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Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, as amended to date, for ISLES OF BOCA 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 N15133.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-fourth day of September, 2008



CR2EO22 (01-07)

Kurt S. Browning
Kurt S. Browning
Secretary of State

AMENDED AND RESTATED
BY-LAWS
OF
ISLES OF BOCA ASSOCIATION, INC.

Section 1. Identification of Corporation

These are the By-Laws of Isles of Boca Association, Inc. (hereinafter referred to as the "Association") as duly adopted by its Board of Governors (the "Board"). The Association is a corporation not-for-profit, organized pursuant to Chapter 617 and 718, Florida Statutes.

1.1 The office of the Corporation shall, for the present, be at 6001 S.W. 18th Street, Boca Raton, Florida 33433 and thereafter may be located at any place designated by the Board.

1.2 The fiscal year of the Association shall be the calendar year.

1.3 The seal of the corporation shall bear the complete name of the corporation; the word "Florida"; the words "Corporation Not-for-Profit".

Section 2. Explanation of Terminology

The terms defined in the Articles of Incorporation of the Association (the "Articles") as well as in the "Declarations" (as defined in the Articles) are incorporated herein by reference.

Section 3. Membership; Members Meetings; Voting and Proxies

3.1 The qualification of Members, the manner of their admission to membership in the Association and the termination of such membership and the voting by Members shall be as set forth in the Articles.

3.2 The Members shall meet annually (the "Annual Members' Meeting"). The Annual Members' Meeting shall be held at a date, time and location as determined by the Board from time to time. The purpose of the Annual Members' Meeting shall be to hear reports of the officers, elect members of the board (when that shall be appropriate as determined by the provisions of the Articles) and transact any other business authorized to be transacted at such Annual Members' Meeting.

3.3 Special Meetings of the Members (meetings other than the Annual Members' Meeting) shall be held at any place within the County whenever called by a majority of the Board. A special meeting must be called upon receipt of a written request from

Members having the right to vote at least one-third (1/3) of the total number of votes entitled to be cast by Members.

3.4 The initial notice of the Annual Meeting shall be given by the President, Vice President or Secretary of the Association, or other Officer of the Association in absence of said Officers, or the Managing Agent, to all unit owners at least sixty (60) days in advance of the date set for such meeting. All other notice requirements for the Annual Meeting shall be as set forth in Section 718.112(2)(d), Florida Statutes, as same may be amended from time to time. A written notice of all Members' meetings, whether regular or special meetings, other than the Annual Meeting, (collectively "Meeting"), shall be given to each Member at his last known address as it appears on the books of the Association and shall be mailed to the said address, or electronically mailed, if a unit owner has consented to receiving notices by electronic mail, not less than fourteen (14) days nor more than forty-five (45) days prior to the date of the Meeting. Proof of such mailing shall be given by the affidavit of the person placing the notice in the mail. Any notice given hereunder shall state the time and place of the Meeting and the purposes for which the Meeting is called. All notices shall be signed by an officer of the Association, or an authorized agent of the Association, or reflect a facsimile of such a signature. Notwithstanding any provisions hereof to the contrary, notice of any Meeting may be waived before, during or after such Meeting by a Member or by the person entitled to vote for such Member by signing a document setting forth the waiver of such notice.

3.5 The Members may, at the discretion of the Board, act by written response in lieu of a Meeting provided written notice of the matter or matters to be agreed upon is given to the Members or duly waived in accordance with the provisions of these By-Laws. Unless some greater number is required under the Isles of Boca Documents and except as to the election of Governors which shall be accomplished by plurality vote, the decision of a majority of the votes cast by Members as to the matter or matters to be agreed or voted upon shall be binding on the Members provided a quorum is either present at such Meeting or submits a response if action is taken by written response in lieu of a Meeting, as the case may be. The notice with respect to actions to be taken by written response in lieu of a Meeting shall set forth the time period during which the written responses must be received by the Association.

3.6 (a) Except as otherwise provided herein or by law, a quorum at Members' meetings shall consist of Members entitled to cast 30% of the total number of votes of the Members.

(b) Any Members may join in the action of any Meeting by signing and concurring in the minutes thereof and such a signing shall constitute the presence of such Member for the purpose of determining a quorum. When a quorum is present at any Meeting and a question which raises the jurisdiction of such Meeting is presented, the holders of a majority of the voting rights present in person or represented by written proxy shall be required

to decide the question. However, if the question is one upon which a vote other than the majority vote of a quorum is required by express provision of the Isles of Boca Documents, then such express provision shall govern and control the required vote on the decision of such question.

3.7 At any Annual Members' Meeting when elections of Governors are to occur, written ballots are to be supplied to Members for such purposes. Furthermore, at any Annual Members' Meeting at which Governors are to be elected, the Board shall appoint an Election Committee consisting of at least three (3) volunteers of Association to supervise the election, count and verify ballots, disqualify votes if such disqualification is justified under the circumstances and to certify the results of the election to the Board. A nominating committee of three (3) members may be appointed by the Board of Governors prior to the Annual Members' Meeting. The committee shall nominate one (1) person for each Governor seat which is open and encourage those individuals to submit their Notices of Intent to Run for the Board at least forty (40) days prior to the date of the Annual Members' Meeting.

3.8 If a quorum is not in attendance at a Meeting, the Members who are present, either in person or by proxy, may, but are not required to, adjourn the Meeting, from time to time, until a quorum is present with no further notice of such adjourned Meeting being required unless otherwise determined by the Board.

3.9 Minutes of all Meetings shall be kept in a business-like manner and be available for inspection by the Members and Governors as required by Florida Statutes, as they may be amended from time to time.

3.10 Voting rights of Members shall be as stated in the Articles with respect to the election of all Boards. Votes may be cast in person or by proxy. "Proxy" is defined to mean an instrument containing the appointment of a person who is substituted in the place and instead of the persons or entity entitled to vote. Proxies shall be in writing signed by the person or entity giving the same and shall be valid only for the particular Meeting designated therein and, if so stated in the Proxy, any adjournments thereof. A Proxy must be filed with the Secretary of the Association before the Meeting which the Proxy is for is called to order, in order to be effective. Any Proxy may be revoked prior to the time a vote is cast according to such Proxy.

3.11 The voting on any matter at a Meeting shall be by secret ballot upon request of the holders of ten (10%) percent of the votes represented at such Meeting and entitled to be cast on such matter if such request is made prior to the vote in question. The presiding officer (the "Chairman") of the Meeting shall call for nominations for Inspectors of Election to collect and tally written ballots upon the completion of balloting upon that matter.

3.12 Waiver and Joinder: Whenever the vote of members is required or permitted by any provision of the statutes or the Articles of Incorporation or of these By-Laws to be taken at a meeting in connection with any action of the corporation, the meeting and vote of the members may be dispensed with if all the members who would have been entitled to vote upon the action at such meeting if such meeting were held shall consent in writing to such action being taken.

Section 4. Board of Governors; Governors' Meetings

4.1 The business and administration of the Association shall be by a Board of Governors composed of seven (7) persons elected from among the entire Membership. Commencing with the initial Annual Election in 2008, the candidates with the four (4) highest number of votes shall receive two (2) year terms, and the candidates with the next three (3) highest number of votes shall receive one (1) year terms. Thereafter, every odd year, commencing in 2009, three (3) Governors shall be elected for two (2) year terms, and every even year commencing in 2010, four (4) Governors shall be elected for two (2) year terms.

4.2 The election of Governors shall be conducted pursuant to Chapter 718 of Florida Statutes as, it may be amended from time to time.

4.3 (a) Any person elected or designated as a Governor shall have all the rights, privileges, duties and obligations of a Governor of the Association.

(b) Each Governor shall be elected to serve for the term as stated in Article 4.1 herein until his/her successor shall be duly elected and have qualified, or until his/her earlier resignation, removal from office, or death. Any person appointed to replace a Governor who is removed or resigns from the Board shall serve for the remainder of the term of the Governor being replaced.

4.4 The organizational meeting of a newly elected Board shall be held within ten (10) days of their election at such place and time as shall be fixed by the Governors at the meeting at which they were elected. No further notice of the organizational meeting shall be necessary.

4.5 Regular meetings of the Board may be held at such times and places as shall be determined from time to time by a majority of Governors. Special meetings of the Board may be called at the discretion of the President or the Vice President. Special meetings must be called by the Secretary at the written request of at least one-third (1/3) of the Governors. Such special meeting may be held at such time and place as determined by the Governors requesting such meeting.

4.6. Notice of the time and place of regular and special meetings of the Board, or adjournments thereof, shall be given to each Governor personally or by mail, telephone or electronic mail, if the Governor has consented to receiving notices by electronic mail, at least three (3) days prior to the day named for such meeting unless such notice is waived before, during or after such meeting. Any Governor may waive notice of the meeting in writing before, during or after a meeting and such waiver shall be deemed equivalent to the receipt of notice by such Governor.

4.7 A quorum of the Board shall consist of the Governors entitled to cast a majority of the votes of the entire Board. A Governor may join in the action of a meeting of the Board by signing the minutes thereof, and such signing shall constitute the presence of such Governor for the purpose of determining a quorum. Matters approved by a majority of the Governors present at a meeting at which a quorum is present shall constitute the official acts of the Board, except as may be otherwise specifically provided by law, by the Articles or elsewhere herein. If at any meetings of the Board there shall be less than a quorum present, the majority of those present may adjourn the meeting, from time to time, until a quorum is present. At any meeting that takes place on account of a previously adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted. In the case of the adjournment of a meeting, no further notice of the adjourned meeting need be given unless otherwise determined by the Board.

4.8 The presiding officer at all Board meetings shall be the President. In the absence of the President, the Governors shall designate any one of their number to preside.

4.9 Governors' fees, if any, shall be determined by a majority of the Members.

4.10 Minutes of all meetings of the Board shall be kept in a businesslike manner and be available for inspection by Members and Governors as required by Florida Statutes, as they may be amended from time to time.

4.11 The Board shall have the power to appoint such Executive Committees of the Board consisting of not less than three (3) Governors as the Board shall determine to be necessary or advisable. An Executive Committee shall have and exercise such powers of the Board as may be delegated to such Executive Committee by the Board.

4.12 Meetings of the Board may be open to all Members on such terms as provided by statute.

4.13 Any action required or permitted to be taken at a meeting of the Governors may be taken without a meeting if a consent in writing, specifically setting forth the action to be taken, shall be signed by all the Governors entitled to vote with respect to the

subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of Governors.

4.14 Notwithstanding anything to the contrary herein, any person acting in the capacity of the Property Manager of the Association may not serve on the Board while managing the property.

Section 5. Powers and Duties of the Board of Governors

All of the powers and duties of the Association shall be exercised by the Board. Such powers and duties of the Board shall include, but not be limited to, all powers and duties set forth in the Isles of Boca Documents, as well as all of the powers and duties of a director or governor of a corporation not-for-profit.

Section 6. Officers of the Association

6.1 Executive officers of the Association shall be the President, the Vice President, a Treasurer and a Secretary, all of whom shall be Governors and shall be elected annually by the Board. Any officer may be removed without cause from their officer position by vote of the Governors at any meeting of the Board. The Board may, from time to time, elect such other officers and assistant officers and designate their powers and duties as the Board shall find to be required to manage the affairs of the Association. One person may hold any two (2) offices simultaneously except where the functions of such offices are incompatible, but no person shall hold the office of President and any of the following offices simultaneously: Vice President, Secretary or Assistant Secretary.

6.2 The President shall be the chief executive officer of the Association and shall have all of the powers and duties which are usually vested in the office of the President of an association or a corporation not-for-profit, including, but not limited to, the power to appoint such committee(s) at such times from among the Members as he may in his discretion determine appropriate to assist in the conduct of the affairs of the Association. If in attendance, the President shall preside at all meetings of the Board.

6.3 In the absence or disability of the President, a Vice President shall exercise the powers and perform the duties of the President. The Vice President(s) shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board. In the event there shall be more than one Vice President elected by the Board, then they shall be designated "First", "Second", and so forth and shall exercise the powers and perform the duties of the Presidency in such order.

6.4 The Secretary shall keep the minutes of all meetings of the Board and the Members, which minutes shall be kept in a businesslike manner and be available for inspection by Members, Governors and Institutional Mortgagees as required by Florida Statutes, as they may be amended from time to time . The Secretary or Managing Agent shall have custody of the seal of the Association and affix the same to instruments requiring such seal when duly authorized and directed to do so. The Secretary or Managing Agent shall be custodian for the corporate records of the Association, except those of the Treasurer, which records shall be available for inspection by Members, Governors and Institutional Mortgagees as required by Florida Statutes, as they may be amended from time to time, and shall perform all of the duties incident to the office of Secretary of the Association as may be required by the Board or the President. The Assistant Secretary, if any, shall perform the duties of the Secretary when the Secretary is absent and shall assist the Secretary under the supervision of the Secretary.

6.5 The Treasurer or Managing Agent shall have custody of all the monies of the Association, including funds, securities and evidences of indebtedness. He shall keep the assessment rolls and accounts of the Members and shall keep the books of the Association in accordance with good accounting practices and he shall perform all of the duties incident to the office of the Treasurer. The Assistant Treasurer, if any, shall perform the duties of the Treasurer when the Treasurer is absent and shall assist the Treasurer under the supervision thereof.

6.6 The compensation, if any, of the officers and other employees of the Association shall be fixed by a majority of the Membership. The compensation of all other employees of the Association shall be fixed by the Board. However, the Board shall be precluded from hiring a Governor, or any business or other entity from which the Governor may receive compensation, as an employee or a subcontractor of the Association.

Section 7. Accounting Records; Fiscal Management

7.1 The Association shall use the cash basis method of accounting and shall maintain accounting records in accordance with good accounting practices, which shall be open to inspection by Members and Institutional Mortgagees or their respective authorized representatives as required by Florida Statutes, as they may be amended from time to time. Such authorization as a representative of a Member must be in writing and signed by the person giving the authorization and dated within sixty (60) days of the date of the inspection. Written summaries of the accounting records shall be available at least annually to the Members. Such records shall include, but not be limited to, (a) a record of all receipts and expenditures; and (b) an account for each Contributing Unit which shall designate the name and address of the Contributing Unit Owner thereof, the amount of Individual Unit Assessments and all other Assessments, if any, charged to the Contributing Unit, the amounts and due dates for payment of same, the amounts paid upon the account and the balance due.

7.2 The Board shall adopt a separate Budgets (as provided for in the Declarations) of the anticipated Operating Expenses of the Association and each constituent Condominium for each forthcoming fiscal year at a meeting of the Board called for that purpose to be held at such time as the Board determines from time to time. Prior to the Board Budget Meeting at which the budget is considered, proposed Budgets for the Operating Expenses shall be prepared by or on behalf of the Board and delivered to all owners, along with the Notice of the Budget Meeting, as required by Florida Statutes, as they may be amended from time to time. After adoption of the Budgets, a copy thereof shall be furnished to each Member and each Contributing Unit Owner shall be given notice of the Individual Unit Assessment applicable to his Contributing Unit(s). The copy of the Budget shall be deemed furnished and the notice of the Individual Unit Assessment shall be deemed given upon its delivery or upon its being mailed to the Member or Contributing Unit Owner shown on the records of the Association at his last known address as shown on the records of the Association.

7.3 In administering the finances of the Association, the following procedures shall govern: (1) the fiscal year shall be the calendar year; (ii) any monies received by the Association may be used by the Association to pay expenses incurred; (iii) there shall be apportioned between calendar years on a prorata basis any expenses which are prepaid in any one calendar year for Operating Expenses which cover more than such calendar year; (iv) Assessments shall be made monthly or quarterly in amounts no less than are required to provide funds in advance for payment of all of the anticipated current Operating Expenses and for all unpaid Operating Expenses previously incurred; and (v) items of Operating Expenses incurred in a calendar year shall be charged against income for the same calendar year regardless of when the bill for such expenses is received. Notwithstanding the foregoing, the Assessments for Operating Expenses and any periodic installments thereof shall be of sufficient magnitude to insure an adequacy and availability of cash to meet all budgeted expenses in any calendar year as such expenses are incurred in accordance with the cash basis method of accounting.

7.4 The Individual Unit Assessment shall be payable as provided for in the Declarations.

7.5 No Board shall be required to anticipate revenue from Assessments or expend funds to pay for Operating Expenses not budgeted or which shall exceed budgeted items, and no Board is required to engage in deficit spending. Should there exist any deficiency which results from there being greater Operating Expenses than monies from Assessments, then such deficit shall be carried into the next succeeding year's Budget as a deficiency or shall be the subject of an adjustment to the applicable Assessment (e.g. Individual Unit Assessment or Special Assessment).

7.6 The depository of the Association shall be such bank(s) or financial institution(s) as shall be designated from time to time by the Board in which the monies of the Association shall be deposited. Withdrawal of monies from such account shall be only by checks signed by such persons as are authorized by the Board.

7.7 A report of the accounts of the Association shall be made annually by an auditor, accountant or Certified Public Accountant and a copy of the report shall be made available to each Member, Owner and Institutional Mortgagee no later than the last day of April of the year following the year for which the report is made. The report shall be deemed to be furnished to the Member, Owner or Institutional Mortgagee upon its delivery or mailing to the Member, Owner or Institutional Mortgagee shown on the records of the Association at his last known address shown on the records of the Association.

Section 8. Rules and Regulations

The Board may at any meeting of the Board adopt rules and regulations or amend, modify or rescind then existing rules and regulations for the operation and use of any of the Association Property, as well as the operation and use of the Recreation Areas, the units and Condominium property of the Condominiums; provided, however, that such rules and regulations are not inconsistent with the terms or provisions of the Isles of Boca Documents. Copies of any rules and regulations promulgated, amended or rescinded shall be mailed or delivered to all Members and Owners shown on the records of the Association at the time of such delivery or mailing at the last known address for such Member and Owners as shown on the records of the Association. Notwithstanding the foregoing, where rules and regulations are to regulate the use of specific portions of the Association Property or Recreation Areas or Condominium property such as, but not limited to, the swimming pool (the recitation of such facilities being only illustrative and not a representation that such facilities shall exist), same shall be conspicuously posted at such facility and such rules and regulations shall be effective immediately upon such posting. Care shall be taken to insure that posted rules and regulations are conspicuously displayed and easily readable and that posted signs or announcements are designed with a view towards protection from weather and the elements. Posted rules and regulations which are torn down or lost shall be promptly replaced.

Section 9. Parliamentary Rules

The then latest edition of Robert's Rules of Order shall govern the conduct of meetings of all Members of the Association and the Board: provided, however, if such rules of order are in conflict with any of the Isles of Boca Documents, Robert's Rules of Order shall yield to the provisions of such instrument.

Section 10. Amendment of the By-Laws

10.1 These By-Laws may be amended as hereinafter set forth in this Section

10.2 Any By-Law of the Association may be amended or repealed, and any new By-Law of the Association may be adopted by either:

(i) majority vote of the Members at any Annual Members' Meeting or any special meeting of the Members called for that purpose or by majority action of the Members who have acted by written response in lieu of a Meeting as permitted by these By-Laws; and

(ii) by the affirmative vote of a majority of the Governors then in office at any regular Meeting of the Board or at any special meeting of the Board called for that purpose or by written instrument signed by all of the Governors as is permitted by these By-Laws, provided that the Governors shall not have any authority to adopt or amend or repeal any By-Law if such new By-Law or such amendment or the repeal of the By-Law would be inconsistent with any By-Law previously adopted by the Members.

10.3 Notwithstanding any provision of this Section 10 to the contrary, these By-Laws shall not be amended in any manner which shall amend, modify or affect any provision, terms, conditions, rights or obligations set forth in any other of the Isles of Boca Documents, as the same may be amended from time to time, in accordance with the provisions thereof, including, without limitation, any rights of an Institutional Mortgagee (as defined in the Declaration) without the prior written consent thereto by the Institutional Mortgagee.

10.4 Any instrument amending, modifying, repealing or adding By-Laws shall identify the particular Section or Sections affected and give the exact language of such modification, amendment or addition or of the provisions repealed. A copy of each such amendment, modification, repeal or addition, certified to by the Secretary or Assistant Secretary of the Association Inc. shall be recorded amongst the Public records of the County.

This is not a certified copy

The foregoing By-Laws of Isles of Boca Association, Inc. are hereby adopted by all of the Governors of Isles of Boca Association, Inc. as and constituting the Board of Governors of said Association this _____ day of _____, 2008.

