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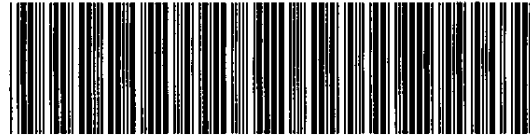
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Amended & Restated

AUG 21 2012

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SACHS SAX CAPLAN

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STEVEN G. RAPPAPORT, ESQ.
ALSO ADMITTED IN THE DISTRICT OF COLUMBIA
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August 8, 2012

To: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ville De Capri Homeowners' Association, Inc.

DOCUMENT NUMBER: N11628

The enclosed Amended and Restated Articles of Incorporation for Ville De Capri 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

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

Enclosed is a check in the total amount of \$43.75 (\$35 for the filing fee and \$8.75 for a certified copy), made payable to the Florida Department of State.

Mailing Address:

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VILLE DE CAPRI
HOMEOWNERS' ASSOCIATION, INC.**

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The undersigned incorporator, desiring to form a corporation not-for-profit under Chapters 617 and 720, Florida Statutes, as amended from time to time, hereby adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be VILLE DE CAPRI HOMEOWNERS' ASSOCIATION, INC., which is hereafter referred to as the "Association".

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Amended and Restated Declaration of Restrictions and Protective Covenants for Ville De Capri, as amended from time to time, to be recorded in the Public Records of Palm Beach County, Florida, which is hereafter referred to as the "Declaration".

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any members or individual person, firm or corporation.

The Association shall have the power:

- A. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or members.
- B. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration. The Association shall also have all of the powers necessary to implement the purposes of the Association.

ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is the subject by the Declaration to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

As it relates to married couples, where one spouse is a member as defined in this Section, but the other spouse is not, the latter spouse shall be entitled to all the same rights and privileges as the member spouse, together with all the obligations of a member, pursuant to the Declaration, these Articles, the Bylaws and any Rules and Regulations.

As it relates to unmarried non-Members of the Association, the Board of Directors shall have the right, but not the obligation, upon written request to the Association by an unmarried Member, to approve of any unmarried non-Member adult, living in the same Unit with the unmarried Member, to have the same membership rights and obligations as the unmarried Member. If such approval is granted by the Board, it shall continue in force so long as the same two unmarried adults continue to occupy the same Unit under the terms as approved by the Board, or until such time as the unmarried Member advises the Board, in writing, that the non-Member shall no longer have these rights. For the purposes of this Section, unmarried Members shall be limited to persons twenty-one (21) years of age or older, or who are legally emancipated from their parent(s) or guardian(s).

Section 2. Voting Rights.

Members shall be all those owners as defined in Section 1. Members shall be entitled to one vote for each lot in which they hold the interests required for membership by Section 1. When more than one person, a corporation or a trust holds such interest or interests in any lot, all such persons and entities shall be members. The vote for such lot shall be exercised by one (1) person on behalf of the Lot, who shall be designated to vote for said Lot by the co-owners of that Lot in such co-owners sole and absolute discretion. Any Co-Owner of a Lot shall be entitled to vote for such Lot, and such vote shall be presumed valid unless one or more of the Co-Owners challenges such vote. Where one or more Co-Owners cannot agree on a vote, then the vote for that Lot shall not be counted.

Section 3. Meetings of Members. The Bylaws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if thirty percent of the total number of members shall be present in person or by proxy.

ARTICLE IV

CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than five (5) nor more than nine (9) persons. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors,

including an annual meeting.

Section 2. Election of Members of Board of Directors. At the Annual Meeting and Election of Directors held in 2012, three (3) Directors were elected for a term of two (2) years to serve until the Annual Meeting and Election of Directors in 2014. At the Annual Meeting and Election of Directors in 2013, there will be six (6) vacancies up for election. The five (5) candidates who receive the highest plurality of votes shall be elected for a term of two (2) years. The one (1) candidate who receives the next highest plurality of votes shall be elected for a term of one (1) year. At all subsequent Annual Meetings and Elections of Directors, Directors shall be elected for a term of two (2) years, such that four (4) Directors shall be elected every even-numbered year, and five (5) Directors shall be elected in every off-numbered year.

Section 3. Duration of Office. Members elected to the Board of Directors shall hold office until they resign or until their qualified successors are duly elected and have taken office.

Section 4. Vacancies. If a director elected by the general membership shall cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term being filled.

ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the Bylaws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. The President and Vice President shall be directors; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

ARTICLE VII

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

ARTICLE VIII

AMENDMENT

Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection. Amendments to these Articles shall be approved by a majority of the members present, in person or by proxy, at a duly called meeting. In addition, and notwithstanding the foregoing, amendments may also be approved by the written consent of the members in lieu of a meeting pursuant to the requirements of Section 617.0701(4), Fla. Stat., as same may be amended from time to time.

ARTICLE IX

REGISTERED AGENT

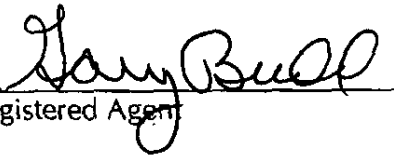
The name and address of the current registered agent of the Corporation is Gary Budd, Crest Management Group, Inc., 6413 Congress Avenue, Suite 200, Boca Raton, Florida 33487, or such other registered agent as is determined by the Board of Directors from time to time.

ARTICLE X

INCORPORATOR

Gary Slossberg, whose address is 902 Clint Moore Road, Suite 220, Boca Raton, Florida 33487, is the Incorporator to these Articles of Incorporation.

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 20th day of July, 2012.


Registered Agent

Acceptance of Resident Agent

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
VILLE DE CAPRI HOMEOWNERS ASSOCIATION, INC.**

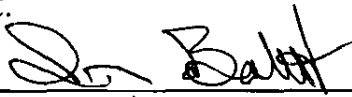
Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

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

SECOND: On July 20th, 2012, the above Amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: July 27, 2012.

VILLE DE CAPRI HOMEOWNERS ASSOCIATION,
INC.

By: 
DON BASSO, President

By: 
CHARLES FECIMAN, Secretary