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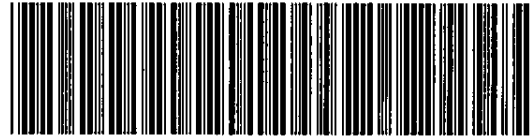
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SACHS SAX CAPLAN

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STEVEN G. RAPPAPORT, ESQ.
ALSO ADMITTED IN THE DISTRICT OF COLUMBIA
srappaport@ssclawfirm.com

December 16, 2013

To: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Palms at Boca Pointe Homeowners' Association,
Inc.

DOCUMENT NUMBER: N04488

Enclosed you will find Articles of Amendment to the Articles of Incorporation for The Palms
at Boca Pointe Homeowners' Association, Inc.

Please return all correspondence concerning this matter to the following:

Steven G. Rappaport, Esquire
Sachs Sax Caplan, P.L.
6111 Broken Sound Parkway NW, Suite 200
Boca Raton, FL 33487
Attention: Clara Garcia

Also enclosed is a check in the amount of \$35.00 made payable to the Florida Department
of State for filing of the Articles of Amendment and a certified copy of same.

For further information concerning this matter, please call Clara Garcia at (561) 237-6840.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
THE PALMS AT BOCA POINT HOMEOWNERS
ASSOCIATION, INC.

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PALM BEACH COUNTY, FLORIDA

Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Amendments adopted are attached as Exhibit "A".

SECOND: On Dec. 10, 2013, the above Amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: Dec. 11, 2013.

THE PALMS AT BOCA POINTE HOMEOWNERS
ASSOCIATION, INC.

By: Michael A Appel
MICHAEL A APPEL President

By: Neil P. Smith
NEIL P. SMITH Assistant Secretary

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

THE PALMS AT BOCA POINTE HOMEOWNERS ASSOCIATION, INC.
(A corporation not for profit)

THE UNDERSIGNED, in accordance with the provisions of §617.013, Florida Statutes, hereby make, subscribe and acknowledge these Articles of Incorporation.

I
Name

The name of the corporation is THE PALMS AT BOCA POINTE HOMEOWNERS ASSOCIATION, INC.

II
PURPOSE

The purpose for which the corporation is organized as a non-profit corporation in accordance with the provisions of Chapter 617, Part I, Florida Statutes, is to operate a development of single family residences known as THE PALMS AT BOCA POINTE upon real property lying and being in Palm Beach County, Florida, and being more particularly described in the Declaration of Covenants, Conditions and Restrictions thereof.

III
TERM

The term for which the corporation is to exist is perpetual unless the corporation is dissolved pursuant to any applicable provision of the Florida Statutes.

IV
SUBSCRIBERS

The names and addresses of the subscribers of these Articles are:

Cecily M. Clark
33 Southeast 4th Street
Boca Raton, Florida 33432

John N. Rassias
33 Southeast 4th Street
Boca Raton, Florida 33432

Robert Wyner
33 Southeast 4th Street
Boca Raton, Florida 33432

V
OFFICERS

The affairs of the corporation are to be managed by a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Bylaws of the corporation may provide for from time to time. All officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify.

~~The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation and Bylaws are:~~

Cecily M. Clark _____ President

John N. Rassias _____ Vice-President and Treasurer/Assistant Secretary

Robert Wyner _____ Secretary

~~The foregoing shall hold office until the first meeting of the elected Board of Directors.~~ Commencing with the first meeting of the elected Board of Directors, such officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify. In the event of a vacancy in any office prior to the first meeting of the Board of Directors, such vacancy shall be filled by a majority, even though less than a quorum, of the Board of Directors.

VI
BOARD OF DIRECTORS

The corporation shall be governed by a Board of Directors as provided in the Association Bylaws. ~~consisting of not less than three (3) nor more than nine (9) persons. The initial Board of Directors shall consist of three (3) members. The names and addresses of the persons who are to serve as the Directors until the first election are:~~

Cecily M. Clark

33 Southeast 4th Street

Boca Raton, Florida 33432

John N. Rassias

33 Southeast 4th Street

Boca Raton, Florida 33432

Robert Wyner

33 Southeast 4th Street

Boca Raton, Florida 33432

~~_____The above named Directors shall hold office as provided in the Bylaws.~~ In the event of a vacancy on the Board of Directors, the vacancy shall be filled by the majority vote of the remaining Directors.

~~Members of the initial Board of Directors need not be members of this corporation.~~
~~Thereafter, m~~Members of the Board of Directors need not be members of this corporation if they are nominees of a corporate member. Otherwise, each member of the Board of Directors must be a member of the corporation.

VII BYLAWS

The Bylaws of said corporation may be amended, altered, rescinded, or added to by resolution adopted by ~~two-thirds (2/3)~~ a majority vote of the Board of Directors of this corporation at any duly called meeting of said board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to the Bylaws unless prior written notice of said meeting specifying the proposed change has been given to all directors and members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to the Bylaws to the Board or the membership, as the case may be. ~~Notwithstanding the foregoing, as long as the initial Board of Directors holds office, any changes in the Bylaws may be made by a two-thirds (2/3) vote of the Board of Directors of the corporation.~~

VIII AMENDMENTS

The Articles of Incorporation may be amended, altered, rescinded, or added to by resolution adopted by ~~two-thirds (2/3)~~ a majority vote of the Board of Directors of this corporation any duly called meeting of said Board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to the Bylaws unless prior written notice of said meeting specifying the proposed change has been given to all directors and members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. ~~Notwithstanding the foregoing, as long as the initial Board of~~

~~Directors holds office, any changes in the Articles of Incorporation may be made by a two-thirds (2/3) vote of the Board of Directors of the corporation.~~

IX MEMBERSHIP

The qualifications for members and the manner of their admission shall be as established in the corporation's Bylaws. This corporation shall never have or issue shares of stock, nor will it ever have or provide for non-voting membership. No part of the earnings of the corporation shall inure to the private benefit of any member, officer or Directors.

X POWERS

The corporation shall have all the powers set forth and described in Chapter 617, Part I, Florida Statutes, as presently existing or as may be amended from time to time, together with those powers conferred by the aforesaid Declaration of Covenants, Conditions and Restrictions of The Palms at Boca Pointe, a planned unit development in Palm Beach County, Florida, these Articles of Incorporation and all lawful Bylaws of the corporation.

XI INDEMNIFICATION

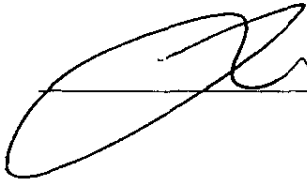
The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made parties, or a party, or which may be asserted against them or any of them, by reason of having been directors or officers or a director or officer of the corporation, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which those indemnified may be entitled under any law, Bylaw, agreement, vote of members or otherwise.

XII DESIGNATION OF REGISTERED AGENT AND OFFICE

~~The initial registered agent of this corporation shall be Sutton, Jamerson & Mullin, P.A., 2655 Le Jeune Road, Penthouse II, Coral Gables, Florida 33134.~~ The registered agent of this corporation shall be as determined by the Board of Directors from time to time and currently is Associated Corporate Services, 6111 Broken Sound Parkway, Suite 200, Boca Raton, Florida 33487.

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.019, Florida Statutes.

 Lewis Pappas