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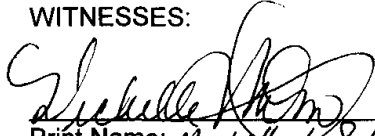
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CERTIFICATION OF ORIGINAL AMENDED AND RESTATED ARTICLES OF INCORPORATION OF WYNDAM PARK HOMEOWNERS ASSOCIATION, INC., WHICH IS PART OF VICTORIA WOODS


I HEREBY CERTIFY that the attached photostated document constitutes a true and correct copy of the original Amended and Restated Articles of Incorporation of Wyndam Park Homeowners Association, Inc. The Amended and Restated Articles of Incorporation are referenced to be separately recorded in the Amended and Restated Declaration of Covenants and Restrictions for Victoria Woods as recorded in Official Record Book 16456 at Page 6187, Public Records of Palm Beach County, Florida. The Amended and Restated Articles of Incorporation shall run with the real property subject to said Amended and Restated Declaration of Covenants and Restrictions for Victoria Woods, and shall be binding on all parties having any right, title or interest in the said real property or any part thereof, their heirs, successors and assigns, and shall inure to the benefit and burden of each owner and occupant thereof.

Dated this 14 day of September, 2005.

WITNESSES:


Print Name: Michelle L. Sides

WYNDAM PARK HOMEOWNERS ASSOCIATION, INC.

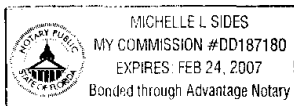
By: 
Print Name: Michael F. Aranda
Title: President

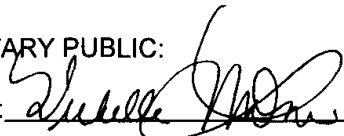
Print Name: Sandra Humdon

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

I HEREBY CERTIFY that on the 14 day of September, 2005 before me personally appeared Michael F. Aranda as president of **WYNDAM PARK HOMEOWNERS ASSOCIATION, INC.**, who is personally known to me and who did not take an oath and who executed the aforesaid Certification at his free act and deed as such duly authorized officer; 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: 

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 June 27, 2005, for WYNDAM PARK HOMEOWNERS ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number N05000149940. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is N05000005728.

Authentication Code: 405A00043429-062705-N05000005728-1/1



Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Twenty-seventh day of June, 2005

Glenda E. Hood
Glenda E. Hood
Secretary of State

THIS INSTRUMENT PREPARED BY:
David B. Norris, Esquire
712 U.S. Highway One, Suite 400
North Palm Beach, Florida 33408
(561) 844-3800

This

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

WYNDAM PARK HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit Under the Laws of the State of Florida)

The original Articles of Incorporation for Wyndam Park Homeowners Association, Inc. were filed electronically on June 3, 2005, and were effective May 31, 2005, (the "Original Articles"). The Original Articles are hereby terminated and are amended and replaced in their entirety, by the following Amended and Restated Articles of Incorporation of Wyndam Park Homeowners Association, Inc.

The undersigned by these Amended and Restated Articles of Incorporation hereby associates himself for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation is WYNDAM PARK HOMEOWNERS ASSOCIATION, INC., and its street and mailing address are c/o 4227 Northlake Boulevard, Palm Beach Gardens, Florida 33410.

ARTICLE II

DEFINITIONS

For convenience, the corporation shall be referred to in this instrument as the "Association"; the Amended and Restated Declaration of Covenants and Restrictions for VICTORIA WOODS, as the "Declaration"; these Articles of Incorporation as the "Articles"; and the By-

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Laws of the Association as the "By-Laws". Reference to "Owners" means record owners of Lots within Wyndam Park. All other definitions contained in the Declaration are incorporated herein by reference. The term "Developer" means Wyndam Park, Inc., a Florida corporation, and its successors, assigns and legal representatives.

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 Phase IIIB of Victoria Woods a/k/a Wyndam Park ("Wyndam Park"), 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: General. For the accomplishment of its purposes, the Association shall have all 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 the Declaration, the By-Laws or the corporate or homeowners' association statute. The powers of the Association shall also be as set forth in the Declaration and By-Laws.

Section 3.3 Powers: Specific

The powers of the Association shall include but not be limited to the following:

- A. 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.
- B. To protect, maintain, repair, replace and operate Wyndam Park pursuant to the Governing Documents.
- C. To make improvements of Wyndam Park.
- D. To make, amend, and enforce reasonable rules and regulations governing the use of Wyndam Park, 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.

E. To contract for the management and maintenance of Wyndam Park 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.

F. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of Wyndam Park and the Association.

G. 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.

ARTICLE IV

MEMBERSHIP AND VOTING IN THE ASSOCIATION

The Members of the Association shall be as provided in Article III.8 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 General. The method of election of Directors shall be as set forth in the By-Laws. Other provisions regarding Directors, including their qualifications, meetings, removal and resignation, are as contained in the By-Laws.

Section 5.2 First Board of 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 taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael F. Aranda	4227 Northlake Boulevard Palm Beach Gardens, Florida 33410
Michelle Sides	4227 Northlake Boulevard Palm Beach Gardens, Florida 33410

Michael D. Aranda

4227 Northlake Boulevard
Palm Beach Gardens, Florida 33410

ARTICLE VI

OFFICERS

Section 6.1 General. The affairs of the Association shall, to the extent delegated by the Board of Directors, be administered by the officers holding the offices designated in the By-Laws. Other provisions regarding officers, including their appointment, removal and resignation, are as provided in the By-Laws.

Section 6.2 First Officers. The names and addresses of the first officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Michael F. Aranda	4227 Northlake Boulevard Palm Beach Gardens, Florida 33410
Vice President	Michelle Sides	4227 Northlake Boulevard Palm Beach Gardens, Florida 33410
Secretary/Treasurer	Michael D. Aranda	4227 Northlake Boulevard Palm Beach Gardens, Florida 33410

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, with the vote of the Board alone permitted only if and as permitted 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-fourth (1/4) of the Lots within Wyndam Park.

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. 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 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 and not less than 2/3 of the voting interests of the entire membership of the Association. 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 Palm Beach County, Florida. 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 Palm Beach County, Florida. 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. So long as the Developer controls the Board of Directors as provided for in the By-Laws, these Articles may be amended by the vote of the Developer alone; and after such control is relinquished, so long as the Developer owns any Lot in Wyndam Park, no amendment may be made without the written consent and joinder of the Developer.

B. No amendment shall operate to unlawfully discriminate against any Lot or class or group of Lots.

C. 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.

D. Article X of these Articles may be amended by the vote of a majority of the entire membership of the Board of Directors, 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

REGISTERED AGENT AND REGISTERED OFFICE

The initial Registered Office of the Association shall be 4227 Northlake Boulevard, Palm Beach Gardens, Florida 33410, with the privilege of having its office and branch office at other places within or without the State of Florida. The initial Registered Agent at that address shall be Michael F. Aranda.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Michael F. Aranda, 4227 Northlake Boulevard, Palm Beach Gardens, Florida 33410.

The restatement was adopted by the Board of Directors and no member approval was required.

IN WITNESS WHEREOF I have set my hand and seal this 15 day of June, 2005.

DATED: June 15, 2005.

[Signature]
Witness

[Signature]
Michael F. Aranda, Incorporator

[Signature]
Witness

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 15 day of June, 2005, before me personally appeared MICHAEL F. ARANDA, a Florida resident, who is personally known to me or who has produced _____ (if left blank, personal knowledge existed) as identification and who did take an oath and who executed the above as his free act and deed.

WITNESS my signature and official seal at corp. office, in the County of Palm Beach, State of Florida, the day and year last aforesaid.

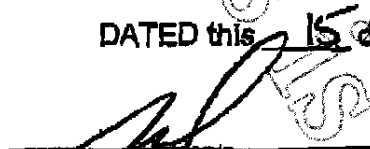


NOTARY PUBLIC:
[Signature]
State of Florida at Large (Seal)
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of WYNDAM PARK HOMEOWNERS ASSOCIATION, INC., at the place designed 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 June, 2005.


REGISTERED AGENT - MICHAEL F. ARANDA

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