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BOCA RATON, FLORIDA 33481-0037

LARRY Z. GLICKMAN, ESQ.  
e-mail: lzg@sachs-sax-klein.com

November 4, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Polo Trace Ad Hoc Committee, Inc.  
Our File Number: 2726.01 (ide suffix)

Dear Clerk:

400002685734--8  
-11/12/98--01057--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed please find original certified copies of:

1. Order Regarding Motion to Approve Petition to Become Corporation Not -For-Profit Under Section 617.1805, Florida Statutes (with certification on reverse side); and
2. ~~Amended and Restated~~ Articles of Incorporation for the above named corporation.

Kindly file the ~~Amended and Restated~~ Articles with the Division, and return a certified copy of the ~~Amended and Restated~~ Articles to the undersigned via regular mail in the enclosed envelope we have provided for your convenience. Please also find checks in the amount of \$70.00 and \$17.50 to cover filing and certified copy fees, respectively.

If you have any questions, please do not hesitate to contact the undersigned. Thank you for your assistance.

Very truly yours,

SACHS, SAX & KLEIN, P.A.

*Nichole M. Dodro*

Nichole M. Dodro  
Legal Assistant to Larry Z. Glickman, Esq.

98 NOV 23 AM 9:45  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/nd  
Enclosure  
M:\Lzg\sec of state ltr.wpd

400002685734--8  
-11/24/98--01076--022  
\*\*\*\*\*17.50 \*\*\*\*\*17.50

*DMC*  
*11-24-98*  
*Articles of Conversion*

IN THE CIRCUIT COURT OF THE  
15TH JUDICIAL CIRCUIT, IN AND  
FOR PALM BEACH COUNTY, FLORIDA

CASE NO. CL 98 007843 AI

**CLOSE FILE**

FILED  
98 OCT 20 PM 3:49  
CLERK OF COURT  
15th JUDICIAL CIRCUIT  
PALM BEACH COUNTY, FLORIDA

IN RE:

POLO TRACE AD HOC COMMITTEE,  
INC, a Florida Corporation,

Petitioner.

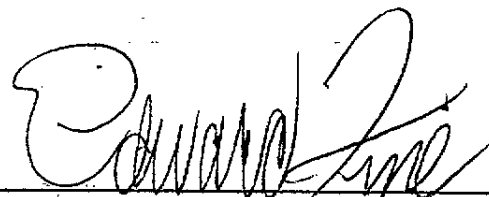
**ORDER REGARDING  
MOTION TO APPROVE PETITION TO BECOME CORPORATION  
NOT-FOR-PROFIT UNDER SECTION 617.1805, FLORIDA STATUTES**

THIS CAUSE having come before the Court upon Petitioner's, POLO TRACE AD HOC COMMITTEE, INC,'s, a Florida Corporation, Motion to Approve Petition to Become Corporation Not-For-Profit Under Section 617.1805, Fla. Stats. and the Court, having reviewed the file, and being otherwise duly advised in the premises, it is hereby

ORDERED AND ADJUDGED that the Motion is hereby GRANTED. The Amended and Restated Articles of Incorporation are approved and endorsed. It is

FURTHER ORDERED that all the property of the Petitioning Corporation shall become the property of the Successor Corporation Not-for-Profit, subject to all indebtedness and liabilities of the Petitioning Corporation.

DONE AND ORDERED in Chambers at West Palm Beach, Palm Beach County, Florida,  
this 19 day of October, 1998.

  
HONORABLE EDWARD H. FINE  
Circuit Court Judge

Copies furnished to:

Alex Menendez, Esq., Sachs, Sax & Klein, P.A., Post Office Box 810037, Boca Raton, Florida  
33481-0037

11



STATE OF FLORIDA  
COUNTY OF PALM BEACH

This copy is a true copy of the Original on file  
in this office. WITNESS my hand and Official Seal

This 29<sup>TH</sup> day of October A.D. 1998  
Dorothy H. Wilken, Clerk, Circuit Court

By: Eva V. [Signature] D.C

**FILED**

98 NOV 23 AM 9:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**POLO TRACE AD HOC COMMITTEE, INC.,**

**A FLORIDA NOT-FOR-PROFIT CORPORATION**

These Articles of Incorporation were adopted by the Directors of the Corporation on August 26, 1998, and approved by the sole Incorporator of the Corporation, as provided on the Certificate attached hereto and made a part hereof, for the purpose of converting the Corporation to not-for-profit status pursuant to Section 617.1805, Fla. Stat.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a not-for-profit corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this Corporation shall be: Polo Trace Ad Hoc Committee, Inc. c/o Sachs, Sax & Klein, P.A., Suite 4150, 301 Yamato Road, Boca Raton, Florida 33431.

**ARTICLE II**

The purpose of this Corporation shall be to provide a forum for expression of the interests of the homeowners in the Polo Trace community in Delray Beach, Palm Beach County, Florida. This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

### ARTICLE III

At the time of filing these Articles of Incorporation, no consideration for shares of stock has been received, nor have any shares of stock been issued, by the Corporation.

### ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

### ARTICLE V

The initial registered office of this Corporation shall be Sachs, Sax & Klein, P.A., Suite 4150, 301 Yamato Road, Boca Raton, Florida 33431, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Larry Z. Glickman, Esq.

### ARTICLE VI

(A) The qualification of members of the corporation, and the manner of their admission, shall be as provided in the Bylaws of the Corporation.

(B) This Corporation shall have at least three (3), but not more than nine (9) directors. The qualifications of Directors, and the manner of their election, shall be as provided in the Bylaws of the Corporation.

## ARTICLE VII

The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Mr. Murray Stein	7614 Charing Cross Lane, Delray Beach, FL 33446
Mr. Jerome Bercun	7612 Doubleton Dr., Delray Beach, FL 33446
Mr. Martin Grossman	7559 Charing Cross Lane, Delray Beach, FL 33446
Mr. Irwin Wolfson	13626 Weyburne Dr., Delray Beach, FL 33446
Mr. Stewart Rosen	7672 Doubleton Dr., Delray Beach, FL 33446
Ms. Sheila Burg	13632 Weyburne Dr., Delray Beach, FL 33446
Mr. Norman Levine	7566 Charing Cross Lane, Delray Beach, FL 33446
Mr. Robert Goodman	7554 Charing Cross Lane, Delray Beach, FL 33446
Mr. Rudy Crispeno	7587 Doubleton Dr., Delray Beach, FL 33446

## ARTICLE VIII

The name and address of the incorporator is: Larry Z. Glickman, Esq., Sachs, Sax & Klein, P.A., Suite 4150, 301 Yamato Road, Boca Raton, Florida 33431.

## ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

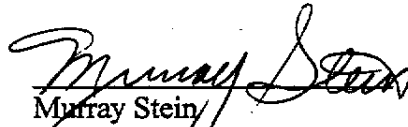
## ARTICLE X

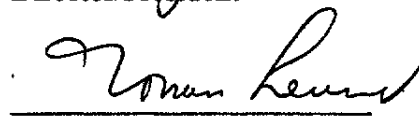
The private property of the members shall not be subject to payment of the corporate debts to any extent.

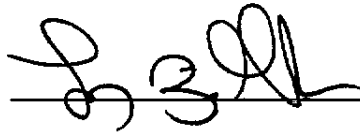
ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned directors and officers of the Corporation, together with the sole Incorporator of the Corporation, have executed these ~~Amended and Restated~~ Articles of Incorporation on this the 26 day of August, 1998.


  
Murray Stein  
Director/President

  
Norman Levine  
Director/Secretary

  
Larry Z. Glickman  
Sole Incorporator

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

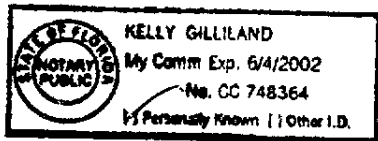
The foregoing instrument was acknowledged before me on this 26 day of August, 1998, by Larry Z. Glickman, as Sole Incorporator of Polo Trace Ad Hoc Committee, Inc., on behalf of the Corporation. He/~~she~~ is (personally known to me) (~~or has produced his/her drivers license~~) and did take an oath.

  
Notary Public  
State of Florida at Large  
My Commission Expires:

OFFICIAL NOTARY SEAL LYNN TRUMBOWER NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC543909 MY COMMISSION EXP. MAR. 31, 2000
---

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

The foregoing instrument was acknowledged before me on this 26 day of August, 1998, by Murray Stein, as Director and President of Polo Trace Ad Hoc Committee, Inc. and on behalf of the Corporation. He/she is (personally known to me) (or has produced his/her drivers license) and did take an oath.

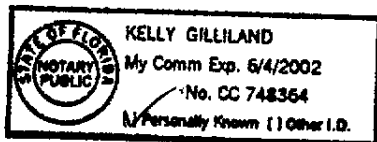


Kelly Gilliland  
Notary Public  
State of Florida at Large  
My Commission Expires:  
6/4/2002

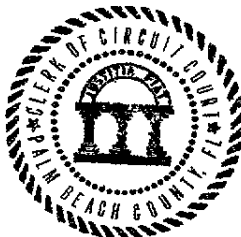
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98 NOV 23 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The foregoing instrument was acknowledged before me on this 26 day of August, 1998, by Norman Levine, as Director and Secretary of Polo Trace Ad Hoc Committee, Inc. and on behalf of the Corporation. He/she is (personally known to me) (or has produced his/her drivers license) and did take an oath.



Kelly Gilliland  
Notary Public  
State of Florida at Large  
My Commission Expires:  
6/4/2002



STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY THAT THIS IS A TRUE AND  
CORRECT COPY OF A PORTION OF CASE NUMBER

CL-98-7843-PI, DOCKET ENTRY NUMBER 1, PAGES 6, 7, 8, 9, 10 AND

AS FILED IN MY OFFICE.

WITNESS MY HAND AND OFFICIAL SEAL THIS 29th

DAY OF OCTOBER

A.D., 19 98

Dorothy H. Wilken,  
Clerk, Circuit Court

By: [Signature]  
Deputy Clerk



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

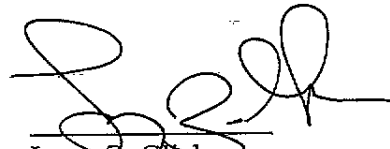
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98 NOV 23 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the laws of the State of Florida, the following is submitted:

First -- That Polo Trace Ad Hoc Committee, Inc., desiring to organize under the laws of the State of Florida, has named Larry Z. Glickman as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 18<sup>th</sup> day of November, 1998.

  
\_\_\_\_\_  
Larry Z. Glickman  
Registered Agent