

ARTICLES OF INCORPORATION
OF
ESPLANADA AT BOCA POINTE HOMEOWNERS' ASSOCIATION, INC.

The undersigned subscribers, desiring to form a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

SECRETARY OF STATE

FILED
NOV 2 1964

ARTICLE I
NAME

The name of the corporation shall be ESPLANADA AT BOCA POINTE HOMEOWNERS' ASSOCIATION, INC. For convenience, the corporation is hereinafter referred to as the "Association".

ARTICLE II
DEFINITIONS

Each term used herein which is defined in the Declaration of Covenants and Restrictions for ESPLANADA at Boca Pointe recorded or to be recorded among the Public Records of Palm Beach County, Florida (the "Declaration") shall have the same meaning or definition when used herein as the meaning or definition ascribed thereto in the Declaration.

ARTICLE III
PURPOSES AND POWERS

The objects and purposes of the Association are to own, maintain and administer the common areas and to maintain exterior surfaces of residences, walls and fences as well as the lots within that certain residential community known as ESPLANADA located within the real property known as Boca Pointe situate in Palm Beach County, Florida, pursuant to and in accordance with the Declaration; to administer and enforce the covenants and restrictions created by the Declaration, as same may be amended from time to time; to assess, levy, collect and disburse the assessments and charges, both general and special, provided for in the Declaration; to promote the recreation, health, safety and welfare of the residents of the said community; and to perform and exercise all of the rights and duties of the Association under the Declaration.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

The Association shall have the power:

A. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association except those which require specific approval of the Board of Directors or Members.

B. 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 and the Declaration. The Association shall also have all of the powers necessary to implement the purposes of the Association.

ARTICLE IV
MEMBERS

Section 1. Membership.

A. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member.

B. Change in membership will be established by recording the Public Records of Palm Beach County, Florida, a deed or other instrument establishing record fee title to such real property and by delivering to the Association a certified copy of such instrument. In the event that a certified copy of said instrument is not delivered to the Association, said owner shall become a Member, but shall not be entitled to the voting privileges established by this Declaration.

Section 2. Voting Rights. The Association shall have two classes of voting membership:

Class A

Class A Members shall be all those owners as defined in Section 1 with the exception of the Developer. Class A Members shall be entitled to one vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, but the vote for such Lot shall be exercised only by that one Member as shall be designated in a written instrument, executed by or on behalf of any record owner of such interest, filed with the Secretary of the Association. In no event shall more than one vote be cast with respect to any Lot. Any such written instrument designating one of several persons holding such interests in any one Lot as the person entitled to cast the vote for such Lot may be executed by any one record owner of such interest in such Lot without regard to whether the person executing such written designation is or is not the voting Member designated therein. In the event of the filing of conflicting written designations with respect to any Lot, neither written designation shall be effective. Under such circumstances, the filing with the Secretary of the Association of a written instrument, duly executed by or on behalf of all of the record owners of the entire fee interest in such Lot, designating one of them as the person entitled to cast the vote for such Lot shall be a necessary condition precedent to the right to cast such vote.

*See Amended section A
changed*

*See Amendment
deleted*

Class B

The Class B Member shall be the Developer. The Class B Member shall be entitled to one vote for each Lot in which it holds the interest required for membership in Section 1, provided however, that notwithstanding any provision to the contrary, the Developer shall have the right to elect a majority of the Board of Directors of the Association until such time as the Developer no longer holds the title to any Lot within The Properties or to any additional property which may have been brought under the provisions of the Declaration by recorded supplemental declaration.

The Association shall have the right to suspend any Member's right to vote (other than the right of the Developer) for any period during which any assessment levied by the Association against such Member's Lot shall remain unpaid for more than 30 days after the due date for the payment thereof.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for annual meetings of Members, and may make provision for regular and special meetings of Members in addition to the annual meetings. The presence at any meeting of Members, in person or by proxy, of Members entitled to cast thirty (30) percent of the votes shall constitute a quorum for the transaction of business.

ARTICLE V
CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI
DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine but not less than three (3) nor more than nine (9) persons. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including annual meetings.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and until qualified successors are duly elected and have taken office, shall be as follows:

- | | |
|------------------|---|
| Joel Teitelbaum | 7245 Boca Pointe Drive
Boca Raton, Florida 33433 |
| David Gostfrand | 7245 Boca Pointe Drive
Boca Raton, Florida 33433 |
| Richard E. Brown | 7245 Boca Pointe Drive
Boca Raton, Florida 33433 |
| Sally I. Radice | 7245 Boca Pointe Drive
Boca Raton, Florida 33433 |

See Amended Section 3 - Amended Amended

Section 3. Election of Members of Board of Directors. Except for the first Board of Directors, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be Members of the Association except that such requirement shall not apply to the first Board of Directors nor to directors appointed or designated by the Developer.

Section 4. Duration of Office. Persons elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term. The Developer shall have the unqualified right to designate a successor to fill the vacancy created if a director designated or appointed by the Developer shall resign or for any other reason cease to be a director.

**ARTICLE VII
OFFICERS**

Section 1. Officers. The Association shall have a President, a Vice President, a Secretary, and a Treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable consistent with the By-Laws of the Association.

Amended

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies, and for the duties of the officers. The President and all other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. The same person may hold two offices provided, however, that the offices of President and Vice-President shall not be held by the same person, nor shall the offices of President and Secretary be held by the same person.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first election of officers by the Board of Directors and until successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Joel Teitelbaum	7245 Boca Pointe Drive Boca Raton, Florida 33433
Vice President	David Costfrand	7245 Boca Pointe Drive Boca Raton, Florida 33433

Treasurer	Richard E. Brown	7245 Boca Pointe Drive Boca Raton, Florida 33433
Secretary	Billy I. Radice	7245 Boca Pointe Drive Boca Raton, Florida 33433

ARTICLE VIII
BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

ARTICLE IX
AMENDMENTS

Amended

Amendments to these Articles of Incorporation shall require the affirmative vote of a majority of the Board of Directors and the affirmative vote of the Members of the Association who have the right to vote two-thirds of all the votes of the entire membership; provided, however, that (a) no amendment shall make any change in the qualifications for membership nor the voting rights of the Members without the written approval or affirmative vote of all Members of the Association, (b) these Articles shall not be amended in any manner without the prior written consent of the Developer to such amendment for so long as the Developer is the Owner of any Lot, and (c) these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the Declaration. A copy of each amendment to these Articles shall be recorded among the Public Records of Palm Beach County, Florida.

ARTICLE X
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a director or officer of the Association, whether or not 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 duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such director or officer may be entitled under statute or common law.

**ARTICLE XI
TRANSACTIONS IN WHICH
DIRECTORS OR OFFICERS ARE INTERESTED**

Amended

No contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

**ARTICLE XII
SUBSCRIBERS**

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

<u>Name</u>	<u>Address</u>
Joel Teitelbaum	7245 Boca Pointe Drive Boca Raton, Florida 33433
David Costfrand	7245 Boca Pointe Drive Boca Raton, Florida 33433
Sally I. Radice	7245 Boca Pointe Drive Boca Raton, Florida 33432

**ARTICLE XIII
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS**

Amended

The principal office of the Association shall be 7245 Boca Pointe Drive, Boca Raton, Florida 33433, or at such other place, within or without the State of Florida, as may be subsequently designated by the Board of Directors. The initial registered office is at the above address and the initial registered agent therein is Joel Teitelbaum.

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands this 19 day of April, 1984.

[Signature]
Joel Teitelbaum

[Signature]
David Costfrand

[Signature]
Sally I. Radice

ACCEPTANCE OF RESIDENT AGENT

The undersigned accepts his appointment as the initial registered agent of Esplanada At Boca Pointe Homeowners' Association, Inc.

Joel Tettelbaum
Joel Tettelbaum

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 13 day of April, 1984 by Joel Tettelbaum, David Costford and Sally L. Radice.

Beatrice K. Cooper
Notary Public,
State of Florida at Large
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
BONDED THROUGH GENERAL INSURANCE CO. INC.
MY COMMISSION EXPIRES JULY 2 1986

SECRETARY OF STATE
MAY 9 1 21 PM '84

FILED

DILWORTH, PAXSON, KALISH
KAUFFMAN & TYLANDER
Suite 600
7000 W. Palmetto Park Road
Boca Raton, Florida 33433

CERTIFICATE OF THE AMENDMENT TO
BY-LAWS & ARTICLES OF INCORPORATION OF
ESPLANADA AT BOCA POINTE
HOMEOWNERS ASSOCIATION, INC.

WHEREAS, the By-Laws of Esplanada at Boca Pointe Homeowners Association, Inc. ("By-Laws") are attached as an exhibit to a Declaration of Covenants and Restrictions for Esplanada at Boca Pointe, which Declaration is recorded in Official Record Book 4340, at Page 334, of the Public Records of Palm Beach County; and

WHEREAS, Article IX of the By-Laws allows for the amendment of the By-Laws; and Article IX of the Articles of Incorporation allows for amendment of the Articles; and

WHEREAS, a special meeting of the members of Esplanada at Boca Pointe Homeowners Association was duly called and held on December 18, 1989 for the special purpose of voting on the proposed amendment to the By-Laws and Articles of Incorporation as set forth in Exhibit "A" attached hereto ("Special Meeting"); and

WHEREAS, at the Special Meeting, the members approved the amendments ("Amendments") to the By-Laws and Articles of Incorporation as attached hereto as Exhibit "A"; and

WHEREAS, the Amendments and this Certificate shall be filed and recorded in the Public Records of Palm Beach County, on the property described on Exhibit "B" attached hereto.

NOW, THEREFORE, the By-Laws and Articles of Incorporation are hereby amended as set forth on Exhibit "A" attached hereto, and said Amendment shall run with the land known as Esplanada at Boca Pointe, as more particularly described on Exhibit "B" attached hereto and made a part hereof, and shall be binding on all parties having any right, title or interest in the said real property or any part thereof, their heirs, successors and assigns, and shall inure to the benefit of each owner thereof.

CERTIFICATE OF ADOPTION OF AMENDMENT

WE HEREBY CERTIFY that the attached Amendment was duly adopted as an Amendment to the By-Laws and Articles of Incorporation of Esplanada at Boca Pointe Homeowners Association, Inc., and that the entire membership of the Board of Directors, and not less than Fifty-One Percent (51%) of the votes of the entire membership of the Association approved such amendment at a duly scheduled and held meeting, at which quorums were present.

IN WITNESS WHEREOF, the president and secretary have caused the execution of the Certificate of Amendment this 16 day of January, 1990.

Witness:

Ed L. Goldman

Witness:

Ed L. Goldman

Esplanada at Boca Pointe
Homeowners Association, Inc.

By:

Irving Levine
Irving Levine, President


By:

Jesse Goldman
Jesse Goldman
Secretary

THIS INSTRUMENT PREPARED BY:
STEVEN L. DANIELS, ESQUIRE
DILWORTH, PAXSON, KALISH, KAUFFMAN &
TYLANDER
Suite 600
7000 W. Palmetto Park Road
Boca Raton, Florida 33433

State of Florida
County of Palm Beach

Before me, the undersigned authority, personally appeared this 16th day of January, 1990 Irving Levine and Jesse Goldman who, identifying themselves as the President and Secretary of Esplanada at Boca Pointe Homeowners Association, Inc., did aver under oath that they executed the foregoing Certificate of The Amendment To By-Laws and Articles of Incorporation Of Esplanada At Boca Pointe Homeowners Association, Inc. as a true act of the Corporation.


NOTARY PUBLIC
My Commission expires: _____

NOTARY PUBLIC STATE OF FLORIDA
COMMISSION EXPIRES 17.12.93
BOHLEN TRAK 2222 412.621

/usr2/geraldk/sld/esplan


Name

Address

OFB 6387 Pg 54

Property Appraisers Parcel Identification (Folio) Number(s):

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Amendment, filed on February 28, 1990, to Articles of Incorporation for ESPLANADA AT BOCA POINTE HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N02989.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
2nd day of March, 1990.



Jim Smith
Secretary of State