

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 30, 1995, for BOCA ISLES PROPERTY OWNERS ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N93000003618.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Seventeenth day of August, 1995



CR2EO22 (2-95)

Sandra B. Northman

Sandra B. Northam
Secretary of State

FILED

1995 JUN 30 PM 3:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
BOCA ISLES PROPERTY OWNERS ASSOCIATION, INC.

WHEREAS, a copy of the executed Articles of Incorporation of Boca Isles Property Owners Association, Inc. ("Corporation"), which were duly approved, were attached to the recorded Declaration of Restrictive Covenants of Boca Isles dated July 8, 1993 and recorded on July 9, 1993 in Official Records Book 7790 page 1788 of the Public Records of Palm Beach County, Florida; and

WHEREAS, due to a scrivener's error, an incorrect draft of the Articles of Incorporation of the Corporation was filed with the Secretary of State of Florida on August 10, 1993; and

WHEREAS to correct this error, the Corporation desires to amend and restate the Articles of Incorporation in accordance with the originally approved Articles of Incorporation; and

WHEREAS, the Corporation desires to have these Amended and Restated Articles of Incorporation be effective as of August 10, 1993, which is the date of the filing of the incorrect Articles of Incorporation.

NOW THEREFORE, the undersigned current President and Secretary of the Corporation do hereby certify that in accordance with Article XII of the Articles of Incorporation of Boca Isles Property Owners Association, Inc., for the purpose of correcting said error, the Amended and Restated Articles of Incorporation of Boca Isles Property Owners Association, Inc. attached hereto as Exhibit "A"

RECORDER'S MEMO: Legibility of document
unsatisfactory when received.

Please return to: Lerner Homes, Inc.
12230 Forest Hill Blvd.
West Palm Beach, FL 33414
Attn: Tommy McDonald

were duly approved by the Board of Directors at a meeting thereof held on March 21, 1993, at Boca Raton, Florida as the Articles of Incorporation of the Boca Isles Property Owners Association, Inc. in the place and stead of the articles of incorporation erroneously heretofore filed. The effective date of the Amended and Restated Articles of Incorporation of Boca Isles Property Owners Association, Inc. shall be August 10, 1993.

IN WITNESS WHEREOF, the undersigned have signed this Certificate and affixed the corporate seal this 11th of April, 1993.

BOCA ISLES PROPERTY OWNERS
ASSOCIATION, INC.

BY: William I. Weinstein
William I. Weinstein, President

ATTEST: David Katzman
David Katzman, Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared WILLIAM I. WEINSTEIN, President of Boca Isles Property Owners Association, Inc., a Florida corporation, and known to me to be the person who, as such officer, executed the foregoing Certificate and who acknowledged before me that he executed the same as such officer of said Corporation and for and on behalf of the Corporation. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 11th day of April, 1993.

Paul Borowski
NOTARY PUBLIC



PAUL BOROWSKI
COMMISSION # CC 437458
EXPIRES FEB 7, 1996
ATLANTA, FLORIDA CO., INC.

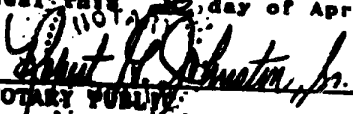
FLA Driver's License #W523909223

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared DAVID KATZMAN, Secretary of Boca Isles Property Owners Association, Inc., a Florida corporation, and known to me to be the person who, as such officer, executed the foregoing Certificate and who acknowledged before me that he executed the same as such officer of said Corporation and for and on behalf of the Corporation. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 12 day of April, 1995.


NOTARY PUBLIC



ROBERT G. JOHNSTON, JR.
MY COMMISSION & CERTIFICATE EXPIRES
May 4, 1998
SERVED WITH TRISTE FIDELITY, INC.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

FILED

1995 JUN 30 PM 3:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**BOCA ISLES PROPERTY OWNERS ASSOCIATION
(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.

8. 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: MORRIS J. WATSKY, 700 N.W. 107 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 19th day of August, 1993.

Janet S. English
BY: Morris J. Watsky
MORRIS J. WATSKY, INCORPORATOR

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 19 day of August, 1993, by Morris J. Watsky, as Incorporator of Boca Isles Property Owners Association, Inc. He is personally known to me and did not take an oath.



NAME: Janet S. English
Notary Public, State of Florida