

THIS INSTRUMENT PREPARED BY:
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EXHIBIT "A"

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VACATION INN RESORT OF THE PALM BEACHES, INC.

(A Florida not-for-profit corporation)

Pursuant to Section 617.1007(4), Florida Statutes, the Articles of Incorporation of Vacation Inn Resort of the Palm Beaches, Inc., a Florida not-for-profit corporation, which was originally incorporated under the same name on June 15, 1983 hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1007(4) Florida Statutes and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Vacation Inn Resort of the Palm Beaches, Inc. shall henceforth be as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation is VACATION INN RESORT OF THE PALM BEACHES, INC., and its mailing address is 6500 North Military Trail, West Palm Beach, FL 33407-1296, as it may change from time to time without the need to amend these Articles of Incorporation.

ARTICLE II

DEFINITIONS

For convenience, the corporation shall be referred to in this instrument as the "Association"; the Amended and Restated Declaration of Covenants, Conditions and Restrictions as the "Declaration"; these Amended and Restated Articles of Incorporation as the "Articles"; and the Amended and Restated By-Laws of the Association as the "By-Laws". All other definitions contained in the Amended and Restated Declaration are incorporated herein by reference.

ARTICLE III

PURPOSE, POWERS AND DUTIES

Section 3.1 Purpose. The purpose for which the Association is organized is to provide an entity for the operation of VACATION INN RESORT, 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.

- A. General. For the accomplishment of its purposes, the Association shall have all the common law and statutory powers under the laws of the State of Florida, except as limited or modified by the Declaration, the By-Laws or any applicable statute. The powers of the Association shall also be as set forth in the Declaration and By-Laws.
- B. Specific. The powers of the Association shall include but not be limited to the following:
 - 1. To make and collect annual and special 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.
 - 2. To protect, maintain, repair, replace and operate the Properties pursuant to the Governing Documents.
 - 3. To purchase insurance upon the Common Area for the protection of the Association and its members, as required by law.
 - 4. To make improvements of the Common Area.
 - 5. To reconstruct improvements after casualty.
 - 6. To make, amend, and enforce reasonable rules and regulations governing the use of the Properties, inclusive of the Lots, the operation of the Association, and including the frequency, time, location, notice and manner of the inspection and copying of official records.
 - 7. To contract for the management, operation and maintenance of the Properties or as required of the Association pursuant to the Declaration.

8. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Properties and the Association.
9. To purchase a Lot, but only at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount of the judgment plus interest and publication costs.
10. Any other powers set forth in Section 617.0302, Florida Statutes and Chapter 720, Florida Statutes.

Section 3.3 Association Property. All funds and the titles to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

Section 3.4 Distribution of Income. Dissolution. The Association shall make no distribution of income to its Members, Directors or Officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency, except in the event of a termination of the Declaration, or except as otherwise allowed by law.

Section 3.5 Exercise of Authority. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration and the By-Laws.

ARTICLE IV

MEMBERSHIP AND VOTING IN THE ASSOCIATION

The Members of the Association shall be as provided in Section 1.18 of the Declaration. The Owners of each Lot, collectively, shall be entitled to that vote as set forth in the By-Laws, and the manner of exercising voting rights shall be as set forth in the By-Laws.

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. 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 720 and 617, 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.

Section 5.3. Election; Removal. Director(s) of the Association shall be elected 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.

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 election meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

ARTICLE VII BY-LAWS

The initial By-Laws of the Association have been adopted by the Board of Directors, 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.

ARTICLE VIII AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

Section 8.1 Proposal. Amendments to these Articles may be proposed by the Board of Directors or by written petition signed by the owners of one-third (1/3) of the Lots.

Section 8.2 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. Any amendment may be considered at the annual or a special members 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.

Section 8.3 Vote Required. Except as otherwise provided by Florida law, or by special provisions in the Governing Documents, these Articles may be amended by concurrence of a majority of the entire Board of Directors then serving and not less than a majority of the voting interests of those members in attendance in person and by proxy at a membership meeting. If the amendments were proposed by a written petition signed by the Owners pursuant to Section 8.1 above, the concurrence of the Board of Directors shall not be required.

Section 8.4 Certificate; 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 the County. The Amendment shall be effective when the Certificate and copy of the Amendment, and any joinders and consents required, are recorded in the Public Records of the County. The certificate must identify the Book and Page of the Public Records where the Articles are recorded.

Section 8.5 Provisos. Notwithstanding any provision in these Articles to the contrary, the following shall apply:

- A. 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.
- B. Article XI of these Articles may be amended by the vote of a majority of the entire membership of the Board of Directors then serving, without the need for membership approval, if a statement of change of registered agent and/or office is filed with the Secretary of State.

ARTICLE IX

TERM

The term of the Association shall be perpetual.

ARTICLE X

DISSOLUTION OF THE ASSOCIATION

- A. The Association may be dissolved only incident to termination of the Declaration as provided for in Section 14 of the Declaration.
- B. Upon dissolution of the Association, other than incident to a merger or consolidation, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed incident to termination of the Declaration as set forth in Section 14 of the Declaration.

ARTICLE XI

REGISTERED AGENT AND REGISTERED OFFICE

Prior to the filing of these Amended and Restated Articles, the Registered Agent and registered address for the Association was Floyd Maynard, 6500 North Military Trail, West Palm Beach, FL 33407. At the time of the filing of these Amended and Restated Articles, the Registered Agent for the Association shall be the President of the Association, who at the time of said filing is Bernard Paquin. The registered address for the Association shall remain the same.

ARTICLE XII

INDEMNIFICATION

Section 12.1 Indemnity. To the fullest extent permitted by Florida law, every Director, and every officer and committee member of the Association, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved, by reason of his being, or having been, a Director or officer or committee member of the Association, whether or not he is a Director or officer or committee member at the time such expenses are incurred, except under the circumstances as stated below. In the event of a settlement before entry of judgment, the indemnification shall automatically apply unless when the Board of Directors approves such settlement and reimbursement, the Board determines and specifically finds that the officer, Director or committee member breached or failed to perform his/her duties and the breach or failure to perform constitutes one or more of the actions in which indemnification cannot lie under Section 617.0834, Florida Statutes (as amended from time to time), in which case indemnification and reimbursement shall not lie. Indemnification shall include an advance of the Director's, officer's or committee member's attorneys' fees and defense costs, providing that they provide the undertaking assurance required by Section 607.0850(6), Florida Statutes (as amended from time to time); the foregoing advance is conditioned upon the Director, officer or committee member agreeing to use counsel of the Association's choosing, if the Association so conditions. In the case of conflict between this Article VII and the corporate statutes, the conflict shall be resolved in favor

of providing the broadest protection possible to Directors, officers and committee members.

Section 12.2 Miscellaneous. The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Board member, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

Section 12.3 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee or agent of the Association, or is or was serving at the request of the Association, as a Board member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such party and insured by such party in any such capacity, or arising out of said person's status as such, whether or not the Association would have the power to indemnify said person against such liability under the provisions of this Article XII.

CERTIFICATE OF ADOPTION OF THE AMENDED
AND RESTATED ARTICLES OF INCORPORATION

THE UNDERSIGNED, being the president of VACATION INN RESORT OF THE PALM BEACHES, INC., hereby certifies that the foregoing was approved by the entire membership of the Board of Directors, approved on _____, 2015, at a board meeting called for the purpose, with quorum present; and was approved by a majority of the voting interests of all members of the Association at a membership meeting, held on _____, 2015, called for the purpose, with quorum present. **The number of votes was sufficient for approval.**

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

EXECUTED this ___ day of _____, 2015.

WITNESSES:

VACATION INN RESORT OF THE
PALM BEACHES, INC.

Sign: _____

By: _____
President

Print: _____

Name: _____

Sign: _____

Current Address: _____

Print: _____

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

I HEREBY CERTIFY that on this ____ day of _____ 2015, before me personally appeared _____, as President of VACATION INN RESORT OF THE PALM BEACHES, INC., a Florida not-for-profit corporation, who is personally known to me or who has produced _____(if left blank, personal knowledge existed) as identification and who did not take an oath and who executed the aforesaid as their free act and deed 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 in the County of Palm Beach, State of Florida, the day and year last aforesaid.

NOTARY PUBLIC:

Sign: _____

Print: _____