


State of Florida



Department of State

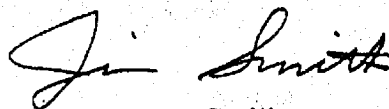
I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on July 9, 1993, for GLEN ABBEY UNIT 4A HOMEOWNERS' ASSOCIATION, INC. which changed its name to GLEN ABBEY WEST HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N50329.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fourteenth day of July, 1993



CR2EO22 (2-91)



Jim Smith
Secretary of State

3850 0820
VOLUSIA CO. FL

FILED
303 JUL -9 PM 2:19
TAMPA FLORIDA

Underlining (_____) indicates words added.

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

GLEN ABBEY WEST HOMEOWNERS' ASSOCIATION, INC.
(Formerly known as "Glen Abbey Unit 4A Homeowners' Association, Inc.")
(A Corporation Not For Profit)

The amendments were adopted by the members of the Association. The date of adoption of the amendments was June 7, 1993.

The following constitutes the Amended and Restated Articles of Incorporation of GLEN ABBEY WEST HOMEOWNERS' ASSOCIATION, INC., a Corporation Not For Profit. This Corporation was originally incorporated as 'GLEN ABBEY UNIT 4A HOMEOWNERS' ASSOCIATION, INC., and the date that its original Articles of Incorporation were filed is August 12, 1992. These Amended and Restated Articles of Incorporation do include amendments adopted simultaneously herewith, pursuant to Section 617.1007(4), Florida Statutes, and there is no discrepancy between the Articles of Incorporation, as originally filed, and the provisions of the Restated Articles of Incorporation other than the inclusion of amendments adopted simultaneously herewith pursuant to Section 617.1007(4). The Articles being amended simultaneously with the Restatement of these Articles of Incorporation are specifically identified by the word "Amended".

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

ARTICLE I

NAME

(Amended)

The name of the corporation is GLEN ABBEY WEST HOMEOWNERS' ASSOCIATION, INC., hereinafter called the "Association". The principal office address is 100 Century Boulevard, West Palm Beach, Florida 33417.

ARTICLE II

REGISTERED OFFICE

The street address of the Registered Office of the Association is 100 Century Boulevard, West Palm Beach, Florida, 33417, and the name of the Registered Agent is Michael Rubin.

ARTICLE III

DEFINITIONS

(Amended)

All definitions in the Declaration of Restrictions ("Declaration") to which these Articles are attached as EXHIBIT "C" and recorded in the Public Records of Volusia County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV

PURPOSE OF THE ASSOCIATION

(Amended)

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is

BOOK PAGE-
3850 0821
VOLUSIA CO., FL

formed are to provide for operation, maintenance and architectural control of the Lots and Common Area, and improvements thereon, within that certain real property (and any additions thereto) described on EXHIBIT "A" and EXHIBIT "B" attached to the Declaration and to promote the health, safety and welfare of the members of the Association. Furthermore, the Association shall operate, maintain and manage the Surface Water or Stormwater Management System(s) in a manner consistent with the St. Johns River Water Management District Permit No.: 4-127-0138 requirements and applicable District rules.

ARTICLE V

POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length and the By-Laws of the Association;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Association only with the assent of two-thirds (2/3rds) of each class of members at a duly called meeting of the Association;

(d) Borrow money with the assent of a majority vote of the Board of Directors; and with the assent of two-thirds (2/3rds) of the members at a duly called meeting of the Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property, provided that any such merger, consolidation or annexation shall have the assent of a majority of the Board of Directors, however, following the termination of Class B membership in the Association then assent of two-thirds (2/3rds) of the members at a duly called meeting of the Association, except as otherwise provided in ARTICLE II of the Declaration;

(f) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective without obtaining consent of two-thirds (2/3rds) of the members to such dedication, sale or transfer in writing or by vote at a duly called meeting of the Association, and unless prior written consent of Declarant is obtained for so long as Declarant owns a Lot;

(g) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(h) To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;

3850 0822
VOLUSIA CO. FL

(i) To contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided the Owners such as, but not limited to, garbage pick-up and other utilities and master antenna or cable television and/or radio system.

ARTICLE VI

MEMBERSHIP AND QUORUM

1. Every Owner of a Lot shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

2. The presence at any meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of the Association shall constitute a quorum for any action.

ARTICLE VII

VOTING RIGHTS

(Amended)

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant, and shall be entitled to cast three (3) votes for each Class A Member vote entitled to be cast from time to time, plus one (1). The Class B membership shall cease on the happening of one of the following events, whichever occurs earlier:

(a) Four (4) months after 75% of the Lots that will be ultimately operated by the Association (as so determined by Declarant) have been conveyed to Lot purchasers; or,

(b) Fifteen (15) years following conveyance of the first Lot in the Properties to a Lot purchaser; or,

(c) Such earlier date as Declarant may determine.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) persons who need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased up to the maximum by a majority vote of the members.

The first election of Directors, after the initial board named herein, shall be held at the annual meeting or when Class B membership ceases as provided in ARTICLE VII hereof, whichever is earlier, at a meeting of the members called for that purpose. Directors shall be elected for a term of one (1) year.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining

BOOK PAGE
3850 0823
VOLUSIA CO., FL

Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

NAME	ADDRESS
MICHAEL RUBIN	100 Century Boulevard West Palm Beach, Florida 33417
JACK JAIVEN	100 Century Boulevard West Palm Beach, Florida 33417
H. IRWIN LEVY	100 Century Boulevard West Palm Beach, Florida 33417

ARTICLE IX

DURATION

The corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

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

1. Proposal. Amendments to these Articles may be proposed upon a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a special or annual meeting of members; or amendments may be proposed by petition signed by twenty-five (25%) percent of the Members of the Association, and delivered to the Secretary.

2. Call for Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or upon presentation of a petition as hereinabove provided, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail. If the notice is mailed with postage thereon prepaid, at least thirty (30) days before the date of meeting, it may be done by a class of United States mail addressed to the member at his address as it last appears on the membership books.

3. Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting, by an affirmative vote of seventy-five percent (75%) of the votes of the entire membership.

4. By Written Statement. If all the directors and all the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 1., 2., and 3. above have been satisfied.

5. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one...of the officers signing such Articles. The Articles of Amendment shall set forth:

3850 0824
VOLUSIA CO., FL

- (a) The name of the corporation.
- (b) The amendments so adopted.
- (c) The date of the adoption of the amendment by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from said approval with the office of the Secretary of State, State of Florida, for approval.

Notwithstanding the foregoing provisions of this Article XI so long as the Declarant holds Lots for sale in the ordinary course of business, no amendment to these Articles may be adopted or become effective without the prior written consent of Declarant or Institutional Mortgagee, if in the sole opinion of Declarant or Mortgagee, which shall be binding, such amendment affects the rights of Declarant or an Institutional Mortgagee or affects the Declarant's ability to sell or lease Lots in the Project.

ARTICLE XI
SUBSCRIBERS

The name and address of the Subscribers of these Articles of Incorporation are the same as listed in ARTICLE XII below.

ARTICLE XII
OFFICERS

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	MICHAEL RUBIN	100 Century Boulevard West Palm Beach, FL 33417
Vice-President/ Secretary/Treasurer	JACK JAIVEN	100 Century Boulevard West Palm Beach, FL 33417

ARTICLE XIII
BYLAWS

(Amended)

Until such time as Class B membership ceases, the By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors; and thereafter at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XIV
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Board Member and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including court costs and attorneys' fees through all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any proceeding, arbitration, or settlement to which he may be a party, or in which he may become involved, by reason of his being or having been a Board Member or officer of the Association, whether or not he is a Board Member or officer at the time such

BOOK 3850 0825 VOLUSIA CO., FL

expenses are incurred. Provided, however, such indemnification shall be authorized if the Board Member or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement in accordance with the provisions set forth in Chapter 607 Florida Statutes. Notwithstanding anything contained herein to the contrary, and in instances where the Board Member or officer admits or is adjudged guilty of willfull malfeasance in the performance of his duties, or his actions or omissions to act constitute a violation of the criminal law or a transaction from which the Board Member or officer derived an improper personal benefit or such other act or omission to act under Section 607.1645 Florida Statutes, the indemnification provisions contained herein shall not apply. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Board Member or officer may be entitled by common law or statute.

ARTICLE XV

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of this Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorized the contract or transaction.

ARTICLE XVI

DISSOLUTION

In the event of the dissolution of the Association, other than incident to a merger or consolidation, any Member may petition the Circuit Court of the Seventh 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.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, we the undersigned, constituting the subscribers of this Association, have executed these Amended and Restated Articles of Incorporation this 7th day of June, 1993.

3850 0826
VOLUSIA CO., FL

[Signature]
Michael Rubin

[Signature]
Jack Jaiven

The undersigned hereby accepts the designation of Registered Agent of Glen Abbey West Homeowners' Association, Inc. as set forth in Article II of these Articles.

[Signature]
Michael Rubin

STATE OF FLORIDA)
 : SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 7th day of June, 1993, by Michael Rubin and Jack Jaiven, who are personally known to me ~~or who have produced their driver's licenses as identification.~~

[Signature]
NOTARY PUBLIC
Print Name: Terri L. Winkle
(NOTARIAL SEAL)

Commission Number: AA 753917
My Commission Expires: 2/22/94



TERRI L. WINKLE
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION NO. AA752817
COMMISSION EXPIRES FEBRUARY 22, 1994

STATE OF FLORIDA)
 : SS
COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me this 7th day of June, 1993, by Michael Rubin, as Registered Agent, who is personally known to me or who has produced his driver's license as identification.



TERRI L. WINKLE
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION NO. AA752817
COMMISSION EXPIRES FEBRUARY 22, 1994

[Signature]
NOTARY PUBLIC
Print Name: Terri L. Winkle
(NOTARIAL SEAL)

Commission Number: AA 753917
My Commission Expires: 2/22/94