Beach County, Florida, in Plat Book 29, Page 201, more commonly known as the PALM BEACH BUSINESS PARK.

B. To promote the proper use of the land described above.

C. To provide for the improvement, maintenance, and preservation of the aforesaid Property and to provide for architectural control of all buildings, fences, walls or other structures or improvements located thereon.

D. To administer and enforce all of the terms and conditions of that certain Declaration of Protective Covenants, Restrictions, Reservations, and Servitudes, recorded in the public records of Palm Beach County, Florida, in Official Record Book 2055, Page 10, and that certain Covenant of Restriction, recorded in the public records of Palm Beach County, Florida, in Official Record Book 2055, Page 1, affecting PALM BEACH BUSINESS PARK (collectively, the "Declaration").

E. To operate without profit for the sole and exclusive benefit of its Members and in accordance with these Articles of Incorporation.

ARTICLE IV GENERAL POWERS

The Association shall have all of the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

A. To accept an assignment from Declarant of any and all rights and powers created in or given to the Declarant in the aforementioned Declaration.

B. To exercise all of the powers, privileges and duties previously enjoyed by Declarant and set forth in the aforesaid Declaration as said Declaration presently exists and as it may from time to time be amended.

C. To establish, levy, collect and enforce payment of all fees, dues, charges or assessments pursuant to the terms of the aforesaid Declaration or the By-Laws of the Association for all of the purposes of the Association and to create and establish reasonable reserves for all of such purposes.

D. To pay all expenses incident to the conduct of the business of the Association.

E. To promulgate or enforce rules, regulations, by-laws covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized.

F. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property and to enter into make, perform or carry out contracts of every kind with persons, firms, corporations or associations.

G. To charge recipients for services rendered by the Association and the user for the use of Association Property where such is deemed appropriate by the Association.

H. To pay taxes and other charges, if any, on or against any property owned, used or accepted by the Association.

I. To borrow money and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for money borrowed or in payment for property acquire or for any of the other purposes of the Association and to secure the payments for such obligations by mortgages, pledges or other instruments of trust by liens upon or assignment of or agreement in regard to all or any part of the property rights or privileges of the Association.

J. To landscape the Property described above, including the installation of landscaping on land burdened by rights-of-way held by the City of West Palm Beach, Florida or any other governmental authority.

K. To exercise any and all powers, rights and privileges which a corporation organized under the Corporations Not For Profit Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V MEMBERSHIP

The Members of the Association shall consist of the Property Owners of the platted lots and other units and parcels subject to the Declaration. Membership shall be as a result of the ownership of a platted lot, unit or parcel and may not be separated from such ownership.

ARTICLE VI VOTING AND ASSESSMENTS

A. Members shall be entitled to votes as follows:

Tract A - 5 votes;

Tract B - 1 vote;

Lots 4, 5, 6, 8, 9, 10, 11, 12, and 14	1 vote per lot;
Lots 13 and 15	2 votes per lot;
Palm Beach Medical Plaza (former Lot 2)	1 vote total (equals 1/3 vote for each of the 3 units);
Palm Beach Business Plaza Condo (former Lots 1 and 3)	2 votes total (equals 1/8 vote for each of the 16 units);
Charter Center Condo (former Lot 7)	1 vote total (equals 1/10 vote for each of the 10 units).

In the event the platted lot or unit is owned by more than one (1) person, one person shall be designated to cast the vote for such platted lot or unit, and the total votes cast for such platted lot or unit shall not exceed the votes allocated pursuant to this Article.

B. The Association shall obtain funds with which to operate by the assessment of its Members in accordance with the provisions of these Articles of Incorporation and the By-Laws of the Association. All fees, dues, charges and assessments shall be due and payable in such manner and at such times as the Board of Directors of the Association shall designate and the collection of the same may be enforced by any and all lawful means, including, but not limited to, the means provided hereunder and in the By-Laws of the Association.

ARTICLE VII BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3), nor more than nine (9), Directors who need not be Members of the Association. The exact number of Directors shall be fixed from time to time at the Annual Meeting by the Members.

B. All corporate powers shall be exercised by or under the authority of the Board of Directors, except as otherwise provided in these Articles or the By-Laws of the Association.

ARTICLE VIII
OFFICERS

The Officers of the Association shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other Officers as the Board of Directors may from time to time, by resolution, establish. Any two or more offices may be held by the same person. The Officers shall be elected by the Board of Directors at the first meeting of the Board of Directors following the Annual Meeting of the Members of the Association. The Officers shall be chosen by a majority vote of the Directors.

ARTICLE IX
CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE X
BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles and said By-Laws may be amended, altered or rescinded by the Board of Directors of the Association in a manner provided in said By-Laws.

ARTICLE XI
TRANSACTIONS IN WHICH OFFICERS
OR DIRECTORS ARE INTERESTED

A. No contract or transaction between the Association and one or more of its Officers or Directors or between the Association and any other legal entity in which one or more of the Officers or Directors of the Association are interested in any manner, shall be invalid, void or voidable solely for that reason, or solely because an Officer or Director of the Association is present at or participates in the meeting of the Board of Directors of the Association or any committee thereof because of the vote of such Officer or Director in connection therewith. No Officer or Director of the Association shall incur liability by reason of the fact that such Officer or Director is or may be interested in any such contracts or transactions.

B. Interested Directors may be counted in determining the presence of a quorum at the meeting of the Board of Directors or of any committee thereof which authorizes contracts or transactions.

ARTICLE XII
DISSOLUTION

This Association may be dissolved upon the written consent of three-fourths (3/4ths) of the votes entitled to be cast.

ARTICLE XIII
AMENDMENT OF ARTICLES OF INCORPORATION

A. The Association may amend its Articles from time to time in any and as many respects as may be desired, if such amendment contains only such provisions as might be lawfully contained in the original Articles.

B. These Articles may be altered, amended, or repealed in the following manner:

(1) The Board of Directors shall, by majority vote, adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at an Annual or Special Meeting of Members.

(2) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an Annual Meeting, the proposed amendment or summary may be included in the notice of such Annual Meeting.

(3) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of Members entitled to vote thereon.

ARTICLE XIV
REGISTERED AGENT

The Registered Agent of the Association to accept service of process in this state and who shall serve until replaced by the Board of Directors of the Association shall be GARY D. FIELDS, ESQ., whose registered office is located at 4400 PGA Boulevard, Suite 700, Palm Beach Gardens, Florida 33410.

THE FOREGOING AMENDMENTS were adopted by majority vote of the Board of Directors and majority vote of the Members of the Association at the meeting of the

Board and of the Association on the 19th day of June, 2001, pursuant to Article XIII 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 and Restated Articles of Incorporation this 21st day of June, 2001.

PALM BEACH BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC.

By: Anthony Graham
ANTHONY GRAHAM, President/Director

Attest: John Jenkins
JOHN JENKINS, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21st day of June, 2001, by ANTHONY GRAHAM, as President, and JOHN JENKINS, as Secretary, respectively, of PALM BEACH BUSINESS PARK PROPERTY OWNERS ASSOCIATION, INC., who are personally known to me or have produced personally known as identification and who did take an oath.

Lynne Buccl
Notary Public
State of Florida

My Commission Expires:

9/2/2004



Lynne Buccl
MY COMMISSION # CC962141 EXPIRES
September 2, 2004
BONDED THRU TROY FAIN INSURANCE, INC.