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village at boca condominium association, inc.

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ARTICLES OF INCORPORATION
OF
VILLAGE AT BOCA CONDOMINIUM ASSOCIATION, INC.

(A Corporation Not-For-Profit)

The undersigned Subscriber associates himself for the purpose of forming a corporation, not for profit, pursuant to the laws of the State of Florida, and hereby adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be VILLAGE AT BOCA CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws". The corporate address of the corporation shall be 1599 NW 9th Avenue, Boca Raton, FL 33487.

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 617 of Florida Statutes, the Florida Not-For-Profit Corporations Act, and Chapter 718 of Florida Statutes, the Florida Condominium Act, as it may be amended from time to time (herein the "Act"), for the operation of that certain Condominium located in Palm Beach County, Florida, and known as Boca Village Condominium (the "Condominium").

ARTICLE 3

DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium ("Declaration"), unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4

POWERS

The powers of the Association shall include and be governed by the following:

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4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida which powers are not in conflict with the provisions of these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Chapter 617 of Florida Statutes, governing not-for-profit corporations, and the Act except as limited by these Articles and the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, including but not limited to the following:

(a) To make and collect assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

(c) To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and other property acquired or leased by the Association for use by Unit Owners.

(d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and members as Unit Owners.

(e) To make, adopt and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.

(f) To approve or disapprove the leasing and possession of Units as may be provided by the Declaration.

(g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws; and the rules and regulations for the use of the Condominium Property.

(h) To contract for the management of the Condominium, maintenance of the Condominium Property including the Common Elements and any and all of the equipment, machinery, and other such items, and any facilities used by the Unit Owners.

(i) To employ personnel to perform the services required for the proper operation of the Condominium.

4.3 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in

accordance with the provisions of the Declaration, these Articles, and the By-Laws.

4.4 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

ARTICLE 5

MEMBERS

5.1 Membership. The Members of the Association shall consist of all of the record owners of Units in the Condominium.

5.2 Assignment. The Member's share of the funds and any assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 Voting. On all matters upon which the Membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

5.4 Meetings. The By-Laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

ARTICLE 6

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7

SUBSCRIBERS

The name and address of the subscribers to these Articles is as follows: Robert Kaye, Esq., Kaye & Bender, P.L., 6261 NW 6th Way, Suite 103, Ft. Lauderdale, FL 33309.

ARTICLE 8

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and they shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal of officers from office, officers, for filling vacancies, and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Levent Erkmen
1089-08 NW 13 Street
Boca Raton, FL 33486 US

Vice President: Laura Shaw
1169-03 NW 13 Street
Boca Raton, FL 33486 US

Secretary: Janet Stevens
1081-03 NW 13th Street
Boca Raton, FL 33486 US

Treasurer: Terri Ligocki
1069-02 NW 13th Street
Boca Raton, FL 33486 US

ARTICLE 9

DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of directors determined by the By-Laws, but which shall consist of not less than three (3) directors. All directors must be Members of the Association.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws and under relevant Florida law, as it may be amended from time to time.

9.4 First Directors. The names and addresses of the members of the First Board of Directors who shall hold office until their successors are elected and have qualified are

as follows:

<u>Name</u>	<u>Address</u>
Levent Erkmen	1089-08 NW 13 Street Boca Raton, FL 33486 US
Laura Shaw	1169-03 NW 13 Street Boca Raton, FL 33486 US
Janet Stevens	1081-03 NW 13 th Street Boca Raton, FL 33486 US
Terri Ligocki	1069-02 NW 13 th Street Boca Raton, FL 33486 US

ARTICLE 10

INDEMNIFICATION

10.1 Indemnity. The Association shall defend and indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated legal action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that said party is or was a director, employee, officer or agent of the Association. The Association's indemnification of said persons shall be against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by said party in connection with such legal action, suit or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of this duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application, that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, equivalent, shall not, of itself, create a presumption that they reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

10.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or

proceeding referred to in Section 10.1 above or in defense of any claim, issue or matter herein, they shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by them in connection therewith, which expenses shall be forthwith repaid.

10.3 Approval. Any defense and indemnification under Section 10.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because they have met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (a) by a majority vote of a quorum of the Board of Directors consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the members.

10.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceedings as authorized by the Board of Directors in a specific case.

10.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise. The indemnification shall pertain to the individual while in office, after they are no longer a director, officer, employee and/or agent and shall inure to the benefit of the heirs and personal representatives of said person.

10.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE 11

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors and members in the manner provided by the By-Laws.

ARTICLE 12

AMENDMENTS

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Amendments to These Articles shall be proposed and adopted in the following manner:

12.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the Members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be by not less than a majority of the votes of the entire Membership of the Association.

12.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the property rights of members, nor any changes in Sections 4.3, 4.4 and 4.5 of Article 4, entitled "Powers" without approval in writing by all members. No amendment shall be made that is in conflict with the Act or the Declaration.

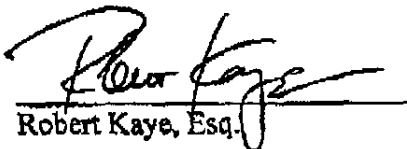
12.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE 13


INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this corporation shall be Kaye & Bender, P.L., 6261 N.W. 6th Way, Suite 103, Fort Lauderdale, Florida 33309, with the privilege of having its office and branch offices at other places within or without the State of Florida.

IN WITNESS WHEREOF, the subscriber has affixed his signature this 15 day of September, 2009.


Robert Kaye, Esq.

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


Robert Kaye, Esq.

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