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Division of Corporations

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## FLORIDA NON-PROFIT CORPORATION

TUSCANY VILLAGE OF BOCA RATON HOMEOWNERS' ASSOCIATIO

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

TUSCANY VILLAGE OF BOCA RATON HOMEOWNERS' ASSOCIATION, INC.  
(a Florida corporation not for profit)

ARTICLE I  
NAME

The name of this corporation shall be TUSCANY VILLAGE OF BOCA RATON HOMEOWNERS' ASSOCIATION, INC. (Hereinafter referred to as the "HOMEOWNERS' ASSOCIATION").

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office mailing address of the corporation is

7040 W. Palmetto Park Rd., #4-100  
Boca Raton, Florida 33433

ARTICLE III

DEFINITIONS

The following words when used in these Articles of Incorporation shall have the following meanings:

1. "BOARD" or "BOARDS OF DIRECTORS" shall mean and refer to the BOARD OF DIRECTORS of the HOMEOWNERS' ASSOCIATION.

2. "COMMON PROPERTIES" shall mean any property, whether improved or unimproved, or any easement or interest which are declared as being Common Properties in the Declaration or any Supplemental Declaration hereafter made by Declarant, or in any

Prepared By:  
Jaanna K. Simon, Esquire  
P.O. Box 31041  
Palm Beach Gardens, Florida 33420-1041  
(561) 493-7500  
Florida Bar No. 0816088

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deed from the Declarant to the Association designating the property conveyed to the Association as "Common Properties", including, but not limited to, open areas, roads, entrance-ways, parking, and other similar properties, provided that the foregoing shall not be deemed a representation or warranty that any of the foregoing Common Areas will be provided. Common Properties are for the common use and enjoyment of the Owners, subject to the rights hereunder of the Declarant and others.

3. "DECLARANT" or "DEVELOPER" shall mean and refer to Tuscan Village of Boca Raton, Inc., a Florida corporation, as well as its successors and assigns if such successors and assigns should acquire any portion of the Project from the Declarant for the purpose of development and resale so as long as Declarant assigns such rights of Declarant hereunder to any such person or entity by an express written assignment recorded in Palm Beach County, Florida. Upon execution and recording of such assignment, the assignee shall be deemed the Declarant hereunder for all purposes.

"Developer" shall include any "Lender" which has loaned money to Developer to acquire or construct improvements upon the Subject property or its successors and assigns if such Lender, its successors or assigns, acquires title to any portion of the Subject Property as a result of the foreclosure of any mortgage encumbering any portion of the Subject Property securing any such loan to Developer or acquires title thereto by deed in lieu of foreclosure.

4. "LOT" shall mean and refer to any plot of land as shown as a lot on the subdivision plat of the property recorded or to be recorded in the Public Records of Palm Beach County, Florida, located in the Project and intended for residential use, and any lot shown on any resubdivision of said plat, together with any improvements which may be constructed thereon.

5. "OWNER" shall mean and refer to the person or persons or legal entity or entities, including Declarant, holding a fee simple interest of record to any Lot, including sellers under executory contracts of sale, but excluding those having such interest merely as security for the performance of an obligation.

6. "QUORUM" shall mean the presence in person or by proxy of thirty (30) percent of the total voting interest shall constitute a quorum.

All other terms which are used in the DECLARATION shall have the same meanings herein.

#### ARTICLE IV

#### PURPOSES

The general nature, objects and purposes of the HOMEOWNERS' ASSOCIATION are:

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A. To own and maintain portions of the property subject to the DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS FOR TUSCANY VILLAGE OF BOCA RATON (hereinafter referred to as the "DECLARATION"), to be recorded in the Public Records of Palm Beach County, Florida. The property subject to the DECLARATION shall be referred to as TUSCANY VILLAGE OF BOCA RATON and is more particularly described in Exhibit "A" which is attached hereto and made part hereof.

B. To improve, maintain, repair and replace landscaping, associated lighting and irrigation systems on, upon, over and under said property and such other property the HOMEOWNERS' ASSOCIATION may acquire for such purpose(s).

C. To provide, purchase, construct, improve, maintain, repair, replace and operate (i) a paved roadway system (ii) landscaping, associated lighting and irrigation systems (iii) drainage facilities on, upon, over and under the drainage easements and street lights on the LOTS.

D. To improve, maintain, repair and replace landscaping and irrigation systems on, upon and over the LOTS and COMMON PROPERTY.

E. To operate, without profit, for the sole and exclusive benefit of its MEMBERS.

F. To enter into easement agreements or other use or possessory agreements including but not limited to, those agreements executed by DECLARANT or the local municipality whereby the HOMEOWNERS' ASSOCIATION may obtain by assignment or other instrument the use or possession of certain real property surrounding the neighborhood or a portion thereof, and not owned by it, and to maintain and pay for the insurance, administration, upkeep, repair, replacement and maintenance of such property.

#### ARTICLE V

#### GENERAL POWERS

The general powers that the HOMEOWNERS' ASSOCIATION shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the MEMBERS for purposes set forth in these Article of Incorporation.

B. To promulgate and enforce rules, regulations, and agreements to effectuate the purposes for which the HOMEOWNERS' ASSOCIATION is organized.

C. To delegate power or powers where such is deemed in the interest of the HOMEOWNERS' ASSOCIATION.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of,

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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 of the activities and pursue any and all of the objectives and purposes set forth in these Articles of Incorporation and not forbidden by the Laws of the State of Florida.

E. To make, levy and collect assessments against property in TUSCANY VILLAGE OF BOCA RATON to defray expenses and costs of effectuating the objectives and purposes of the HOMEOWNERS' ASSOCIATION, and to create reasonable reserves for such expenditures as deemed necessary, and to authorize its Board of Directors, in its discretion, to enter into agreements with banks in Florida or other organizations in Florida for the collection of such assessments.

F. To charge recipients for services rendered by the HOMEOWNERS' ASSOCIATION when such is deemed appropriate by the Board of Directors.

G. To pay taxes and other charges, if any, on or against property owned or accepted by the HOMEOWNERS' ASSOCIATION.

H. In general, to have all powers conferred upon a corporation not for profit by the Laws of the State of Florida, except as may be prohibited herein.

I. Notwithstanding anything contained herein to the contrary, the HOMEOWNERS' ASSOCIATION shall not have the power to, and shall not engage in or carry on propaganda or otherwise attempt to influence legislation addressing any and all issues including but not limited, zoning, environmental, and land use, or participate or intervene, directly or indirectly in any political campaign on behalf of, or in opposition to any candidate for office, whether public, quasi-public or private, or otherwise engage in or carry on any political action including the publishing or distribution of statements, nor shall MEMBERS perform any such activities in the name of the HOMEOWNERS' ASSOCIATION.

J. Notwithstanding anything contained herein to the contrary, the HOMEOWNERS' ASSOCIATION shall not have the power to, and shall not expend Capital Contribution monies (as defined in the DECLARATION), in connection with the construction of a new capital improvement (except for necessary construction resulting from the damage or destruction of existing improvements), in excess of Ten Thousand Dollars (\$10,000.00) without first obtaining the MEMBERS approval in accordance with the terms and conditions of Article VII, Section A hereof. Further, the Capital Contribution reserve shall not be used by the HOMEOWNERS' ASSOCIATION for the purpose of litigation at both the trial and appellate levels in any court of competent jurisdiction.

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## ARTICLE VI

### MEMBERS

The MEMBERS of the HOMEOWNERS' ASSOCIATION shall consist of the record properly OWNERS of all of the LOTS in TUSCANY VILLAGE OF BOCA RATON.

## ARTICLE VII

### VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, a MEMBER shall be entitled to one (1) vote for each Lot owned, except that until such time as DECLARANT relinquishes control of the HOMEOWNERS' ASSOCIATION, which shall be three (3) months after ninety percent (90%) of the LOTS have been conveyed to MEMBERS, DECLARANT shall have a total of votes equal to not less than the number of votes cumulatively held by all other MEMBERS, plus one (1). When more than one person holds a fee interest in any one (1) LOT, all such persons shall be MEMBERS, and the one (1) vote for such LOT shall be exercised as the OWNERS among themselves determine. Fractional voting is prohibited. There shall be no cumulative voting. The affirmative vote of a majority of the votes of the MEMBERS at any meeting of the MEMBERS duly called at which a quorum is present, shall be binding upon the MEMBERS.

B. The DECLARANT shall have the right to appoint all of the BOARD OF DIRECTORS until three (3) months after DECLARANT has conveyed ninety percent (90%) of the LOTS in TUSCANY VILLAGE OF BOCA RATON; thereafter, the MEMBERS are entitled to elect a majority of the BOARD OF DIRECTORS.

C. The DECLARANT shall have the right to appoint one (1) MEMBER of the BOARD OF DIRECTORS so long as it holds for sale in the ordinary course of business not less than five percent (5%) of the LOTS in TUSCANY VILLAGE OF BOCA RATON.

D. The HOMEOWNERS' ASSOCIATION will obtain funds with which to operate by assessments of its MEMBERS in accordance with the provisions of the DECLARATION, as supplemented by the provisions of the Articles of Incorporation and By-Laws of the HOMEOWNERS' ASSOCIATION relating thereto.

## ARTICLE VIII

### BOARD OF DIRECTORS

A. The affairs of the HOMEOWNERS' ASSOCIATION shall be managed by a BOARD OF DIRECTORS consisting of three (3) Directors. The initial members of the BOARD OF DIRECTORS shall serve until the first annual meeting of the MEMBERS. So long as the DECLARANT shall have the right to appoint all of the BOARD OF

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DIRECTORS, Directors need not be MEMBERS of the HOMEOWNERS' ASSOCIATION and need not be residents of TUSCANY VILLAGE OF BOCA RATON; thereafter, Directors shall be MEMBERS of the HOMEOWNERS' ASSOCIATION, except for those who are appointed by the DECLARANT.

B. The first annual meeting of the MEMBERS shall be held at the call of the DECLARANT. At the first annual meeting of the MEMBERS, an election (or appointment, as the case may be) of the three (3) members of the BOARD OF DIRECTORS shall be held. Election shall be by plurality vote. The term of offices of the elected Director receiving the highest plurality of votes shall be established at two (2) years and the term of the other elected Directors shall be established at one (1) year each. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Directors so elected or appointed at each succeeding annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until removed from office with or without cause by affirmative vote of a majority of all votes of the MEMBERS. Notwithstanding the foregoing, until such time as the DECLARANT turns over control of the HOMEOWNERS' ASSOCIATION, in no event may a Director appointed by the DECLARANT be removed except by action of the DECLARANT and any Director appointed by the DECLARANT shall serve at the pleasure of the DECLARANT, and may be removed from office, and a successor Director appointed at any time by the DECLARANT. After turnover of control of the HOMEOWNERS' ASSOCIATION and until such time as the DECLARANT no longer has the right to appoint at least one (1) Director, only the DECLARANT can remove and replace the Director appointed by the DECLARANT.

C. The names and addresses of the members of the first BOARD OF DIRECTORS, who shall hold office until the first annual meeting of the HOMEOWNERS' ASSOCIATION, and until their successors are elected or appointed and have qualified, are as follows:

Owen Altman

7040 W. Palmetto Park Rd., #4-100  
Boca Raton, Florida 33433

Leon Rubenstein

7040 W. Palmetto Park Rd., #4-100  
Boca Raton, Florida 33433

Melanie Webster

7040 W. Palmetto Park Rd., #4-100  
Boca Raton, Florida 33433

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ARTICLE IX

OFFICERS

A. The officers of the HOMEOWNERS' ASSOCIATION shall be a President, a Secretary and a Treasurer, and such other officers as the BOARD may from time to time deem necessary. Any two (2) or more offices may be held by the same person except for the offices of President and Secretary.

B. The names of the officers who are to manage the affairs of the HOMEOWNERS' ASSOCIATION until their successors are duly elected (or appointed) and qualified are:

Owen Altman	President
Melanie Webster	Secretary
Leon Rubenstein	Treasurer

ARTICLE X

CORPORATE EXISTENCE

THE HOMEOWNERS' ASSOCIATION shall have perpetual existence.

ARTICLE XI

BY-LAWS

The BOARD OF DIRECTORS may adopt By-Laws not inconsistent with these Articles, which may be amended as provided in such By-Laws, however, there shall be no amendment to the By-Laws which shall abridge, amend or alter the rights of any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee.

ARTICLE XII

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the following manner:

A. The BOARD OF DIRECTORS, by majority vote, shall adopt a Resolution setting forth the proposed Amendment and direct that it be submitted to vote at a meeting of the MEMBERS.

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B. Notice of the subject matter of the proposed Amendment shall be included in the notice of any meeting (special or annual) at which such proposed Amendment is to be considered by the MEMBERS. Such notice shall set out in full the proposed amended article, section, subsection or paragraph of a subsection.

C. Such proposed Amendment shall be submitted to and approved by the MEMBERS at such meeting. Any number of Amendments may be submitted to the MEMBERS and voted upon at one (1) meeting. The proposed Amendment shall be adopted upon receiving the affirmative vote of at least 2/3 of the votes of the MEMBERS.

D. An Amendment to these Articles of Incorporation may be made by a written statement signed by all MEMBERS eligible to vote in lieu of the above procedure.

E. Notwithstanding the foregoing, so long as DECLARANT has not relinquished control of the Association to the MEMBERS, which shall be three (3) months after ninety percent (90%) of the Lots have been conveyed to MEMBERS, no Amendment affecting Tuscany Village of Boca Raton, Inc., a Florida corporation, or its successors or assigns, as DECLARANT of TUSCANY VILLAGE OF BOCA RATON shall be effective without the prior written consent of said DECLARANT.

F. Amendments to the Articles need not be executed by a record owner of an affected parcel, or record owners of liens of an affected parcel, regardless of whether such amendment affects vested rights.

G. Notwithstanding the foregoing, the Articles shall not be amended in any manner which shall prejudice the rights of any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee.

#### ARTICLE XIII

##### INCORPORATOR

The name and address of the Incorporator of this corporation is

Owen Altman  
7040 W. Palmetto Park Rd., #4-100  
Boca Raton, Florida 33433

#### ARTICLE XIV

##### INDEMNIFICATION OF OFFICERS, DIRECTORS, AND MEMBERS OF THE A.R.B.

Every officer of the Association, director of the Association and member of the A.R.B. shall be indemnified by the Association against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him or her in connection

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with any proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her having been an officer, director, or member; whether or not he/she is an officer, director, or member at the time such expenses are incurred, except in such cases wherein the officer, director, or member is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties, provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the officer, director, or member seeking such reimbursement or indemnification, the indemnification herein shall apply only if 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 right to indemnification to which such officer, director, or member may be entitled, whether by statute or common law. No amendment to this Article which reduces or restricts the indemnity created herein may be adopted without the prior consent of each and every officer, director, or member (whether current or former) affected by such amendment.

#### ARTICLE XV

##### TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the HOMEOWNERS' ASSOCIATION and one or more of its Directors or Officers, or between the HOMEOWNERS' 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 the meeting of the BOARD or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if: (i) the fact of such relationship or interest is disclosed or known to the BOARD OF DIRECTORS or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; (ii) the fact of such relationship or interest is disclosed or known to the MEMBERS entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or (iii) the contract or transaction is fair and reasonable as to the HOMEOWNERS' ASSOCIATION at the time it is authorized by the BOARD, a committee, or the MEMBERS. No Director or Officer of the HOMEOWNERS' ASSOCIATION shall incur liability by reason of the fact that he is or may be interested in such contract or transaction.

B. 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 authorizes, approves, or ratifies the Contract or transaction.

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#### ARTICLE XVI

##### DISSOLUTION OF THE HOMEOWNERS' ASSOCIATION

A. Upon dissolution of the HOMEOWNERS' ASSOCIATION, all of its assets remaining after provision for creditors and payments of all costs and expenses of such dissolution shall be distributed in the following manner and order:

1. Real property contributed to the HOMEOWNERS' ASSOCIATION without the receipt of other than nominal consideration by the DECLARANT (or its successors in interest) shall be returned to the DECLARANT (whether or not a MEMBER at the time of such dissolution) unless it refuses to accept the conveyance (in whole or in part);

2. Dedication of the assets to applicable municipal or other governmental authority or public body of such property (whether real, personal or mixed) as determined by the BOARD OF DIRECTORS of the HOMEOWNERS' ASSOCIATION to be appropriate for dedication and which the authority is willing to accept; or said assets shall be conveyed to a non-profit organization; and,

3. The remaining assets 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 his or her voting rights.

B. The HOMEOWNERS' ASSOCIATION may be dissolved upon a resolution to that effect being approved by three-fourths(3/4) of the members of the BOARD OF DIRECTORS; three-fourths(3/4) of the MEMBERS; and the issuance thereafter of a decree of dissolution by a Circuit Judge as provided for in Section 617.1433, Florida Statutes, as amended.

#### ARTICLE XVII

##### GENDER

Whatever the male pronoun is used herein, it shall be understood to be the female pronoun if the context or sex of the party referred to so requires.

#### ARTICLE XVIII

##### DESIGNATION OF REGISTERED AGENT

Alan Richard Simon, Esquire is hereby designated as the HOMEOWNERS' ASSOCIATION'S Registered Agent for service of process in the State of Florida, at 3080 RCA Blvd., Suite 8012, Palm Beach Gardens, Florida 33410.

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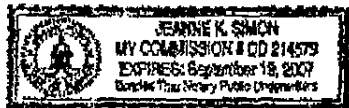
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of October, 2003.

  
OWEN ALTMAN

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of October, 2003, by OWEN ALTMAN, who is personally known to me or who produced \_\_\_\_\_ as identification.



  
Notary Public State of Florida  
JEANNE K. SIMON  
Printed Name of Notary  
My Commission Expires:

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT

Pursuant to Section 48.091, Florida Statutes, the undersigned acknowledges and accepts its appointment as Registered Agent of TUSCANY VILLAGE HOMEOWNERS' ASSOCIATION, INC. and agrees to act in that capacity and to comply with the provisions of the Florida Not For Profit Corporation Act, relative to keeping the registered office at the following address: 3980 RCA Blvd., Suite 8012, Palm Beach Gardens, Florida 33410. The undersigned is familiar with and accepts the obligations of Section 617.0501, Florida Statutes.

Dated October 22, 2003.

BY:

  
ALAN RICHARD SIMON

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**LEGAL DESCRIPTION  
EXHIBIT "A"**

The North 165 feet of the South 538 feet of the Southeast 1/4 of the Southwest 1/4 of the Southeast 1/4, lying East of the line which is parallel to and 50 feet distant easterly of and measured in right angles from the center line of the Florida East Coast Railway as now located and constructed, of Section 32, Township 46 South, Range 43 East, LESS so much thereof conveyed to the State of Florida for Right of Way Purposes by instrument dated February 4, 1948 and filed February 5, 1948 and subject to U.S. Highway No. 1 and Old Dixie Highway.

and

All that part of the East 1/2 of Lot 7, being all that part of the Southeast 1/4 of the Southwest 1/4 of the Southeast 1/4 lying East of the Right of Way of the Florida East Coast Railway of Section 32, Township 46 South, Range 43 East, according to the map or plat thereof as recorded in Plat Book 1, Page 4, Public Records of Palm Beach County, Florida, LESS the South 538 feet thereof, and subject to U.S. Highway No. 1 and Old Dixie Highway.

and

Parcel No. 174 (part)/176 (part)/ 177 (part)

A portion of Lots 17, 18, 19, 20 and 21, Block 1, Subdivision in Lot-7-SEC.-32-TWP. 46S-R43E., according to the map or plat thereof as recorded in Plat Book 12, Page 83, Public Records of Palm Beach County, Florida, a portion of Oak Street and a portion of the existing Right of Way for State Road 5 (U.S. 1), lying in Section 32, Township 46 South, Range 43 East, Palm Beach County, Florida, more particularly described as follows:

Begin at the intersection of the Northerly existing Right of Way line for said Oak Street with the Westerly existing Right of Way line for said State Road 5 (U.S. 1); thence North 89° 56' 59" East along the Easterly extension of the Northerly existing Right of Way line for said Oak Street, a distance of 40.92 feet; thence South 10° 30' 41" West, a distance of 180.31 feet to a point on a curve concave Easterly, having a chord bearing of South 09° 15' 43" West; thence Southerly along said curve, having a radius of 2,627.62 feet, through a central angle of 02° 29' 58", an arc distance of 114.62 feet to the end of said curve; thence South 89° 56' 59" West, a distance of 18.53 feet to a point on a curve concave Easterly, having a chord bearing North 05° 41' 34" East; thence Northerly along said curve, having a radius of 2,951.93 feet, through a central angle of 05° 39' 59", an arc distance of 291.94 feet to the end of said curve and the Point of Beginning.

(This property to be platted in the Public Records of Palm Beach County, Florida by a subdivision to be known as Tuscan Village of Boca Raton)

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