

BACKER LAW FIRM
PROFESSIONAL ASSOCIATION

PENINSULA PLAZA SUITE 314
2424 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431
TEL 561 361-5335
FAX 561 361-3491
E-MAIL BACKERLAW@AOL.COM

740921

January 23, 1998

Division of Corporations
Secretary of State of Florida
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment to Articles of Incorporation
Boca Tierra Homeowners Association, Inc

900002414529--5
-01/28/98--01058--002
*****87.50 *****87.50

Dear Madam/Sir:

Enclosed is an original Articles of Amendment to the Articles of Incorporation for Boca Tierra Homeowners Association, Inc., an existing Florida not-for-profit corporation. My trust account check enclosed includes the sum of \$35.00 plus \$52.50 for a certified copy.

Please process the enclosed documents and forward the certified copies to my attention.

Very truly yours,

Keith F. Backer

KFB/slf
enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

W
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18 PG
Amend
2-19-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 3, 1998

BACKER LAW FIRM
% KEITH BACKER
2424 NORTH FEDERAL HWY., SUITE 314
BOCA RATON, FL 33431

SUBJECT: BOCA TIERRA HOMEOWNERS ASSOCIATION, INC.
Ref. Number: 740921

We have received your document for BOCA TIERRA HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered agent must be at a Florida street address.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 898A00005992

BACKER LAW FIRM

PROFESSIONAL ASSOCIATION

PENINSULA PLAZA SUITE 314

2424 NORTH FEDERAL HIGHWAY

BOCA RATON, FLORIDA 33431

(561) 361-8535

FAX (561) 361-3491

E MAIL BACKERLAW@AOL.COM

February 16, 1998

Carol Mustain, Corp. Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

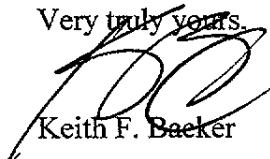
Re: Boca Tierra Homeowners Association, Inc.
Ref: 740921

Dear Ms. Mustain:

I have enclosed the materials you returned to me under cover of your letter of February 3, 1998. The matters you raised have been corrected.

Please proceed to file the materials.

Very truly yours,



Keith F. Backer

KFB/slf
enc.

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BOCA TIERRA HOMEOWNERS ASSOCIATION, INC.**

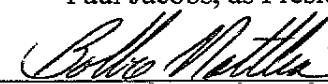
The articles of incorporation of Boca Tierra Homeowners Association, Inc. were amended by the corporation's board of directors and submitted and approved by the membership of said corporation on January 13, 1998. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 617.1006.

1. The name of the corporation is Boca Tierra Homeowners Association, Inc.
2. The articles of incorporation were amended as in their entirety as set forth in the exhibit attached hereto.
3. The amendment to articles of incorporation was duly adopted by the board of directors on January 13, 1998.
4. In excess of a majority of the members of the corporation approved of the adoption of the amendment. Such approval is sufficient for approval of the amendment.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on January 22, 1998.



Paul Jacobs, as President

ATTEST 

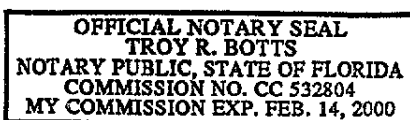
Bobbie Mattlin, as Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

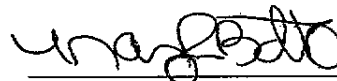
Before me, the undersigned authority, personally appeared Paul Jacobs and Bobbie Mattlin to me known to be the persons described in and who executed the foregoing instrument, who took an oath and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal in the County and State last aforesaid this 22 Day of January, 1998.

My Commission Expires:



art.am



Notary Public Signature

Troy R. Botts

Print Notary Name

**SECOND AMENDED ARTICLES OF INCORPORATION OF
BOCA TIERRA HOMEOWNERS ASSOCIATION, INC.
a Florida Corporation Not for Profit**

**ARTICLE I.
NAME**

The name of this corporation shall be BOCA TIERRA HOMEOWNERS ASSOCIATION, INC., hereinafter sometimes referred to as the "Association".

**ARTICLE II.
PURPOSES**

The general nature, objects, and purposes of the Association are as follows:

- A. To promote the health, safety and social welfare of the Owners of Property within that area referred to as Boca Tierra in the Declaration of Covenants and Restrictions for Boca Tierra, hereinafter the "Declaration", as recorded in Official Records Book 2995 at Pages 1613 et seq., Public Records of Palm Beach County, Florida and any amendments of record thereto.
- B. To maintain and/or repair landscaping in the general and/or Common areas, structures, and other improvements in Boca Tierra, hereinafter referred to as the "Community", for which the obligation to maintain and repair has been delegated and accepted.
- C. To control the specifications, architecture, design, appearance, elevation and location of and landscaping around all buildings and improvements of any type, including, but not limited to, walls fences, solar water heating panels, swimming pools, antenna, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in the Community, as well as any alteration, improvement, addition and/or change thereto.
- D. To provide for private security, and such other services, the responsibility for

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TALLAHASSEE, FLORIDA

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which has been or may be accepted in writing by the Association, and the capital improvements and equipment related thereto, in the Community.

E. To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

F. To perform all of the functions contemplated for the Association, and undertaken by the Board of Directors of the Association, in the Declaration.

G. To operate without profit for the sole and exclusive benefit of the Association's Members. No part of the Association's net earnings, if any, shall inure to the benefit of any Member of the Association or individual person, firm, or corporation.

ARTICLE III. GENERAL POWERS

The Association shall have the powers reasonably necessary to implement the purposes of the Association, including but not limited to, the following:

A. To hold funds solely and exclusively for the benefit of its members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, By-Laws, Covenants, Restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the lawful activities and pursuing any and all of the lawful objects and purposes set forth in these Articles of Incorporation hereinafter, the "Articles".

E. To fix, collect and enforce assessments to be levied against Property to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with management companies and other organizations for the collection of such assessments.

F. To charge recipients for services rendered by the Association and any user for any use of the Association Property where such is deemed appropriate by the Board of Directors of the Association.

G. To operate and maintain the common property which may include but is not limited to surface water management systems.

H. To sue and be sued.

I. To charge recipients for services rendered by the Association and any user for any use of the Association property when such is deemed appropriate by the Board of Directors of the Association.

J. To pay taxes, utility, maintenance, and other charges, if any, on or against property owned or accepted by the Association.

K. To borrow money.

L. 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.

M. To make, establish and enforce By-Laws and reasonable rules and regulations governing the use of common areas or any portions thereof, as well as the conduct of Members, their family, visitors guests, and lessees, and to provide for the operation and formal administration of the Association.

N. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association and to enforce all the terms and conditions as set forth in the Declaration, applicable to the property and recorded or to be recorded in the Public Records of Palm Beach County, Florida, and as the same may be amended from time to time as therein provided, said Declaration, and all defined terms therein, being incorporated herein as if set forth at length.

O. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, not in conflict with the terms of these Articles and the Declaration, necessary to implement the purposes of the Association.

ARTICLE IV. MEMBERS

A. "Member", "Owner", "Lot", and any other defined terms used herein, and elsewhere in the Articles, are used with the definitions given those terms in the aforesaid Declaration for the Community.

B. The members shall consist only of the lot owners in Boca Tierra, the Property comprising Boca Tierra 1st Section according to the Plat thereof as recorded in Plat Book 34 at Page 33 of the Public Records of Palm Beach County. All such Lot Owners shall automatically become members of the Association upon the acquisition of record title in fee simple to such Lot. Membership of owners of lots in Boca Lake which are members of Association shall terminate upon the effective date of the amendments to the Declaration which provide for the creation of the Boca Lake Homeowners Association, Inc. to which such members shall become members in lieu of their membership in Boca Tierra Homeowners Association, Inc.

C. The Community of Boca Tierra consists of all of Boca Tierra 1st Section according to the Plat thereof as recorded in Plat Book 34 at Page 33 of the Public Records of Palm Beach County.

D. Change in membership will be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing record fee title to such Lot 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 these Articles until delivery of the certified copy of said instrument to the Association, at which time the voting privileges of such Owner and Member shall be restored.

E. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to that Member's Lot.

ARTICLE V.
VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, each Member shall be entitled to one (1) vote for each Lot in which such Member holds the interest required for membership. When one or more persons holds such interest or interests in any Lot, any such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. Except where otherwise required under the provisions of these Articles, the Declaration, the By-Laws or by law, the affirmative vote of the Owners of a majority of Lots represented at any meeting of the Members duly called and at which a quorum is present, shall be binding upon the Members.

B. Voting of the Members shall be in person or by proxy appointed by an instrument in writing subscribed by the Member designated to vote as provided in paragraph A above, or by written absentee ballot signed by a Member as duly designated to vote.

C. The Association shall have the right to suspend any Member's right to vote for any period during which any assessment levied by the Association against such Member's lot shall remain unpaid for more than ten (10) days after the due date for the payment thereof.

D. The Association shall obtain funds with which to operate by assessment of its Members in accordance with the provisions of these Articles, the By-Laws, and the Declaration of the Association relating thereto.

E. The By-Laws of the Association shall provide for annual meetings of members, and may make provision for special meetings of members in addition to the annual meeting. The presence at any meeting of members, in person or by proxy or by written absentee ballot, of

members entitled to cast a majority of the votes of the entire membership shall constitute a quorum for the transaction of business.

ARTICLE VI. BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors consisting of five (5) Directors. All directors, except the initial directors indicated below, shall be members of the Association. Elections shall be by plurality vote at a meeting at which a quorum of the membership of the Association is voting in person, by proxy, or by written absentee ballot. The number of director positions open for election shall be the same number as the number of regular terms of office of directors expiring at such time. The term of each director so elected at each annual election shall be for two (2) years and thereafter, until their successors are duly elected and qualified, or, until removed from office with or without cause by the affirmative vote of a majority of the total voting interests of the Association in person or by proxy at a meeting called for such purpose or by written agreement signed by a majority of the total voting interests of the Association.

B. If a Director elected by the Membership shall for any reason cease to be a Director, the remaining Directors may elect a successor to fill the vacancy for the balance of the unexpired term.

C. 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.

ARTICLE VII. 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 or consistent with the By-Laws of the Association which officers shall be subject to the direction of the Board. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors at the annual meeting of the Board, or at an organizational meeting of the Board held within ten (10) days following the annual meeting, for terms of one (1) 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 the officers, for filling vacancies, and for the duties of the officers. 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 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 a Member of the Association 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.

ARTICLE VIII. CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE IX.
BY-LAWS

The Board of Directors shall make, alter or rescind the By-Laws of the Association consistent with these Articles. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

ARTICLE X.
AMENDMENT TO ARTICLES OF INCORPORATION

A. These Articles may be altered, amended or repealed by resolution of the Board of Directors, provided that (1) 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 a majority of the Members of the Association and (2) these Articles shall not be amended in any manner which shall reduce, amend, affect, modify, or conflict with the terms, covenants, provisions, rights and obligations set forth in the Declaration.

B. A copy of each amendment so adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes and the same shall be recorded among the Public Records of Palm Beach County, Florida.

ARTICLE XI.
INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnifies any current or former Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability

or penalty on such person for an act alleged to have been committed by such person in the capacity of Director or Officer of the Association, or in the capacity of Director, Officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise which person served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceedings by judgment, order settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that such Director or Officer has reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of such Director or Officer being or having been a Director or Officer of the Association, or by reason of such Director or Officer being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which such Director or Officer served at the request of the Association, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by such Director or Officer in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall be entitled to indemnification in relation to matters to which

such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner which such Director or Officer reasonable believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceedings, such person had no reasonable ground for belief that such action was unlawful. Such determination shall be made 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.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

D. The Association shall have the power, but not the obligation, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or representative of the Association against any liability asserted against such person in any such capacity.

ARTICLE XII.
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. 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 this 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. No Director or Officer of the Association shall incur liability by reason of the fact that such person is or may be interested in any such contract or transaction.

B. Interested Directors shall not 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, nor shall an interested Director be entitled to vote on any contract or transaction in which he or she has an interest as defined herein.

ARTICLE XIII.
DISSOLUTION OF THE ASSOCIATION

A. Upon dissolution of the association, other than incident to a merger or consolidation, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. By dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication, and which the applicable authority is willing to accept and shall be used for purposes similar to those for which the corporation was formed. If same is not accepted, then to

a similar non-profit corporation.

2. Remaining assets, if any, shall be distributed among the Members, subject to the limitations set forth below, as tenants in common, each Member's share of the assets to be determined in accordance with its voting rights.

B. The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the Members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3) of the entire Membership of the Association.

ARTICLE XIV. REGISTERED AGENT

The registered agent of this corporation is Kenneth Modica, whose address is c/o Triax Group, Inc., 4201 N Dixie Hwy Suite 5, Boca Raton, Florida 33432, and he shall serve in such capacity until such time as another registered agent is appointed by resolution of the Board of Directors, and such appointment this accepted by such registered agent.

ARTICLES XV. MISCELLANEOUS

Use of pronouns, whenever they appear in these Articles of Incorporation, shall read as either masculine, feminine or neuter and neither singular or plural, whenever the intent and facts permit such construction.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Boca Tierra Homeowners Association, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Kenneth Modica
Triax Group, Inc.

Date: 2/10/98