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September 4, 1996

Secretary of State
409 E. Gains Street
Tallahassee, Florida 32399

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RE: Articles of Incorporation
The Ocean Houses of Boca-Highland
Homeowner's Association, Inc.

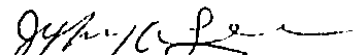
Dear Ladies or Gentlemen:

Enclosed are the Articles of Incorporation for The Ocean Houses of Boca-Highland Homeowner's Association, Inc., a corporation not for profit, along with our check in the amount of \$122.50 representing recording and certified copy fees.

Please file the document and forward a certified copy of the Articles to my office at 900 North Federal Highway, Suite 380, Boca Raton, Florida 33432, upon completion of recording.

If you require any additional information, please do not hesitate to contact our office.

Very truly yours,


Jeffrey A. Levine

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enclosures

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ARTICLES OF INCORPORATION

FOR

THE OCEAN HOUSES OF BOCA-HIGHLAND HOMEOWNER'S ASSOCIATION, INC.
(a corporation not for profit)

I. NAME

The name of this nonstock corporation shall be THE OCEAN HOUSES OF BOCA - HIGHLAND HOMEOWNER'S ASSOCIATION, INC. (the "Association"). Its principal office and mailing address shall be 900 North Federal Highway, Suite 380, Boca Raton, Florida 33432, or at such other place as may be designated from time to time by the Board of Directors.

II. PURPOSES

The general nature, object and purpose of the Association is to serve and promote the collective interests of the owners of property at the development in Highland Beach, Florida known as The Ocean Houses of Boca - Highland ("Property") as those interests relate to the Property subject to the Declaration of Covenants and Restrictions therefor, as may be recorded in the Public Records of Palm Beach County, Florida and amended from time to time (the "Declaration"). (Capitalized terms used in these Articles of Incorporation and not otherwise defined herein shall have the meanings given them in the Declaration.) Specific purposes of the Association include, but are not limited to, maintenance of the Common Area, in any, and the enforcement of terms and restrictions as set forth in the Declaration.

III. GENERAL POWERS

The Association shall have all of the powers provided for in Chapter 617 of Florida Statutes, as amended from time to time, together with all other powers conferred by the Declaration, these Articles and/or the By-Laws, including but not limited to the power to assess Members for the costs of performing Association duties and otherwise fulfilling its purposes, to maintain, repair, replace, operate and manage Common Area and such surface water management system as the appropriate local governmental agencies may authorize and require, to promulgate rules and regulations to effectuate the Association's purposes

and to do any and all acts necessary or expedient for carrying out any and all of the activities, objects and purposes consistent with the provisions set forth in these Articles, the Declaration or the By-Laws and not prohibited by the laws of the State of Florida.

IV. MEMBERS

1. A person or entity shall become a Member of the Association upon becoming the Owner of any Lot within the Property. Membership shall continue until such time as the Member transfers or conveys the interest of record or the interest is transferred and conveyed by operation of law. If title to a Lot is held by more than one person, each person shall be a Member of the Association, but no Lot shall be entitled to more than one (1) vote. Membership shall be appurtenant to and may not be separated from ownership of a Lot. The Developer, by subjecting additional real property to the Declaration, may create additional membership in the Association and may designate the ownership basis for such additional membership.

2. There shall be two classes of members. Class A Members shall be all Owners other than the Class B Member. The Class B Member shall be the Declarant and the Developer.

V. VOTING INTERESTS AND ASSESSMENTS

1. Voting rights of each class of membership shall be as provided in the By-Laws of the Association.

2. The Developer shall have the right (but not the obligation) to appoint a majority of the Board of Directors until the Turnover, as described in the Declaration and By-Laws.

3. The Association will obtain funds with which to operate by assessment of its Members in accordance with the provisions of the Declaration, as supplemented by the provisions of the Articles and By-Laws of the Association relating thereto.

VI. BOARD OF DIRECTORS

1. The affairs of the Association shall initially be managed by a Board of Directors consisting of three (3) Directors. From and after Turnover, the Board of Directors shall consist of three (3) members, as established by a duly adopted

resolution of the Board of Directors. As long as the Developer has the right to appoint a majority of the Board of Directors, Directors need not be members of the Association and need not be residents of the State of Florida. Election and removal of Directors shall be as provided in the By-Laws.

2. The names of the members of the first Board of Directors who shall hold office until Turnover as provided in the By-Laws, or until their successors are elected or appointed or have qualified, are as follows:

GARY GORDON

IAN KOOLIK

ROBERT GORDON

VII. OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time, by resolution, create. Any two (2) or more offices may be held by the same person. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the By-Laws. The names of the officers who are to manage the affairs of the Association until their successors are duly elected and qualified are:

President:	GARY GORDON
Vice President/Treasurer:	IAN KOOLIK
Secretary:	ROBERT GORDON

VIII. CORPORATE EXISTENCE

The Association shall have perpetual existence.

IX. BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation.

X. AMENDMENT TO ARTICLES OF INCORPORATION AND BY-LAWS

These Articles of Incorporation may be altered, amended or repealed by the affirmative vote of Members representing all of the votes in the Association. No amendment affecting Developer shall be effective without the prior written consent of Developer.

XI. INCORPORATOR

The name and address of the incorporator is as follows:

JEFFREY A. LEVINE, ESQUIRE
JEFFREY A. LEVINE, P.A.
900 North Federal Highway, Suite 380
Boca Raton, Florida 33432

XII. INDEMNIFICATION OF OFFICERS, DIRECTORS
AND COMMITTEE MEMBERS

1. The Association hereby indemnifies any Director, officer or Association committee member made a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. 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 his capacity as Director, officer or committee member, or in his capacity as Director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' 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 proceeding 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, officer, or committee member did not act in good faith and in the

reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful; and

- B. by or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director, officer or committee member for the Association, or by reason of his being or having been a Director, officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as 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 reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director, officer or committee member seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he 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.

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

XIII. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. No contract or transaction between the Association and one (1) or more of its Directors or officers, or between the Association and any other corporation, partnership, association

or other organization in which one (1) 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, 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.

2. 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.

XIV. DISSOLUTION OR MERGER OF THE ASSOCIATION

1. Upon dissolution of the Association, 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:

- A. Real property contributed to the Association without the receipt of other than nominal consideration by the Developer shall be returned to the Developer unless it refuses to accept the conveyance in whole or in part.
- B. Common Property designated as streets, if any, shall be dedicated to the appropriate local government agency.
- C. Any surface water management systems owned by the Association at dissolution shall be conveyed to an appropriate agency of local government and, if not accepted, said surface water management system shall be dedicated to a similar not for profit corporation to provide for the continued operation and maintenance of the surface water management system.
- D. Remaining assets shall be distributed among the Members as tenants in common, each Member's share of the assets to be determined in accordance with its voting rights.


2. The Association may be dissolved upon a resolution to that effect being recommended by not less than all of the Board of Directors, and, if a decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Section 617.1433, Florida Statutes (1995) or statute of similar import, and approved by all of the voting rights of each and every class of membership as voted by the Members.

3. The Association may be merged into another not for profit corporation upon a resolution to that effect being recommended by all of the members of the Board of Directors, and approved by all of the voting rights of each and every class of membership, as voted by the Members; provided, however, that no merger shall be effective without the consent of the Declarant or the Developer as long as they have the right to appoint any Director to the Board of the Association, which consent may be withheld for any reason whatsoever.

XV. REGISTERED AGENT

The initial registered office of the Association shall be 900 North Federal Highway, Suite 380, Boca Raton, Florida 33432. The initial registered agent at said address shall be Jeffrey A. Levine.

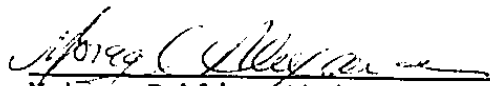
IN WITNESS WHEREOF, the said subscriber has hereunto set his hand this 30th day of August, 1996.


JEFFREY A. LEVINE
Incorporator

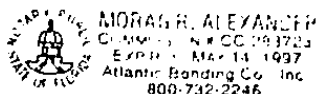
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 30th day of August, 1996, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JEFFREY A. LEVINE, who is personally known to me and who did take an oath.

My Commission Expires:


Notary Public, State of Florida

MORAG R. ALEXANDER
Printed Name of Notary



ACCEPTANCE OF REGISTERED OFFICE/REGISTERED AGENT

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Having been designated to accept service of process for the above-stated Corporation at the place set forth hereinabove, Jeffrey A. Levine hereby accepts such designation and agrees to act in such capacity and to comply with all provisions of Section 617.0503 of the Florida Statutes. The undersigned is familiar with, and accepts the obligations of that position.

BY:

Jeffrey A. Levine
JEFFREY A. LEVINE