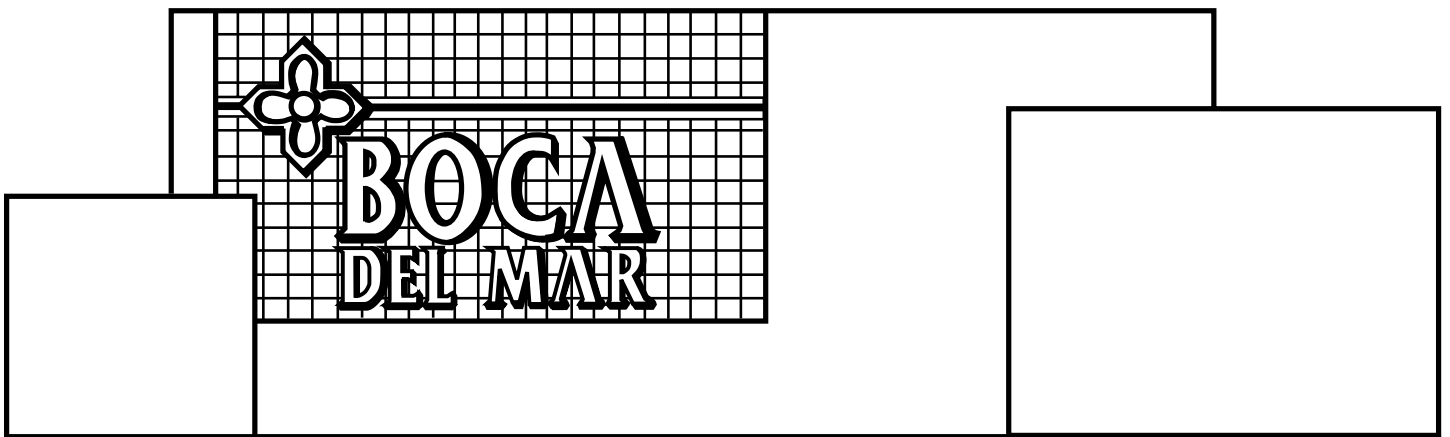


Boca Del Mar
Articles of Incorporation



ARTICLES OF INCORPORATION

This copy contains documents pertaining to land and unit owners in the
Planned Unit Development (PUD) of Boca Del Mar
These are reasonable reproductions of your Association documents,
to wit: Articles of Incorporation.

These copies should not be relied upon as a definitive statement of your
rights and obligations. Only a recorded copy received from the Office of the
Clerk of the Circuit Court of Palm Beach County, your attorney or
your title insurance company should be relied upon in making decisions
affecting your rights and obligations.

ARTICLES OF INCORPORATION
OF
BOCA DEL MAR IMPROVEMENT ASSOCIATION, INC.
A CORPORATION NOT FOR PROFIT

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME

The name of this corporation shall be BOCA DEL MAR IMPROVEMENT ASSOCIATION, INC. For convenience the corporation shall herein be referred to as the ASSOCIATION or IMPROVEMENT ASSOCIATION.

ARTICLE II

PURPOSES

1. The ASSOCIATION is organized for the following purposes:
 - (a) To make available to all members certain recreational facilities and to provide for maintenance of same and to provide for such other services as may be required by any governmental agency having jurisdiction of the areas located within the Project Area known generally as Boca Del Mar, a Planned Unit Development, being developed in Palm Beach County, Florida.
 - (b) To exercise the powers declared or reserved in Declaration of Restrictions which may be filed by Boca Del Mar Association, its successors or assigns, affecting lands in the Project Area known generally as Boca Del Mar, a Planned Unit Development, being developed in Palm Beach County, Florida.
 - (c) To enforce through appropriate legal means the covenants, restrictions, reservations and servitudes, impressed upon the lands within the Project Area known generally as Boca Del Mar, a Planned Unit Development being developed in Palm Beach County, Florida.

2. (a) Project Area shall hereinafter mean lands in the Project Area known as Boca Del Mar, a Planned Unit Development, being developed in Palm Beach County, Florida.

(b) Developer means BOCA DEL MAR ASSOCIATES, a general partnership, wherein LEADERSHIP HOUSING, INC., a Delaware corporation, and TEXACO BOCA DEL MAR, INC., a Delaware corporation both being authorized to do business in Florida, are the general partners.

3. The ASSOCIATION shall make no distribution of income to its members, directors or officers.

ARTICLE III

POWERS

The powers of the ASSOCIATION shall include and be governed by the following provisions:

1. The ASSOCIATION shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

2. The ASSOCIATION shall have all of the powers and duties expressly conferred upon it as set forth in the Declaration of Restrictions that may from time to time be filed with respect to the Project Area and all of the powers and duties reasonably necessary to fulfill the obligations and perform the services as set forth in the Declaration of Restrictions herein mentioned, including but not limited to the following:

(a) To make and collect membership assessment or membership fees against members and to use the proceeds for the maintenance construction, reconstruction and repair of facilities owned and maintained by the Association together with the cost of administration of the Association. Should a proposed budget require assessments against members to increase more than 10% over the preceding, said budget shall be approved by a majority of the members present and voting in person or by proxy, at a meeting of the membership at which a quorum is present, called for the purpose of approving the budget.

(b) To make and collect special assessments against the members for the cost of any construction, reconstruction, repair or replacements of any capital improvements

in the Project Area, provided however, that any special assessment against the members for the cost of construction of new facilities must be approved by 2/3 of the entire membership.

(c) To fix, levy, collect and enforce payment by all lawful means, all charges or assessment pursuant to the terms of the Declaration; 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 of governmental charges levied or imposed against the ASSOCIATION or its property.

(d) To acquire, by gift, purchase or otherwise own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the ASSOCIATION.

(e) To borrow money and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(f) To dedicate, sell or transfer all or any part of the ASSOCIATION property 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 unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale, or transfer.

(g) To perform such other activities of the ASSOCIATION, which in the opinion of the Board of Directors thereof, shall be reasonable appropriate to its accomplishment of the purposes for which it was organized and the performance of its duties and obligations.

(h) To use the proceeds of assessments in the exercise of its powers and duties.

(i) To enforce by legal means the provisions of the Declaration of Restrictions with respect to lands in the Project Area, these Articles, the By-Laws of the ASSOCIATION and the regulations adopted by the ASSOCIATION.

(J) To employ personnel to perform the services required for the proper operation of the ASSOCIATION.

(k) The regular and special assessments shall be uniform among all members of the Association, and shall be determined by dividing the total amount to be assessed by the total number of dwelling units, both those completed and those permitted to be constructed, at the time of the assessment.

3. All funds and title to all properties acquired by the ASSOCIATION

and the proceeds thereof shall be held in trust for the members in accordance with the provisions of these Articles of Incorporation and the By-Laws.

4. The powers of the ASSOCIATION shall be subject to and shall be exercised in accordance with the provisions of the By-Laws.

5. The foregoing powers shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from the terms of any other clause if this or any other article of these Articles of Incorporation, and shall be construed as purposes as well as powers, notwithstanding the expressed enumerations of purposes elsewhere in these Articles.

ARTICLE IV

MEMBERS

1. The members of the ASSOCIATION shall consist of all the record owners of Dwelling Units (which shall be deemed to mean owners of Dwelling Units actually in existence, lots, and owners of Dwelling Units all allowable according to the Master Land Use Plan of the Project Area) in the Subdivision within the Project Area, which have been declared by the Developer to be member of the ASSOCIATION pursuant to a Declaration of Restrictions recorded in the Public Records of Palm Beach County, Florida. "Lots, as herein stated, shall include parcels or tracts within the Project Area whether or not dwelling units may be constructed thereon." Said membership shall be appurtenant to and may not be separated from ownership of any UNIT except as may be provided herein. When more than one person holds an interest in any UNIT all such persons shall be members, however, there shall be only one vote for each lot, said vote to be exercised as they among themselves determine, as evidenced by a certificate signed by all the record UNIT OWNERS designating which member shall be entitled to vote for said UNIT. In the event such a certificate is not on file with the Improvement Association, the following provisions shall apply:

(a) If two or more persons who own a unit, or represent a corporation or other legal entity that owns a unit, are present at a meeting and are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at that meeting.

(b) If only one person of multiple owner unit or representing a corporation or other legal entity owning a unit is present at a meeting, the person present may cast the unit vote just as though he or she owned the unit individually and without establishing the concurrence of any absent parties.

The membership in the Improvement Association shall also include such other persons

hereinafter declared by the Board of Directors to be members of said Improvement Association and said members hereinafter so declared shall be subject to the same rights and obligations as herein set forth. The memberships which may hereinafter be declared are contemplated to include purchasers of UNITS in the general Project Area and may include such other types of interests as owners of condominium parcels, owners of parcels or tracts, or such other interest as may be so declared by the Board of Directors. The owner of a parcel or tract within the Project Area shall be deemed to own that number of memberships equal to the number of Dwelling Units allowable according to the Master Land Use Plan of the Project Area, less any UNITS therein actually in existence and recorded in the name of another; or in the event no Dwelling Units are allowable on the lot, parcel or tract, the owner of such lot, parcel or tract shall have one (1) membership per platted lot, parcel or tract.

2. Change of membership in the ASSOCIATION shall be established by the recording in the Public Records of Palm Beach County, Florida, of a deed or other instrument establishing a record title to a UNIT (either individual unit or parcel or tract with allowable Dwelling Units) and shall be evidenced by delivery to the ASSOCIATION of a certified copy of such instrument. The membership of the prior OWNER shall be terminated as of the date of execution of such deed or other instrument.

3. The share of a member in the funds and assets of the ASSOCIATION cannot be assigned, hypothecated or transferred in any manner except upon transfer of his UNIT.

4. The ASSOCIATION shall have two classes of voting membership as follows:

(a) Class A. Class A membership shall consist of all the members declared to be members, as hereinabove provided.

(b) Class B. Class B member shall consist of the Developer, its successors or assigns. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever first occurs:

1. January 1, 1990

2. Upon filing in the Public Records of Palm Beach County, Florida, of a resignation of the Class B member from membership. So long as there shall be a Class B member, said member shall have exclusive power to select the Directors, which Directors shall exercise all the powers of the Improvement Association, and which Directors shall not be required to be classified as Class A members.

ARTICLE V

DIRECTORS

1. The affairs of the ASSOCIATION will be managed by a Board of Directors consisting of nine (9) directors. At the transition meeting to be held in 1985 three (3) directors shall be elected for a three (3) year term; three (3) directors shall be elected for a two (2) year term; three (3) directors shall be elected for a one (1) year term. Thereafter, three (3) directors will be elected each subsequent year for a three year term.

2. Subsequent to the transition meeting, Directors of the ASSOCIATION shall be elected in the month of January of each year at a time and place to be determined by the Board of Directors. Ninety days prior to the election of Directors, the Board of Directors shall appoint a nominating committee comprised of seven (7) members, none of which shall be directors or candidates for the Board. The committee shall nominate one person for each director seat up for election. Additional nominations may be submitted to the nominating committee by petition of 10% of the unit owners at least 60 days prior to the date of the election.

3. Notwithstanding any other provisions contained in the By-Laws, so long as there shall be a Class B member, said member shall have exclusive power to select the Directors, which Directors shall exercise all the powers of the Improvement Association.

The Class B member shall have the right to terminate its control of the ASSOCIATION at any time. The Directors herein named shall serve until termination of the Class B membership, resignation of the Class B member, or replacement by the Class B member. Any vacancies remaining unfilled for a period of one month after notice to the Class B member shall be selected by the remaining 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:

<u>Names</u>	<u>Addresses</u>
Ralph E. Kirchoff	150 East Palmetto Park Road Boca Raton, Florida 33432
Freeman D. Storm	150 East Palmetto Park Road Boca Raton, Florida 33432
Joseph B. Gettis	150 East Palmetto Park Road Boca Raton, Florida 33432

Robert Siembieda

150 East Palmetto Park Road
Boca Raton, Florida 33432

Albin M. Kozikowski

150 East Palmetto Park Road
Boca Raton, Florida 33432

ARTICLE VI

OFFICERS

The affairs of the ASSOCIATION shall be administered by officers elected by the Board of Directors at its first meeting following the annual meeting of the members of the ASSOCIATION, which officers shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Names</u>	<u>Addresses</u>
Ralph E. Kirchoff, President	150 East Palmetto Park Road Boca Raton, Florida 33432
Freeman D. Storm, Vice President	150 East Palmetto Park Road Boca Raton, Florida 33432
Robert Siembieda, Secretary-Treasurer	150 East Palmetto Park Road Boca Raton, Florida 33432

ARTICLE VII

INDEMNIFICATION

Every Director and every Officer 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 proceedings 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 of the ASSOCIATION, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best

interest of the ASSOCIATION. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII

BY-LAWS

The first By-Laws of the ASSOCIATION shall be adopted by the Board of Directors. So long as there is a Class "B" member the Board of Directors shall have the authority to amend the By-Laws. When there is no longer a Class B member, the By-Laws shall be amended in a manner provided by the By-Laws.

ARTICLE IX

AMENDMENTS

Amendments to the articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the ASSOCIATION. Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided,

(a) Such approvals must be not less than seventy-five percent (75%) of the entire membership of the Board of Directors and by not less than sixty percent (60%) of the votes of the entire membership of the ASSOCIATION: or

(b) By not less than eighty percent (80%) of the votes of the entire membership of the ASSOCIATION.

3. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, without the approval in writing by all members.

4. Nothing in this Article shall supersede the authority contained in Paragraph 3, Article V.

5. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Palm Beach County, Florida.

ARTICLE X

TERM

The existence of the corporation shall be perpetual unless it is dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of each class of members and approved by all governmental agencies having jurisdiction that adequate provision has been made for the continued maintenance or satisfactory disposition of the assets of the ASSOCIATION. Upon dissolution of the ASSOCIATION, other than incident to a merger or consolidation, the assets of the ASSOCIATION shall be dedicated, granted, conveyed or assigned to an appropriate public agency to be used for purposes similar to those for which this ASSOCIATION was created or to a non-profit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE XI

SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Names</u>	<u>Addresses</u>
Ralph E. Kirchoff	150 East Palmetto Park Road Boca Raton, Florida 33432
Freeman D. Storm	150 East Palmetto Park Road Boca Raton, Florida 33432
Joseph B. Gettis	150 East Palmetto Park Road Boca Raton, Florida 33432
Robert Siembieda	150 East Palmetto Park Road Boca Raton, Florida 33432
Albin M. Kozikowski	150 East Palmetto Park Road Boca Raton, Florida 33432

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on October 29, 2012, to Articles of Incorporation for BOCA DEL MAR IMPROVEMENT ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 726637.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
First day of November, 2012



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

EXHIBIT " B "

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
BOCA DEL MAR IMPROVEMENT ASSOCIATION, INC.**

FIRST: The name of the corporation is: **BOCA DEL MAR IMPROVEMENT ASSOCIATION, INC.**

SECOND: The corporation adopted amendments to its Articles of Incorporation, specifically to Article V entitled "Directors," Section "2" (the language added is underlined; the language deleted is struck-out):

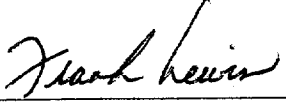
~~Subsequent to the transition meeting, Directors of the ASSOCIATION shall be elected as provided in the ASSOCIATION's By-Laws in the month of January of each year at a time and place to be determined by the Board of Directors. Ninety days prior to the election of directors, the Board of Directors shall appoint a nominating committee comprised of seven (7) members, none of whom shall be directors or candidates for the Board. The committee shall nominate one person for each director seat up for election. Additional nominations may be submitted to the nominating committee by petition of 10% of the unit owners at least 60 days prior to the date of the election.~~

FILED
12 OCT 29 PM 3:00
NOTARY PUBLIC
STATE OF FLORIDA

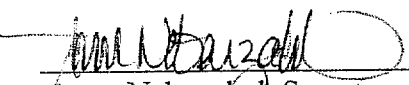
THIRD: The date of the adoption of the amendment by the corporation's board of directors was August 8, 2012.

FOURTH: The date of the adoption of the amendment by the corporation's members was October 8, 2012, and the number of votes cast for the amendment was sufficient for approval.

Dated: 16 day of October, 2012.



Frank Lewis, President

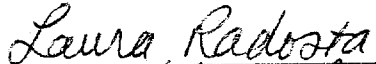


Anne Nebenzhal, Secretary

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 16 day of October, 2012 by Frank Lewis and Anne Nebenzhal who are personally known to me or who has produced personally known identification and who did take an oath that the matters contained therein were true and correct.





Printed Name: LAURA RADOSTA
Notary Public, State of Florida
Serial Number:
My Commission Expires: