

EXHIBIT "D" TO
DECLARATION OF CONDOMINIUM
ISLES OF BOCA CONDOMINIUM, SECTION I

ARTICLES OF INCORPORATION OF ISLES OF BOCA
CONDOMINIUM ASSOCIATION, INC.

NOT A CERTIFIED COPY

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State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of

ISLES OF BOCA CONDOMINIUM ASSOCIATION, INC.

a corporation organized under the Laws of the State of Florida, filed on May 28, 1986.

The document number of this corporation is N15135. non-profit

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

28th May, 1986.

George Firestone
Secretary of State



CR2E022 (10-85)

CR2E040 (4-84)

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ARTICLES OF INCORPORATION FOR
ISLES OF BOCA CONDOMINIUM ASSOCIATION, INC.

FILED
1986 MAY 28 PM 1:57
SECRETARY OF STATE
MIAMI, FLORIDA

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to the provisions of Chapter 617 and 718, Florida Statutes, 1983, as amended, and do certify as follows:

I

NAME

The name of this corporation shall be ISLES OF BOCA CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be herein referred to as the "Association".

II

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Section 718.111, Florida Statutes, 1983, as amended, for the operation of Isles of Boca Condominium, Section I, and any other condominium where the declaration thereof designates the Association as the entity responsible for its operation (collectively the "Condominium"); and for such other purposes as are set forth in the declaration of condominium for any condominium the Association is responsible for operating.

III

POWERS

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

1. The Association shall have all of the common law and statutory powers and duties set forth in Chapter 718, Florida Statutes, 1983, as amended (the "Condominium Act") and all of the powers and duties reasonably necessary to operate the Condominium pursuant to its Declaration of Condominium as it may be amended from time to time.

2. The Association shall also 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 and/or the Condominium Act.

IV

MEMBERS

The qualification of members, the manner of their admission to membership, the termination of such membership and voting by members shall be as follows:

1. The record owners of all condominium units in the Condominium shall be members of the Association and no other persons or entities shall be entitled to membership except for the subscribers hereto.

2. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a condominium unit in the Condominium, whether by conveyance, devise, judicial decree or otherwise, subject to the provisions of the Declaration of

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Condominium for the Condominium, and by the recordation amongst the Public Records of Palm Beach County, Florida, of the deed or other instruments establishing the acquisition and designating the unit affected thereby and by the delivery to the Association of a true copy of such deed or other instrument. The new owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior owner as to the unit designated shall be terminated.

3. The share of a member in the funds and assets of the Association, in its common elements and its common surplus, and the membership in this Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the unit in this Condominium.

4. On all matters upon which the membership shall be entitled to vote, there shall be one (1) vote for each condominium unit, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Association. Any person or entity owning more than one (1) unit shall be entitled to one (1) vote for each unit he owns.

5. The By-Laws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

6. In the event there is more than one (1) condominium governed by this Association, the membership in the Association shall be divided into classes pursuant to and as provided for under the By-Laws.

V

TERM

The term for which this Association is to exist shall be perpetual.

VI

SUBSCRIBERS

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

<u>Name</u>	<u>Address</u>
Burton Silver	1100 West McNab Road Ft. Lauderdale, Florida 33309
Clifford A. Hope	1100 West McNab Road Ft. Lauderdale, Florida 33309
Richard M. Hawkshead	1100 West McNab Road Ft. Lauderdale, Florida 33309

VII

OFFICERS

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President,

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Secretary and Treasurer and, if any, the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board of Directors.

The Board of Directors shall annually elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall, from time to time, determine. The President shall be elected annually from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

The names and addresses of the officers who are to serve until their successors are elected by the Board of Directors, or until their earlier resignation, removal from office or death, are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Burton Silver	1100 West McNab Road Ft. Lauderdale, FL 33432
Vice Pres./ Treasurer	Richard M. Hawkshead	1100 West McNab Road Ft. Lauderdale, FL 33432
Secretary	Clifford A. Hope	1100 West McNab Road Ft. Lauderdale, FL 33432

VIII

BOARD OF DIRECTORS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Association shall be managed under the direction of the Board of Directors (the "Board") of this corporation. The Board shall consist of the number of directors determined by the By-Laws, but not less than three (3) directors, and in the absence of such determination shall consist of three (3) directors. The members of the first Board of Directors need not be members of the Association.

Directors of the Association shall be elected in accordance with and in the manner set forth in the By-Laws.

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 their earlier resignation, removal from office or death, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Burton Silver	1100 West McNab Road Ft. Lauderdale, FL 33309
Richard M. Hawkshead	1100 West McNab Road Ft. Lauderdale, FL 33309
Clifford A. Hope	1100 West McNab Road Ft. Lauderdale, FL 33309

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IX

BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided for in Article X hereof.

X

AMENDMENTS

Amendments to these Articles of Incorporation and the By-Laws of the Association shall be proposed and adopted in the following manner:

A. No provision shall be revised or amended by reference to its title or number only. Notice of any meeting to consider proposals to amend existing provisions shall contain the full text of the provision to be amended; new words shall be inserted in the text underlined; 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 (title of document)
See provision ___ of (title of document) for present text."

B. A resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors of the Association or by not less than one-third (1/3) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Such approvals must be either by:

(1) Not less than sixty-six and two-thirds percent (66-2/3%) of the entire membership of the Board of Directors and by not less than fifty-one percent (51%) of the votes of the entire membership of the Association, or

(2) Not less than seventy-five percent (75%) of the votes of the entire membership of the Association, or

(3) In the alternative, an amendment may be made by an agreement signed and acknowledged by all unit owners in the manner required for the execution of a deed.

Proviso: Provided however:

(4) That no amendment shall be made or be valid which shall in any manner impair the security of any Institutional Mortgagee having a mortgage or other lien against any condominium unit.

(5) That no amendment shall be made or be valid so long as the Developer is the owner of any unit within the Condominium unless the approval of the Developer is expressly noted thereon in writing.

(6) That no amendment shall be made or be valid which would in any way affect the liability or duties of the Association or Developer under the Declaration of Protective Covenants and Restrictions for Isles of Boca unless the approval of Developer is expressly noted thereon in writing.

(7) Notwithstanding anything to the contrary contained herein or in the Declaration, and provided the property rights of unit owners are not materially adversely affected, a defect, omission, error or inconsistency in the Articles of Incorporation, By-Laws, or such other documentation required by law to establish the condominium form of ownership may be corrected by an amendment to the Articles of Incorporation or such other documentation as may be required by law, by the approval and execution of such amendment by the Association. The approval and adoption of such an amendment for the curing of defects, errors, omissions or inconsistency as aforesaid may be made by a vote of sixty-six and two-thirds percent (66-2/3%) of the entire membership of the Board of Directors of the Association in lieu of, but not in limitation of the use of, the aforesaid methods of amendment in this Article.

C. A copy of each amendment shall be certified by the President or Vice-President and Secretary or Assistant Secretary or Treasurer of the Association as having been duly adopted, filed with the Secretary of State, State of Florida, pursuant to the provisions of applicable Florida Statutes, and a copy, certified by the said Secretary of State, shall be recorded in the Public Records of Palm Beach County, Florida, and shall be effective when recorded in the Public Records of Palm Beach County, Florida.

XI

INDEMNIFICATION

A. The Association shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him, in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem then proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

B. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Any indemnification under Paragraph A above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraph A above. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by a majority of the members.

D. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

E. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

F. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

XII

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is:

999 Brickell Avenue
Miami, Florida 33131

The name of the corporation's initial registered agent at such initial registered office is:

Glenn M. Lee

XIII

CONSTRUCTION

All words as used herein shall have the same definitions as attributed to them in the Declaration of Condominium for Isles of Boca Condominium, Section I.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 24 day of March, 1986.

[Signature]
Burton B. Silver

[Signature]
Richard M. Hawkshead

[Signature]
Clifford A. Hope

XIV

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of the above-named corporation.

[Signature]
Glenn M. Lee

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 24 day of March, 1986, by BURTON SILVER, as a subscriber to these Articles of Incorporation.

[Signature]
Notary Public, State of Florida at large

My Commission Expires: [Stamp: NOTARY PUBLIC STATE OF FLORIDA MY COMMISSION EXP. JAN. 8, 1990 RENEWED THRU GENERAL IRS. UND.]

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 24 day of March, 1986, by Richard M. Hawkshead, as a subscriber to these Articles of Incorporation.

[Signature]
Notary Public, State of Florida at large

My Commission Expires: [Stamp: NOTARY PUBLIC STATE OF FLORIDA MY COMMISSION EXP. JAN. 8, 1990 RENEWED THRU GENERAL IRS. UND.]

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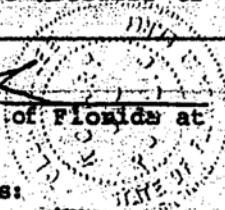
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STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 24 day of March, 1986, by CLIFFORD A. HOPE, as a subscriber to these Articles of Incorporation.

[Signature]
Notary Public, State of Florida at large

My Commission Expires:



NOTARY PUBLIC STATE OF FLORIDA
COMMISSION EXPIRES JUN. 19, 1986
BONDED THROUGH GENERAL INS. UND.

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 24 day of March, 1986, by Glenn M. Lee as Registered Agent.

[Signature]
Notary Public, State of Florida at large

My Commission Expires:



NOTARY PUBLIC STATE OF FLORIDA
COMMISSION EXPIRES JUNE 19, 1986
BONDED THROUGH GENERAL INS. UND.

NOT A CERTIFIED COPY

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