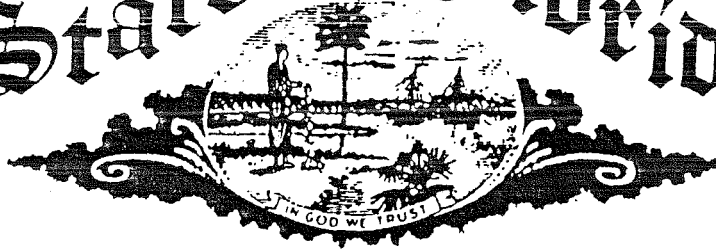


State of Florida



Department of State

I certify that the attached is a true and correct copy of Restated Articles of Incorporation, filed on February 27, 1991, for CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N15301.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
27th day of February, 1991.



Jim Smith

Jim Smith
Secretary of State

CR2EO22 (2-91)

ARTICLE III

PURPOSE AND POWERS

Section 3.1. Purpose. The purpose for which the Association is organized is to provide an entity pursuant to the Corporate Acts for the operation of Crystal Pointe P.U.D., located in Palm Beach County, Florida. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director, or officer.

Section 3.2. Powers and Duties. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration, the By-Laws or the Florida Corporate Acts. The Association shall have all of the powers reasonably necessary to operate the Community pursuant to the Declaration and By-Laws as they may hereafter be amended, including, but not limited to:

- A. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties; and to levy and collect Charges.
- B. To protect, maintain, repair, replace and operate the Properties.
- C. To purchase insurance upon the Properties for the protection of the Association and its members.
- D. To make improvements of the Properties, subject to any limitations contained in the Declaration, and to reconstruct improvements after casualty.
- E. To make, amend, and enforce reasonable rules and regulations and Architectural Guidelines governing the use of the Properties, including the Units and the operation of the Association.
- F. To enforce the provisions of the Corporate Acts, the Governing Documents and any Rules and Regulations of the Association.
- G. To contract for the management and maintenance of the Community and the Properties, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association. The foregoing shall include but not be limited to garbage pick-up, staffing of the gatehouse, and a master antennae or cable television and/or radio system.

- H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Community.
- I. To borrow money without limit as to amount if necessary to perform its other functions hereunder; provided, however, that the following limitation shall apply should the Association desire to mortgage any or all of the Common Area: The Association shall obtain the vote or consent of two-thirds (2/3) of the voting interests of the entire membership of the Association.
- K. To purchase Units in the Community and to hold, lease, mortgage or convey them.
- L. To dedicate or transfer all or any portion of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed by the vote of the members referred to in the next sentence below. No such dedication or transfer shall be effective unless it is authorized and approved by at least two-thirds (2/3) of the voting interests of the entire membership of the Association. Proviso. Any transfers required in connection with condemnation proceedings shall only require the approval of the Board of Directors of the Association.
- M. To participate in mergers and consolidations with other corporations not for profit organized for the same purpose, or annex additional residential property and Common Area, provided that such merger, consolidation or annexation shall have the consent of two-thirds (2/3) of the voting interests of the membership of the Association. The two-thirds (2/3) vote requirement of this Section 3.2.M shall not apply to the Association's assumption of jurisdiction over additional property located within Crystal Pointe P.U.D.
- N. To delegate any of its powers to any one or more of the four Sub-Associations within the Community.

All powers of the Association conferred by the Declaration and By-Laws are incorporated into these Articles by reference.

Section 3.3. Emergency Powers.

- A. In anticipation of or during any emergency defined in Section 3.3.E below, the Board of Directors of the Association may:
 - (1) Modify lines of succession to accommodate the incapacity of any Director, Officer, employee or agent of the Association; and

- (2) Relocate the principal office or designate alternative principal offices or authorize the Officers to do so.

B. During any emergency defined in Section 3.3.E below:

- (1) Notice of a meeting of the Board of Directors need be given only to those Directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio;
- (2) One or more Officers of the Association present at a meeting of the Board of Directors may be deemed to be Directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum; and
- (3) The Director or Directors in attendance at a meeting shall constitute a quorum.

C. Corporate action taken in good faith during an emergency under this Section 3.3 to further the ordinary affairs of the Association:

- (1) Binds the Association; and
- (2) May not be used to impose liability on a Director, Officer, employee, or agent of the Association.

D. An Officer, Director, or employee of the Association acting in accordance with any emergency By-Laws is only liable for willful misconduct.

E. An emergency exists for purposes of this section if a quorum of the Association's Directors cannot readily be assembled because of some catastrophic event.

Section 3.4. Funds and Properties. All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws. Shares in the funds and assets of the Association cannot be assigned, pledged or transferred in any manner except as an appurtenance to the Units.

ARTICLE IV

MEMBERSHIP AND VOTING IN THE ASSOCIATION

Section 4.1. Membership.

- A. The members of the Association shall be the record owners of a fee simple interest in Units in the Community, as further provided in the By-Laws.

- B. A change of membership shall be established and become effective by recording in the Public Records of Palm Beach County, Florida, a deed or other similar instrument and by the delivery to the Association of a copy of such instrument. The failure of a new record owner to deliver a copy of such instrument to the Association shall not deprive the new record owner of membership in the Association.

Section 4.2. Voting. The owners of each Unit, collectively, shall be entitled to one vote in Association matters. Fractional voting is absolutely prohibited. The manner of exercising voting rights shall be as set forth in the By-Laws.

Section 4.3. Quorum. The quorum for voting at members' meetings shall be 20% of the voting interests of the entire membership.

Section 4.4. Special Meetings of the Membership. The minimum percentage of voting interests of the membership enabled to require the Board of Directors to call a special meeting of the membership is 25%; refer to Section 3.2 of the By-Laws for further provisions on this subject.

Section 4.5. Action by Members Without a Meeting. No action permitted or required to be taken at an annual or special meeting of the members shall be taken without a meeting. The only exception is where the Declaration, Articles or By-Laws specifically permit action to be taken by written joinder and consent.

ARTICLE V

DIRECTORS

Section 5.1. Number and Qualifications. The property, business and affairs of the Association shall be managed by a Board in the manner and accordance with the relevant provisions specified in the By-Laws. Each Director must be a member of the Association or a spouse of a member, and must have attained the age of eighteen (18) years. Other provisions regarding qualifications of Directors are contained in the By-Laws.

Section 5.2. Duties and Powers. All of the duties and powers of the Association existing under Chapters 617 and 607, Florida Statutes and the Governing Documents shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to:

- (A) approval by Owners, when such approval is specifically required in the Law or Governing Documents; and/or
- (B) action by the Executive Committee, if any, in the manner as provided for in the By-Laws.

Section 5.3. Election; Removal. Subject to the provisions contained in Section 5.4 next below, Director(s) of the Association shall be elected at the Annual Meeting of the members in the manner determined by and subject to the terms and provisions set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

Section 5.4. Current Directors (In Office as of the Date of Filing these Articles). The names and addresses of the members of the current Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ronald Lentini 13293 St. Tropez Circle Palm Beach Gardens, FL 33410	Alzera Smith 13429 Miles Standish Port Palm Beach Gardens, FL 33410
John Remensnyder 13121 Crisa Drive Palm Beach Gardens, FL 33410	Gary Boyers 13289 St. Tropez Circle Palm Beach Gardens, FL 33410
Neil Miller, 2nd Vice President 13372 Miles Standish Port Palm Beach Gardens, FL 33410	Miriam Halfaker 2590 La Lique Circle Palm Beach Gardens, FL 33410
Arlene Monti 13403 William Meyer Court Palm Beach Gardens, FL 33410	William Einziger 2524 La Lique Circle Palm Beach Gardens, FL 33410
Isaiah Haas 2596 La Cristal Circle Palm Beach Gardens, FL 33410	

ARTICLE VI

OFFICERS

Section 6.1. Offices. The affairs of the Association shall be administered by the Officers holding the offices designated in the By-Laws.

Section 6.2. Duties and Powers. The powers and duties of the officers are as provided in the By-Laws.

Section 6.3. Election; Removal. The Officers shall be elected by the Board of Directors of the Association at its first meeting after the Annual Meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors.

- A. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor; or
- B. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his/her action was unlawful or had a reasonable cause to believe his action was lawful; or
- C. A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or office may be entitled.

Section 7.2. The Association shall, at the Association's expense, and if available, purchase insurance to protect the persons referred to in this Article VII.

ARTICLE VIII

BY-LAWS

The Amended and Restated By-Laws of the Association are as approved by the membership of the Association, and may be altered, amended or rescinded by the vote of both the Board of Directors and members of the Association in the manner provided in the By-Laws; with the vote of the Board alone permitted only if and as permitted in the By-Laws.

ARTICLE IX

AMENDMENTS TO THE ARTICLES OF INCORPORATION

Amendments to these Articles shall be proposed and adopted in the following manner:

Section 9.1. Proposal. Amendments to these Articles may be proposed by resolution of the Board of Directors or by written petition signed by the owners of one-fourth (1/4) of the Units. If any Amendment is proposed by written petition, the Board of Directors shall adopt a resolution approving the Amendment.

Section 9.2. Procedure; Notice and Format. Upon any amendment or amendments to these Articles being proposed as provided above, the proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting, unless insufficient time to give proper notice remains before

that meeting. The full text of any amendment to the Articles shall be included in the notice of the Owners' meeting of which a proposed amendment is considered by the Owners. New words shall be inserted in the text by underlining and words to be deleted shall be lined through with hyphens; however, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Articles. See provision _____ for present text."

Section 9.3. Vote Required. Except as otherwise provided by Florida Law, these Articles may be amended by concurrence of a majority of the entire Board of Directors and a majority of the voting interests of the entire membership of the Association.

Section 9.4. Provisos. Notwithstanding any provision contained in the Governing Documents to the contrary:

- A. No amendment shall operate to unlawfully discriminate against any Unit or class or group of Units.
- B. An Amendment to these Articles that adds, changes, or deletes a greater or lesser quorum or voting requirement must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.
- C. Article XII of these Articles may be amended by the vote of a majority of the entire Board of Directors, without the need for membership approval, if a statement of change of registered agent and/or office is on file with the Department of State.

Section 9.5. Recording and Effective Date. A copy of each Amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Palm Beach County, Florida. The Amendment shall be effective upon recording in the Public Records of Palm Beach County, Florida. Exception. As to any Amendment to Article XII of these Articles, this Section 9.5 shall not apply.

ARTICLE X

DISSOLUTION OF THE ASSOCIATION

In the event of dissolution of the Association, other than incident to a merger or consolidation, any Member of the Association may petition the Circuit Court of the Fifteenth Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Properties, in the place and instead of the Association, and to make such provisions as may be necessary for the continued

management of the affairs of the dissolved Association and the Properties.

ARTICLE XI

TERM

The term of the Association shall be perpetual.

ARTICLE XII

REGISTERED AGENT AND REGISTERED OFFICE

Prior to the filing of these Articles, the Registered Agent for the Association was Marty Bishop, and the Registered Office of the Registered Agent was 123 N.W. 13th Street, Suite 302, Boca Raton, Florida 33432. The Registered Agent for the Association is hereby changed to Jay Steven Levine, Esquire, and the Registered Office is hereby changed to 3300 PGA Boulevard, Suite 800, Palm Beach Gardens, Florida 33410.

CERTIFICATE OF ADOPTION OF THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION

THE UNDERSIGNED, being the duly elected and acting President and Secretary of the Association hereby certify that the foregoing was approved by a majority of the entire Board of Directors on DECEMBER 4, 1990 at a special Board Meeting called for the purpose, with a quorum present; and was approved by a majority of the voting interests of the entire Association on February 13, 1991, at an Owners' Meeting called for the purpose, with a quorum present.

The foregoing both amend and restate the Articles of Incorporation in their entirety.

EXECUTED this 20TH day of FEBRUARY, 1991.

CRYSTAL POINTE HOMEOWNERS'
ASSOCIATION, INC.

BY: Ronald [Signature]
President

ATTEST: Alexis J. [Signature]
Secretary

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 20 day of February, 1991, before me personally appeared RONALD LENTINI and ARLENE J. MONTI, President and Secretary, respectively of CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC., a Florida Corporation not for profit, to me known to be the individuals and officers described in and who executed the aforesaid Certification as their free acts and deeds as such duly authorized officers; and that the official seal of the Corporation is duly affixed and the instrument is the act and deed of the Corporation.

WITNESS my signature and official seal at 123 NW 13 Street #213 Palm Bch FL, in the County of Palm Beach, State of Florida, the day and year last aforesaid.

[Signature]
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES FEBRUARY 27, 1991
BONDED THRU BUSCHBERGER & ASSOCIATES

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of CRYSTAL POINTE HOMEOWNERS' ASSOCIATION, INC., at the place designated in these Articles, I agree to act in the capacity and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED THIS 15 day of FEB, 1991.

CRYS400

[Signature]
REGISTERED AGENT - JAY STEVEN LEVINE