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LOUIS CAPLAN, ESQ.
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April 12, 2001

The Secretary of State
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-04/15/01--01124--001
*****35.00 *****35.00

**Re: Kensington Property Owners Association, Inc.
Amended and Restated Articles of Incorporation
Our File No.: 3300.01**

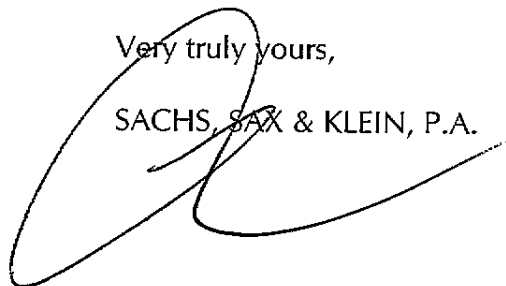
Ladies and Gentlemen:

Enclosed for filing please find the original Articles of Amendment to the Articles of Incorporation of the above-named Association together with this firm's check made payable to the Secretary of State in the amount of \$35.00. Please return a certified copy of the recorded document to me in the self-addressed stamped envelope enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,

SACHS, SAX & KLEIN, P.A.



LOUIS CAPLAN

FILED
01 APR 16 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LC/chg
Enclosure

M:\Association\Kensington at Wycliffe\Secretary of State 4-12.wpd

Amended & Restated

T BROWN APR 24 2001

This instrument was prepared by
and should be returned to:
Louis Caplan, Esquire
SACHS, SAX & KLEIN, P.A.
Post Office Box 810037
Boca Raton, FL 33481-0037

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
KENSINGTON PROPERTY OWNERS ASSOCIATION, INC.

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

The Amendment adopted is attached as Exhibit "A".

On December 4, 2000, the above Amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED this 27th day of March, 2001.

KENSINGTON PROPERTY
OWNERS ASSOCIATION, INC.

By: Bob Nass 3/27/01
BOB NASS, President Date

By: Barbara Wachberger 2/30/01
BARBARA WACHSBERGER, Date
Secretary

Exhibit "A"

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KENSINGTON PROPERTY OWNERS ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this not for profit corporation shall be KENSINGTON PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, which is hereafter referred to as the "Association". The address of the corporation is 301 Yamato Road, Suite 4150, c/o Sachs, Sax & Klein, P.A., Boca Raton, Florida 33431, and the mailing address of the corporation is the same.

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Restrictions and Protective Covenants for Kensington.

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. To promulgate reasonable rules and regulations relating to the properties, including the Common Areas and the Lots.

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 Covenants above identified. 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 subject by covenants of record 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.

Section 2. Voting Rights. 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 other than husband and wife holds such interest or interests in any Lot, all such persons shall be members, but the

vote for such Lot shall be exercised only by that one person designated in writing by all such members and filed with the Secretary of the Association. In no event shall more than one vote be cast with respect to any such Lot.

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 (30%) percent of the total number of voting members in good standing shall be present or represented at the meeting.

ARTICLE IV

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 three nor more than nine persons, but as many persons as the Board of Directors shall from time to time determine. Notwithstanding anything to the contrary, for the purpose of the election of directors at the 1997 annual meeting, the Board shall consist of five (5) persons. Thereafter, the Board shall consist of not less than three (3) nor more than nine (9) persons, as determined by the Board of Directors from time to time. 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. Directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the Bylaws and Articles of Incorporation of the Association, and the Bylaws and Articles of Incorporation may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing in Kensington or shall be authorized representatives, officers, or employees of corporate members of the Association.

Section 3. Staggered Terms. The directors elected by the members shall have terms of two (2) years which shall be staggered terms commencing with the annual meeting and election of directors in 1997. To accomplish staggered terms, the following election procedures shall apply to the election of five (5) directors by members at the 1997 annual meeting of the members and election of directors. The three (3) directors receiving the highest number of votes shall be elected for a two (2) year term. The two (2) remaining directors shall be elected for a one (1) year term. All directors elected after the 1997 annual meeting and election of directors shall be elected for two (2) year terms. Each director shall serve until his successor is duly elected and qualified, or until he is removed in the manner elsewhere provided.

Section 4. Vacancies. If a director elected by the general membership shall for any reason 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.

ARTICLE V

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 VI

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 VII

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed by a vote at a meeting or by written consent in lieu of a meeting, by a majority of the votes of the entire membership.

ARTICLE VIII

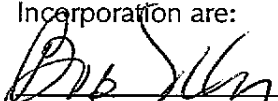
REGISTERED AGENT AND OFFICE ADDRESS

The Registered Agent of the not for profit corporation is Sacits, Sax & Klein, PA and the address of the Agent is: 301 Yamato Road, Suite 4150, Boca Raton, Florida 33431, or any other person as determined by the Board.

ARTICLE IX

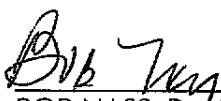
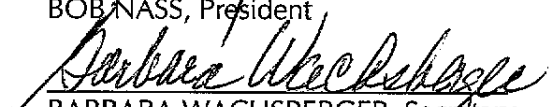
SUBSCRIBERS

The names and addresses of the undersigned officers subscribing to these Articles of Incorporation are:


BOB NASS, President

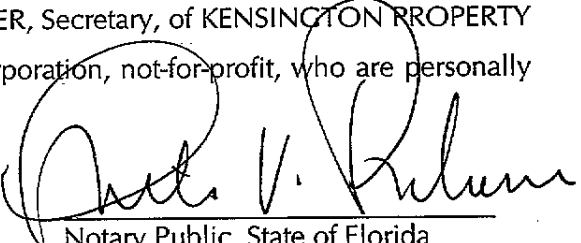

BARBARA WACHSBERGER, Secretary

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands, this 30 day of MARCH, 2001.


BOB NASS, President

BARBARA WACHSBERGER, Secretary

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 30 day of March, 2001
by BOB NASS, President, and BARBARA WACHSBERGER, Secretary, of KENSINGTON PROPERTY
OWNERS OWNERS ASSOCIATION, INC, a Florida corporation, not-for-profit, who are personally
known to me and who did (did not) take an oath.


Notary Public, State of Florida
At Large
Emilia V. Pieschacon

(SEAL)

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