

EXHIBIT D

ARTICLES OF INCORPORATION
OF CHATEAU AT BOCA GROVE PLANTATION
CONDOMINIUM ASSOCIATION, INC.

Index

<u>Section</u>	<u>Page</u>
1. DEFINITIONS.....	1
2. NAME.....	1
3. PURPOSE.....	1
4. POWERS.....	1
5. MEMBERS.....	3
6. EXISTENCE.....	3
7. INCORPORATOR.....	3
8. OFFICERS.....	4
9. DIRECTORS.....	4
10. BY-LAWS.....	7
11. AMENDMENTS.....	7
12. INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS.....	7
13. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.....	8
14. ADDRESS OF REGISTERED OFFICE.....	8

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of CHATEAU AT BOCA GROVE PLANTATION CONDOMINIUM ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on November 12, 1987, as shown by the records of this office.

The document number of this corporation is N23412.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
12th day of November, 1987.



Jim Smith
Secretary of State

EXHIBIT D

ARTICLES OF INCORPORATIONOFCHATEAU AT BOCA GROVE PLANTATION
CONDOMINIUM ASSOCIATION, INC.

A Florida Not For Profit Corporation

FILED
1987 NOV 12 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes these Articles of Incorporation, for the purpose of forming a not-for-profit corporation under Chapter 617 (Part I) (1985) of the Florida Statutes (the "Florida Not-For-Profit Corporation Act") in existence as of the date of filing these Articles with the Florida Secretary of State's office, and certifies as follows:

1. DEFINITIONS.

All terms used herein which are defined in the Declaration of Condominium for Chateau at Boca Grove Plantation, a Condominium, (the "Declaration") shall have the same meaning herein as therein.

2. NAME

The name of the corporation shall be CHATEAU AT BOCA GROVE PLANTATION CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association" or "Corporation" located at 7301-A West Palmetto Park Rd., Suite 305-C, Boca Raton, FL 33433.

3. PURPOSE

In accordance with the provisions of Chapter 718, Florida Statutes, the "Condominium Act", a condominium will be created upon certain lands in Palm Beach County, Florida, to be known as: CHATEAU AT BOCA GROVE PLANTATION, A CONDOMINIUM (the "Condominium") according to the Declaration to be recorded in the public records of Palm Beach County, Florida. This Corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the By-Laws of the Corporation, these Articles, the Declaration, and the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this Corporation's capacity as a condominium association.

4. POWERS

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

4.1 The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Declaration or the Condominium Act, and all the powers conferred by the Condominium Act upon a condominium association, and all the powers set forth in the Declaration which are lawful.

4.2 The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

(a) To operate and manage the Condominium, the Condominium Property and the Association Property in accordance with the purpose and intent contained in the Declaration;

(b) To make and collect assessments against members to defray the costs of the Condominium Property and the Association Property and to refund common surplus to members;

(c) To use the proceeds of assessments in the exercise of its powers and duties;

(d) To purchase Association Property;

(e) To maintain, repair, and replace the Condominium Property and the Association Property;

(f) To reconstruct improvements upon the Condominium Property and the Association Property after casualty and to further improve the property;

(g) To make and amend By-Laws for the Association and rules and regulations respecting the use of the Condominium Property and the Association Property;

(h) To enforce by all legal means, including the assessment of fines, the provisions of the Declaration, these Articles, the By-Laws and the rules and regulations for the use of the Condominium Property and the Association Property;

(i) To provide for the management and maintenance of the Condominium Property and the Association Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted to it by the Condominium Act which are non-delegable, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association.

(j) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the

powers above described, including the power to acquire, hold, lease, convey, and deal in real and personal property.

(k) To deal with the Homeowners Association and the Master Association on all matters which affect the Condominium Property, the Association Property, the Unit Owners, or the Association.

(l) To appoint an individual to represent the Association in the Homeowners Association and to replace such individual.

4.3 All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the condominium documents. No part of the income, if any, of the Association shall be distributed to the members, directors, or officers of the Association.

4.4 The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration which governs the use of the Condominium Property and the Association Property.

5. MEMBERS

5.1 All Residential Unit owners in the Condominium shall automatically be members of the Association, and their membership shall automatically terminate when they are no longer owners of a Residential Unit. If a member should transfer his Residential Unit under the provisions of the Declaration, the grantee from such member will automatically acquire membership in the Association. Membership certificates may not be required and may not be issued.

5.2 Voting rights shall be governed by the Declaration and the By-Laws of the Association.

5.3 The share of a member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to his unit.

6. EXISTENCE

This Corporation shall have perpetual existence.

7. INCORPORATOR

The name and address of the incorporator hereof is as follows:

<u>Name</u>	<u>Address</u>
Andrew S. Robins, Esq.	Gunster, Yoakley, Criser & & Stewart, P.A. 777 South Flagler Drive Suite 500 West Palm Beach, FL 33401

8. OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers designated in the By-Laws, who shall serve at the pleasure of the Board of Directors. The names and titles of the officers who shall serve until removed or until the first election at the first annual meeting of the Board of Directors are as follows:

<u>Name</u>	<u>Title</u>
William H. Crickenberger	PRESIDENT
Ralph C. Roberto	VICE PRESIDENT
Elly Scatcherd	SECRETARY/TREASURER

9. DIRECTORS

9.1 The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) directors. The first Board of Directors shall have three (3) members, and the number of Directors on subsequent Boards will be determined from time to time in accordance with the provisions of the By-Laws of the Association.

9.2 Directors shall be elected by the voting members in accordance with the By-Laws at regular annual meetings of the membership of the Association or as otherwise provided in the By-Laws and in the manner set out in the By-Laws. Subject to the By-Laws, directors shall be elected to serve for a term of one (1) year. In the event of a vacancy, the remaining director(s) shall appoint a replacement to serve the balance of the term.

9.3 The Developer, its grantees, successors or assigns, shall have the right for the periods of time hereinafter provided to appoint directors of the Association as follows:

(a) Until the time that Developer has closed the sale of fifteen percent (15%) of all Residential Units that will be operated ultimately by the

Association, Developer may appoint all members of the Board of Directors.

(b) When Residential Unit Owners other than Developer own fifteen percent (15%) or more of all Residential Units that will be operated ultimately by the Association, the Residential Unit Owners other than Developer shall be entitled to elect one-third (1/3) of the members of the Board of Directors.

(c) Residential Unit Owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors when the first of the following occurs:

(1) Three (3) years after the Developer has closed the sale of fifty percent (50%) of all Residential Units that will be operated ultimately by the Association; or

(2) Three (3) months after the Developer has closed the sale of ninety percent (90%) of all Residential Units that will be operated ultimately by the Association; or

(3) When all of the Residential Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or

(4) When some of the Residential Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

(5) When Developer elects to terminate its control of the Association.

So long as the Developer holds for sale in the ordinary course of business five percent (5%) of the Residential Units in the Condominium, the Developer shall be entitled to appoint not less than one (1) member of the Board of Directors.

9.4 Upon the occurrence of any of the events listed in Section 9.3(c), a special meeting of members for the purpose of electing interim directors will be held upon due and proper notice in accordance with applicable law and the By-Laws of the Association. The special meeting which shall be held when Residential Unit Owners other than the Developer are entitled

to elect a majority of directors, shall constitute the first annual meeting of the members of the Association.

9.5 Notwithstanding anything to the contrary herein, at any meeting in which Residential Unit Owners other than the Developer have the right to elect members of the Board of Directors of the Association, a majority of Residential Unit Owners (other than the Developer) present at a meeting where a quorum is present as provided hereinafter, shall be required to elect the Residential Unit Owner member(s) to the Board of Directors. A majority of the Residential Unit Owners other than the Developer as of the date of the notice for the meeting shall constitute a quorum.

9.6 The Developer shall be entitled at any time to remove or replace any director originally selected by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one or more of the directors it is entitled to appoint.

9.7 Any employee or agent of a business entity Residential Unit Owner, such as Developer, shall be eligible to serve as a director of the Association. The directors herein named shall serve until the first election of directors and any vacancies in their number occurring before the first election shall be filled by the Developer. No directors or officers appointed by the Developer need be members of the Association; however, all other officers and directors must be members of the Association or an employee or agent of a business entity member of the Association.

9.8 All officers shall be elected by the Board of Directors in accordance with the By-Laws at regular, annual meetings of the Board of Directors, to be held immediately following the annual meetings of the membership or as otherwise provided in the By-Laws. The Board of Directors shall elect a President, Vice President, Secretary, Treasurer, and such other officers as it shall deem desirable, consistent with the By-Laws. The President shall be elected from among the Board of Directors; no other officer need be a director.

9.9 The following persons shall constitute the first Board of Directors, and shall hold office and serve until removed or until their successors are elected at the first annual meeting of the members:

<u>Name</u>	<u>Address</u>
William H. Crickenberger	7301-A West Palmetto Park Road Suite 305-C Boca Raton, Florida 33433
Ralph C. Roberto	7301-A West Palmetto Park Road Suite 305-C Boca Raton, Florida 33433

Elly Scatcherd

7301-A West Palmetto Park Road
Suite 305-C
Boca Raton, Florida 33433

9.10 For so long as the Developer holds any Residential Units for sale in the ordinary course of business, none of the following actions may be taken without the prior written approval of the Developer:

(a) Assessment against Units owned by the Developer for capital improvements.

(b) Any action by the Association that would be detrimental to the sales of Units by the Developer. However, an increase in assessments for Common Expenses without discrimination against the Developer shall not be deemed to be detrimental to the sales of Units.

10. BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and shall be attached to the Declaration to be recorded in the public records of Palm Beach County, Florida. The By-Laws may be altered, amended, or rescinded only at duly called meetings of the members, in the manner provided in the By-Laws.

11. AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the "Florida Not-For-Profit Corporation Act".

12. INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

Every director, officer and committee member of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director, officer or committee member at the time such expenses are incurred, except in such cases wherein the director, officer or committee member is adjudged guilty of wilful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director, officer or committee 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 interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of directors who

were not parties to such proceedings. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer or committee member may be entitled.

13. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

13.1 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, trust 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, or solely because said officer's or director's votes are counted for such purpose. No director or officer of the Association shall incur liability solely by reason of the fact that said director or officer may be interested in any such contract or transaction.

13.2 Interested officers and 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.

14. ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this Corporation in the State of Florida shall be: Corporation Information Services, 502 E. Park Avenue, Tallahassee, Florida 32301.

The Board of Directors may from time to time move the registered office to any other address in Florida and/or change the registered agent, without amending these Articles.

IN WITNESS WHEREOF, the undersigned has set his hand and seal, at Palm Beach County, Florida, this 4 day of November, 1987.

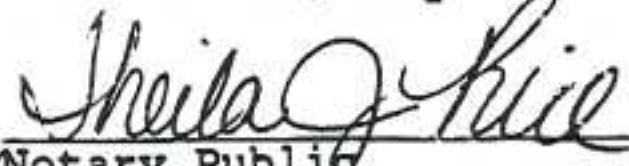


(SEAL)
Andrew S. Robins, Esquire

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this
day of November, 1987, by Andrew S. Robins, Esq. the
incorporator named herein.


Notary Public

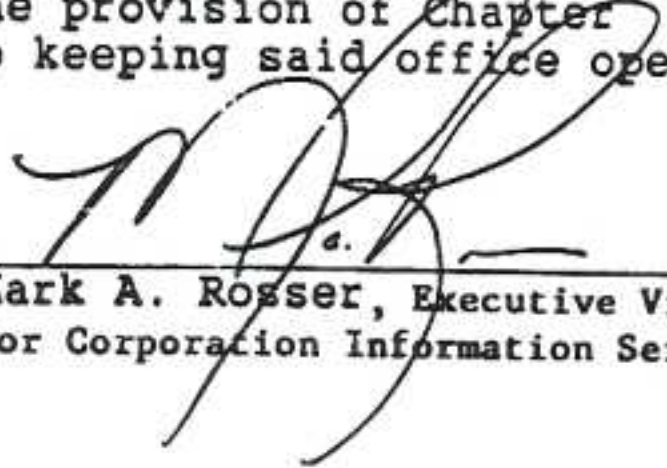
My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Jan. 21, 1989

(NOTARY SEAL)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.


Mark A. Rosser, Executive Vice-President
for Corporation Information Services, Inc.

FILED
1987 NOV 12 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT CHATEAU AT BOCA GROVE PLANTATION CONDOMINIUM ASSOCIATION,
INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF BOCA RATON,
STATE OF FLORIDA, NAMED MARK A. ROSSER LOCATED AT CORPORATION
INFORMATION SERVICES, 502 E. PARK AVENUE, CITY OF TALLAHASSEE, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

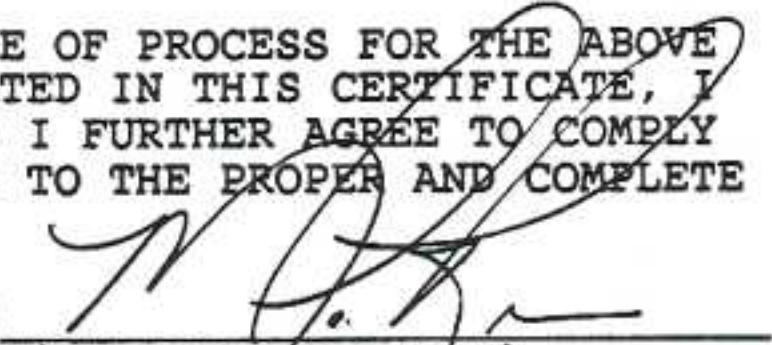
SIGNATURE 

(CORPORATE OFFICER)

TITLE: PRESIDENT

DATE November 4, 1987

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE 

(REGISTERED AGENT)

DATE November 10, 1987