

ARTICLES OF INCORPORATION

OF

BOCA ISLES PROPERTY OWNERS ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

In compliance with the requirements on 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 OF CORPORATION

The name of the corporation is BOCA ISLES PROPERTY OWNERS ASSOCIATION, INC. ("Association").

ARTICLE II
REGISTERED OFFICE - REGISTERED AGENT

The street address of the Registered Office of the Association is 700 N.W. 107th Avenue, Miami, Florida 33172. The name of the Registered Agent of the Association is Morris Watsky.

ARTICLE III
DEFINITIONS

The definitions contained in the Declaration of Restrictive Covenants ("Declaration") relating to the project known as Boca Isles, recorded, or to be recorded, in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV
PURPOSE OF THE ASSOCIATION

The Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Area, and improvements thereon; (b) perform the duties delegated to it in the Declaration; (c) administer the interests of the Association and its members, within the Properties; (d) promote the health, safety and welfare of the members of the Association.

ARTICLE V
NOT FOR PROFIT

The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.

ARTICLE VI
POWERS OF THE ASSOCIATION

The Association shall, subject to the limitations and reservations set forth in the Declaration, including, but not limited to, the Recreation Facilities Covenants, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

(a) To perform all the duties and obligations of the Association set forth in the Declaration and By-Laws, as herein provided.

(b) To enforce, by legal action or otherwise, the provisions of the Declaration and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing or binding the Association and Properties.

(c) To fix, levy, collect and enforce payment, by any lawful means, of all charges or assessments pursuant to the terms of the Declaration, these Articles and By-Laws.

(d) To pay all expenses in connection with, and all office and other expenses incidental to, the conduct of the business of the Association, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association and payments required pursuant to the Recreation Facilities Covenants.

(e) To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Area) in connection with the functions of the Association.

(f) To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

(g) To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of, the Properties to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines.

(h) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

(i) To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, Properties, Common Area, Parcels and Recreation Facilities as provided in the Recreation Facilities Covenants and

to effectuate all of the purposes for which the Association is organized.

(j) 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.

(k) To employ personnel and retain independent contractors to contract for management of the Association, Properties and Common Area and Recreation Facilities as provided in the Recreation Facilities Covenants and to delegate in such contract all or any part of the powers and duties of the Association.

(l) To contract for services to be provided to, or for the benefit of, the Association, its members, Common Area and Properties and Recreation Facilities as provided in the Recreation Facilities Covenants such as, but not limited to, security services, maintenance, garbage pick-up and other utilities.

(m) To establish committees and delegate certain of its functions to those committees.

ARTICLE VII VOTING RIGHTS

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

CLASS A. The Owner of each Parcel shall be a Class A member. Each Class A member shall be entitled to one (1) vote for each Parcel owned. When more than one (1) person owns an interest in any Parcel, all persons shall be members. The vote associated with that Parcel shall be exercised as they determine, but in no event shall more than the one (1) vote be cast with respect to any Parcel.

CLASS B. The Declarant is the Class B member. The Declarant shall be entitled to four hundred (400) votes. The Class B membership shall cease on the happening of the earlier of the occurrence of one of the following events:

(a) Six (6) months after all of the Parcels that will be ultimately subject to the Declaration have been conveyed to Owners other than Declarant; or

(b) Such earlier date as Declarant may determine.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board consisting of three (3) persons. Board members appointed by Declarant or elected by Class B members need not be members of the

Association. Board members elected by Class A members must be members of the Association.

The election, or appointment, as the case may be, of Directors shall be held at the annual meeting. Directors shall be elected, or appointed, as the case may be, for a term expiring on the date of the next annual meeting.

The Directors named in these Articles shall serve until the next election of Directors. Any vacancies in the first Board shall be filled by the Declarant. The names and addresses of the members of the first Board who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

NAME	ADDRESS
Tammy McDonald	1903 S. Congress Avenue Boynton Beach, FL 33426
Jeff Brown	1903 S. Congress Avenue Boynton Beach, FL 33426
Robert Drews	1903 S. Congress Avenue Boynton Beach, FL 33426

ARTICLE IX
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 having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association and to manage the Common Area, in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

ARTICLE X
DURATION

The Association shall have perpetual existence.

ARTICLE XI
AMENDMENTS

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

1. Proposal. Amendments to these Articles may be proposed by a vote of the majority of the Board. Until the Project Completion Date, amendments may also be proposed by the Class B member. Thereafter, amendments may also be proposed by twenty-five percent (25%) of the members of each Class entitled to vote on the Amendment.

2. Call for Meeting. Upon the adoption of a resolution proposing an amendment, the Association shall thereupon call a special meeting of the class of membership(s) entitled to vote on the amendment, 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 five (5) or more than sixty (60) days before the date of the meeting, either personally or by first class mail, addressed to the member at the address as it appears on the books of the Association.

3. Vote Necessary. In order for an amendment to become effective, it must be approved at a duly called meeting by an affirmative vote of: (i) until the sale of a Parcel in the Community to an Owner other than Declarant, by a majority of the Board; and (ii) thereafter, while Class B memberships exist, by a majority of the Class B members only; and (iii) thereafter, by sixty-six (66%) percent of the votes of both the Class A members and Board.

4. By Written Statement. Notwithstanding the provisions of 1 and 2 above, if an amendment may be adopted by the Board or members, if the required number of the Board or members eligible to vote sign a written statement manifesting their intention that an amendment be adopted, then the amendment shall thereupon be adopted.

5. Filing. Articles of Amendment containing the approved amendment shall be executed by Association by its President or Vice President and attested by its Secretary or Assistant Secretary. The Articles of Amendment shall set forth:

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

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

6. Limitations.

A. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

B. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of: (i) Declarant and/or Recreation Facilities Owner, including, without limitation, the right to designate and select the Directors as provided herein and the rights reserved, or granted, to Declarant and/or Recreation Facilities Owner in the Declaration, without the prior written consent thereto by Declarant and/or Recreation Facilities Owner, which may be granted or denied in its sole discretion; and (ii) any Mortgagee without the prior written consent of such Mortgagee; and (iii) the Recreational Facilities Owner, without the prior written consent of such Recreational Facilities Owner, which may be granted or denied, in its sole discretion.

ARTICLE XII
INCORPORATOR

The name and address of the Incorporator of this corporation is: Boca Greens, Inc., 700 N.W. 107th Avenue, Miami, Florida 33172.

ARTICLE XIII
OFFICERS

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

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

- President: Tammy McDonald
1903 S. Congress Avenue
Boynton Beach, FL 33426
- Vice President: Jeff Brown
1903 S. Congress Avenue
Boynton Beach, FL 33426
- Secretary: Robert Drews
1903 S. Congress Avenue
Boynton Beach, FL 33426
- Treasurer: Tammy McDonald
1903 S. Congress Avenue
Boynton Beach, FL 33426

ARTICLE XIV
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and

administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

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 Declarant or Recreational Facilities Owner, 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, directors or employees or otherwise interested 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 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.

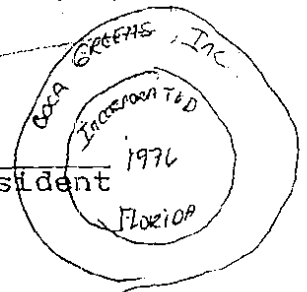
Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation this 9th day of July, 1993.

Christina J. Aost
CHRISTINA J. AOST
Darlene Bruh
Darlene Bruh

BOCA GREENS, INC.

BY: [Signature]
[Signature], President



STATE OF FLORIDA
COUNTY OF Palm Beach County

The foregoing instrument was acknowledged before me this 9th day of July, 1993, by Mark Stavor, as Vice President of Boca Greens, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He/she is personally known to me or has produced DRIVERS License as

identification and did (did not) take an oath.

Sandra M. Cooper
 Notary Public
 Print Name: *Sandra M. Cooper*
 (Notary Seal)

OFFICIAL NOTARY SEAL
SANDRA M. COOPER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. GC140836
MY COMMISSION EXP. SEPT 3, 1995

 I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN
 THESE ARTICLES OF INCORPORATION.

Mark Sheverson
 PRINT NAME: MARK SHEVERSON

ARTICLES OF
INCORPORATION

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State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of BOCA ISLES CLUB, INC., a Florida corporation, filed on March 4, 1993, as shown by the records of this office.

The document number of this corporation is P93000012772.

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



Jim Smith
Secretary of State

Articles of Incorporation

ORE 7790 Pg 1836

DESCRIPTION OF
BOCA ISLES WEST
(OVERALL NORTH OF KIMBERLY BLVD.)

A PORTION OF TRACTS 1, 2, 3, 4, 5 AND 6, SECTION 11, TOWNSHIP 47 SOUTH, RANGE 41 EAST OF THE PLAT OF "FLORIDA FRUIT LANDS COMPANY SUBDIVISION NO. 2" AS RECORDED IN PLAT BOOK 1, AT PAGE 102 OF THE PUBLIC RECORDS OF PALM BEACH COUNTY, FLORIDA AND A PORTION OF SECTION 12, TOWNSHIP 47 SOUTH, RANGE 41 EAST, PALM BEACH COUNTY, FLORIDA, ALL BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWEST CORNER OF SAID SECTION 12, TOWNSHIP 47 SOUTH, RANGE 41 EAST; THENCE SOUTH 00°56'14" EAST ALONG THE WEST LINE OF SAID SECTION 12, A DISTANCE OF 80.01 FEET TO THE POINT OF BEGINNING; THENCE NORTH 89°45'04" EAST ALONG A LINE 80.00 FEET SOUTH OF (AS MEASURED AT RIGHT ANGLES TO) THE NORTH LINE OF SAID SECTION 12, A DISTANCE OF 2,593.85 FEET TO A POINT LYING ON THE ARC OF A CIRCULAR CURVE TO THE RIGHT AT WHICH THE RADIUS POINT BEARS NORTH 85°11'41" WEST; THENCE SOUTHERLY ALONG THE ARC OF SAID CURVE HAVING A RADIUS OF 640.00 FEET AND A CENTRAL ANGLE OF 17°15'17", A DISTANCE OF 192.74 FEET TO THE POINT OF TANGENCY; THENCE SOUTH 22°03'36" WEST, A DISTANCE OF 1,056.81 FEET TO THE POINT OF CURVATURE OF A CIRCULAR CURVE TO THE LEFT; THENCE SOUTHERLY ALONG THE ARC OF SAID CURVE HAVING A RADIUS OF 2,840.00 FEET AND A CENTRAL ANGLE OF 12°03'21", A DISTANCE OF 597.58 FEET TO THE POINT OF TANGENCY; THENCE SOUTH 10°00'15" WEST, A DISTANCE OF 617.25 FEET TO THE POINT OF CURVATURE OF A CIRCULAR CURVE TO THE LEFT; THENCE SOUTHERLY ALONG THE ARC OF SAID CURVE HAVING A RADIUS OF 2,440.00 FEET AND A CENTRAL ANGLE OF 32°20'07", A DISTANCE OF 1,377.03 FEET TO A POINT LYING ON THE ARC OF A CIRCULAR CURVE TO THE RIGHT, AT WHICH THE RADIUS POINT BEARS NORTH 06°37'13" WEST (THE LAST FIVE (5) DESCRIBED COURSES BEING COINCIDENT WITH THE WESTERLY BOUNDARY OF AN 80.00 FOOT ROAD RIGHT-OF-WAY KNOWN AS CAIN BOULEVARD, AS RECORDED IN OFFICIAL RECORDS BOOK 6370 AT PAGES 1418 THROUGH 1434 OF THE PUBLIC RECORDS OF PALM BEACH COUNTY, FLORIDA); THENCE WESTERLY ALONG THE ARC OF SAID CURVE, HAVING A RADIUS OF 460.00 FEET AND A CENTRAL ANGLE OF 01°19'39", A DISTANCE OF 10.66 FEET TO THE POINT OF COMPOUND CURVATURE OF A CIRCULAR CURVE TO THE RIGHT; THENCE WESTERLY ALONG THE ARC OF SAID CURVE, HAVING A RADIUS OF 960.00 FEET AND A CENTRAL ANGLE OF 32°59'43", A DISTANCE OF 552.84 FEET TO THE POINT OF TANGENCY; THENCE NORTH 62°17'51" WEST, A DISTANCE OF 472.00 FEET TO THE POINT OF CURVATURE OF A CIRCULAR CURVE TO THE LEFT; THENCE WESTERLY ALONG THE ARC OF SAID CURVE, HAVING A RADIUS OF 2,040.00 FEET AND A CENTRAL ANGLE OF 29°28'54", A DISTANCE OF 1,049.69 FEET TO A POINT LYING ON A NON-RADIAL LINE (THE LAST FOUR (4) DESCRIBED COURSES BEING COINCIDENT WITH THE NORTHERLY BOUNDARY OF AN 80.00 FOOT ROAD RIGHT-OF-WAY KNOWN AS KIMBERLY BOULEVARD, AS RECORDED IN OFFICIAL RECORDS BOOK 3159 AT PAGES 816 THROUGH 820 OF THE PUBLIC RECORDS OF PALM BEACH COUNTY, FLORIDA); THENCE NORTH 00°56'14" WEST, ALONG THE WESTERLY BOUNDARY OF SAID SECTION 12, A DISTANCE OF 1,231.69 FEET; THENCE SOUTH 89°57'32" WEST, ALONG THE SOUTH LINE OF SAID TRACT 6 IN SECTION 11, A DISTANCE OF 170.02 FEET; THENCE NORTH 00°56'14" WEST, ALONG A LINE 170.00 FEET WEST OF (AS MEASURED AT RIGHT ANGLES TO) SAID EAST LINE OF SECTION 11, A DISTANCE OF 1,898.05 FEET; THENCE NORTH 89°45'19" EAST, ALONG A LINE 80.00 FEET SOUTH OF (AS MEASURED AT RIGHT ANGLES TO) THE NORTH LINE OF SAID SECTION 11, A DISTANCE OF 170.01 FEET TO THE POINT OF BEGINNING.

SAID LANDS SITUATE IN PALM BEACH COUNTY, FLORIDA, AND CONTAIN 167.463 ACRES, MORE OR LESS.

NOTE: BEARINGS ARE BASED ON THE NORTHERLY BOUNDARY OF SAID SECTION 12, HAVING A BEARING OF NORTH 89°45'04" EAST, ACCORDING TO STATE PLANE COORDINATES AS ESTABLISHED BY PALM BEACH COUNTY.

ARTICLES OF INCORPORATION

OF

**BOCA ISLES PROPERTY OWNERS ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

In compliance with the requirements on 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 OF CORPORATION**

The name of the corporation is BOCA ISLES PROPERTY OWNERS ASSOCIATION, INC. ("Association").

**ARTICLE II
REGISTERED OFFICE - REGISTERED AGENT**

The street address of the Registered Office of the Association is 700 N.W. 107th Avenue, Miami, Florida 33172. The name of the Registered Agent of the Association is Morris Watsky.

**ARTICLE III
DEFINITIONS**

The definitions contained in the Declaration of Restrictive Covenants ("Declaration") relating to the project known as Boca Isles, recorded, or to be recorded, in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

**ARTICLE IV
PURPOSE OF THE ASSOCIATION**

The Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Area, and improvements thereon; (b) perform the duties delegated to it in the Declaration; (c) administer the interests of the Association and its members, within the Properties; (d) promote the health, safety and welfare of the members of the Association.

**ARTICLE V
NOT FOR PROFIT**

The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.

ARTICLE VI
POWERS OF THE ASSOCIATION

The Association shall, subject to the limitations and reservations set forth in the Declaration, including, but not limited to, the Recreation Facilities Covenants, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

(a) To perform all the duties and obligations of the Association set forth in the Declaration and By-Laws, as herein provided.

(b) To enforce, by legal action or otherwise, the provisions of the Declaration and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing or binding the Association and Properties.

(c) To fix, levy, collect and enforce payment, by any lawful means, of all charges or assessments pursuant to the terms of the Declaration, these Articles and By-Laws.

(d) To pay all expenses in connection with, and all office and other expenses incidental to, the conduct of the business of the Association, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association and payments required pursuant to the Recreation Facilities Covenants.

(e) To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Area) in connection with the functions of the Association.

(f) To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

(g) To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of, the Properties to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines.

(h) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

(i) To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, Properties, Common Area, Parcels and Recreation Facilities as provided in the Recreation Facilities Covenants and

to effectuate all of the purposes for which the Association is organized.

(j) 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.

(k) To employ personnel and retain independent contractors to contract for management of the Association, Properties and Common Area and Recreation Facilities as provided in the Recreation Facilities Covenants and to delegate in such contract all or any part of the powers and duties of the Association.

(l) To contract for services to be provided to, or for the benefit of, the Association, its members, Common Area and Properties and Recreation Facilities as provided in the Recreation Facilities Covenants such as, but not limited to, security services, maintenance, garbage pick-up and other utilities.

(m) To establish committees and delegate certain of its functions to those committees.

ARTICLE VII VOTING RIGHTS

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

CLASS A. The Owner of each Parcel shall be a Class A member. Each Class A member shall be entitled to one (1) vote for each Parcel owned. When more than one (1) person owns an interest in any Parcel, all persons shall be members. The vote associated with that Parcel shall be exercised as they determine, but in no event shall more than the one (1) vote be cast with respect to any Parcel.

CLASS B. The Declarant is the Class B member. The Declarant shall be entitled to four hundred (400) votes. The Class B membership shall cease on the happening of the earlier of the occurrence of one of the following events:

(a) Six (6) months after all of the Parcels that will be ultimately subject to the Declaration have been conveyed to Owners other than Declarant; or

(b) Such earlier date as Declarant may determine.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board consisting of three (3) persons. Board members appointed by Declarant or elected by Class B members need not be members of the

Association. Board members elected by Class A members must be members of the Association.

The election, or appointment, as the case may be, of Directors shall be held at the annual meeting. Directors shall be elected, or appointed, as the case may be, for a term expiring on the date of the next annual meeting.

The Directors named in these Articles shall serve until the next election of Directors. Any vacancies in the first Board shall be filled by the Declarant. The names and addresses of the members of the first Board who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

NAME	ADDRESS
Tammy McDonald	1903 S. Congress Avenue Boynton Beach, FL 33426
Jeff Brown	1903 S. Congress Avenue Boynton Beach, FL 33426
Robert Drews	1903 S. Congress Avenue Boynton Beach, FL 33426

ARTICLE IX 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 having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association and to manage the Common Area, in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

ARTICLE X DURATION

The Association shall have perpetual existence.

ARTICLE XI AMENDMENTS

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

1. Proposal. Amendments to these Articles may be proposed by a vote of the majority of the Board. Until the Project Completion Date, amendments may also be proposed by the Class B member. Thereafter, amendments may also be proposed by twenty-five percent (25%) of the members of each Class entitled to vote on the Amendment.

2. Call for Meeting. Upon the adoption of a resolution proposing an amendment, the Association shall thereupon call a special meeting of the class of membership(s) entitled to vote on the amendment, 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 five (5) or more than sixty (60) days before the date of the meeting, either personally or by first class mail, addressed to the member at the address as it appears on the books of the Association.

3. Vote Necessary. In order for an amendment to become effective, it must be approved at a duly called meeting by an affirmative vote of: (i) until the sale of a Parcel in the Community to an Owner other than Declarant, by a majority of the Board; and (ii) thereafter, while Class B memberships exist, by a majority of the Class B members only; and (iii) thereafter, by sixty-six (66%) percent of the votes of both the Class A members and Board.

4. By Written Statement. Notwithstanding the provisions of 1 and 2 above, if an amendment may be adopted by the Board or members, if the required number of the Board or members eligible to vote sign a written statement manifesting their intention that an amendment be adopted, then the amendment shall thereupon be adopted.

5. Filing. Articles of Amendment containing the approved amendment shall be executed by Association by its President or Vice President and attested by its Secretary or Assistant Secretary. The Articles of Amendment shall set forth:

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

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

6. Limitations.

A. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

B. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of: (i) Declarant and/or Recreation Facilities Owner, including, without limitation, the right to designate and select the Directors as provided herein and the rights reserved, or granted, to Declarant and/or Recreation Facilities Owner in the Declaration, without the prior written consent thereto by Declarant and/or Recreation Facilities Owner, which may be granted or denied in its sole discretion; and (ii) any Mortgagee without the prior written consent of such Mortgagee; and (iii) the Recreational Facilities Owner, without the prior written consent of such Recreational Facilities Owner, which may be granted or denied, in its sole discretion.

ARTICLE XII INCORPORATOR

The name and address of the Incorporator of this corporation is: Boca Greens, Inc., 700 N.W. 107th Avenue, Miami, Florida 33172.

ARTICLE XIII OFFICERS

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

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

President: Tammy McDonald
1903 S. Congress Avenue
Boynton Beach, FL 33426

Vice President: Jeff Brown
1903 S. Congress Avenue
Boynton Beach, FL 33426

Secretary: Robert Drews
1903 S. Congress Avenue
Boynton Beach, FL 33426

Treasurer: Tammy McDonald
1903 S. Congress Avenue
Boynton Beach, FL 33426

ARTICLE XIV INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and

administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

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 Declarant or Recreational Facilities Owner, 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, directors or employees or otherwise interested 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 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.

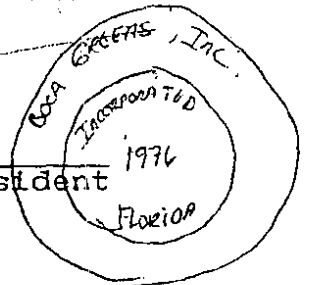
Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation this 9th day of July, 1993.

Christine J. Host
Christine J. Host
Darlene Bruh
Darlene Bruh

BOCA GREENS, INC.

BY: Mark Shevory
Mark Shevory, President



STATE OF FLORIDA
COUNTY OF Palm Beach County

The foregoing instrument was acknowledged before me this 9th day of July, 1993, by Mark Shevory, as Vice President of Boca Greens Inc., a Florida not-for-profit corporation, on behalf of the corporation. He/she is personally known to me or has produced Drivers License as

identification and did (did not) take an oath.

Sandra M. Cooper
 Notary Public
 Print Name: Sandra M. Cooper
 (Notary Seal)

OFFICIAL NOTARY SEAL
 SANDRA M. COOPER
 NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION NO. SC140836
 MY COMMISSION EXP. SEPT 3, 1995

 I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN
 THESE ARTICLES OF INCORPORATION.

Mark Shaver
 PRINT NAME: MARK SHAVER

percent of the votes of both the Class A members and Board.

Section 2. Limitation. No amendment, alteration or rescission of all or any part of these By-Laws, the Articles or Declaration, shall be made which shall affect the interests of Declarant, Recreational Facilities Owner, Class B member or Incorporator without the written consent of Declarant, Recreational Facilities Owner, Class B member or Incorporator being first obtained.

Section 3. Conflict. In the case of any conflict between the Articles and these By-Laws, the Articles shall control. In the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV
MISCELLANEOUS

The first fiscal year shall begin on the date of incorporation and end on December 31 of that year. Thereafter, the fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

IN WITNESS WHEREOF, the foregoing were adopted as the By-Laws of BOCA ISLES PROPERTY OWNERS ASSOCIATION, INC.

By: Robert Owen
Secretary

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