STATE OF FLORIDA

DEPARTMENT OF STATE

I certify that the following is a true and correct copy of

CERTIFICATE OF INCORPORATION

OF

THE BOCA LAGO PROPERTY OWNERS ASSOCIATION, INC.

filed in this office on the 12th day of December

19 75 .

Charter Number: 734592

GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 12th day of December

1975

Bruce A. Smathers

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
THE BOCA LAGO PROPERTY OWNERS ASSOCIATION, INC.

(A Florida Corporation Not For Profit)

WE, the undersigned, hereby associate ourselves together for the purpose of forming a corporation not for profit under the laws of the State of Florida, pursuant to Florida Statutes, Chapter 617, and hereby certify as follows:

I

NAME OF CORPORATION

The name of this Corporation shall be "THE BOCA LAGO PROPERTY OWNERS ASSOCIATION, INC." (hereinafter referred to as the "Property Owners Association").

II

PURPOSE

The purpose of the Property Owners Association shall be to perform all duties and obligations assigned to it by that certain Boca Lago Declaration of Covenants, Restrictions and Easements (the "Declaration of Covenants"), which document is to be recorded by Boca Lago Associates, Ltd., a Florida limited partnership ("Developer"), in the Public Records of Palm Beach County, Florida.

III

POWERS

The Property Owners Association shall have all of the common law and statutory powers of a corporation not for profit which are reasonably necessary to implement the purposes of the Property Owners Association, including, but not limited to, the power to engage from time to time a manager or management firm or other agent to assist the Property Owners Association in carrying out its duties and responsibilities.

DEC 12 4 PM 1977
SEC. OF STATE
MIAMI, FLORIDA

IV

MEMBERSHIP

The qualification of members of the Property Owners Association (the "Members"), the manner of their admission to membership and voting by Members shall be as follows:

1. Membership. The Property Owners Association shall have three classes of membership.

Class A Membership. Each Assessment Unit Owner (as said term is defined in the Declaration of Covenants), including the Developer, shall automatically be a Class A Member of the Property Owners Association. Said Class A Membership shall be appurtenant to ownership of all Assessment Units (as said term is defined in the Declaration of Covenants) and shall not be separable from the ownership of any Assessment Unit.

Class B Membership. The Golf Course Property Owner (as said term is defined in the Declaration of Covenants) shall automatically be the sole Class B Member of the Property Owners Association. Said Class B Membership shall be appurtenant to ownership of the Golf Course Property (as said term is defined in the Declaration of Covenants) and shall not be separable from the ownership of the Golf Course Property.

Class C Membership. Developer shall be the sole Class C Member of the Property Owners Association, provided that said Class C Membership shall cease and terminate upon the earlier of: (a) the delivery by Developer to the Property Owners Association of written notice that Developer irrevocably terminates and cancels his Class C Membership; or (b) December 31, 1989.

2. Voting. Voting by Members in the affairs of the Property Owners Association shall be as follows:

(a) Number of Votes.

(i) Each Class A Member shall be entitled to one (1) vote for each Assessment Unit of which such Member is the Assessment Unit Owner.

(ii) The Class B Member shall be entitled to two hundred (200) votes.

(iii) The Class C Member shall be entitled to a number of votes equal to the sum of: (i) the total number of votes possessed by the Class A Members and the Class B Member at the particular time; plus (ii) one (1) additional vote.

(b) No Cumulative Voting. There shall be no Cumulative Voting on any vote by the Members of the Property Owners Association.

V

TERM

The term for which the Property Owners Association is to exist shall be perpetual.

VI

SUBSCRIBERS

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

JOHN F. FLANIGAN	707 N. Flagler Drive West Palm Beach, Florida 33401
ELAINE O. RAYMER	707 N. Flagler Drive West Palm Beach, Florida 33401
SHEILA J. WILCOX	707 N. Flagler Drive West Palm Beach, Florida 33401

VII

OFFICERS

The affairs of the Property Owners Association shall be managed by a President, Vice President, Secretary, Treasurer and such other officers as may be authorized by the Board of Directors. Said officers shall be elected annually by the Board of Directors as provided in the By-Laws and no officer need by a Member. The names of the officers of the Property Owners Association who shall serve until such time as they resign, are removed or their successors are elected, shall be:

President	James M. Walker
Vice President	Charles N. Gilbert
Secretary	Gerald Borden
Treasurer	Gerald Borden

VIII

DIRECTORS

1. The affairs of the Property Owners Association shall be directed by a Board of Directors. The number of Directors on the Board of Directors shall be three (3). No Director need be a Member.

2. The names and addresses of the persons who are to serve as the first Board of Directors are as follows:

JAMES M. WALKER	8665 Juego Way Boca Raton, Florida 33433
CHARLES N. GILBERT	8665 Juego Way Boca Raton, Florida 33433
GERALD F. BORDEN	8665 Juego Way Boca Raton, Florida 33433

IX
INDEMNIFICATION

Every Director and every officer of the Property Owners Association (and the Directors and/or officers as a group) shall be indemnified by the Property Owners Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding or litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Property Owners Association. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board of Directors approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Property Owners Association, and in instances where a Director or officer admits or is adjudged guilty of gross misfeasance or malfeasance in the performance of his duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all right of indemnification to which a Director or officer may be entitled whether by statute or common law.

X

BY-LAWS

The By-Laws of this corporation shall be adopted by the first Board of Directors, and thereafter may be altered, amended or rescinded by the affirmative vote of not less than a majority of the total votes of all Members cast at a regular or special meeting of the Membership and the affirmative approval of a majority of the Board of Directors at a regular or special meeting of the Board of Directors. The right to modify, amend or rescind may be restricted in the manner provided for in the By-Laws.

XI

AMENDMENTS

1. Subject to the provisions of Article XI 2 and 3 hereof, these Articles of Incorporation may be amended at any meeting of the Members by the affirmative vote of two-thirds (2/3) of the total votes of all Members.

2. No amendment shall be made to these Articles of Incorporation which would in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration of Covenants.

3. There shall be no amendment to these Articles of Incorporation which shall, in the judgment of Developer, abridge, amend or alter the rights of Developer in any manner without the prior written consent of Developer.

IN WITNESS WHEREOF, the Subscribers hereto have hereunto set their hands and seals this 12th day of December, 1975.

Signed, sealed and delivered in the presence of:

John F. Flanigan (SEAL)

Elaine O. Raymer (SEAL)

Sheila J. Wilcox (SEAL)

DEC 1 ... FLORIDA

STATE OF FLORIDA :
: ss
COUNTY OF PALM BEACH :

BEFORE ME, the undersigned authority, personally appeared JOHN F. FLANIGAN, ELAINE O. RAYMER and SHEILA J. WILCOX, who after being by me first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation of THE BOCA LAGO PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not for profit, for the purposes therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 12th day of December , 1975 .

My commission expires:
3-14-76

Pat Storm (SEAL)
Notary Public, State of
Florida at Large

CERTIFICATE DESIGNATING RESIDENT AGENT
AND LOCATION FOR SERVICE OF PROCESS.

Pursuant to Section 48.091, Chapter 48, Florida Statutes, the following is submitted: that THE BOCA LAGO PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, has named JOHN F. FLANIGAN, as its agent to accept service of process within this State, and has designated 707 North Flagler Drive, City of West Palm Beach, County of Palm Beach, State of Florida, as the location for service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Chapter 48, Florida Statutes.

By: _____
John F. Flanigan
(Resident Agent)

STATE OF FLORIDA :
: ss
COUNTY OF PALM BEACH :

BEFORE ME, the undersigned authority, personally appeared JOHN F. FLANIGAN, who after being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation of THE BOCA LAGO PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not for profit, for the purposes therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 12th day of December, 1975.

My commission expires:
3-14-76

Pat Storm (SEAL)
Notary Public, State of
Florida at Large