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101-0099-5

EXHIBIT "C" TO THE
DECLARATION OF CONDOMINIUM OF
PROMENADE AT BOCA POINTE CONDOMINIUM NO. 3

ARTICLES OF INCORPORATION
OF
PROMENADE AT BOCA POINTE CONDOMINIUM ASSOCIATION NO. 3, INC.

84793 P0457

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles
of Incorporation of PROMENADE AT BOCA POINTE CONDOMINIUM ASSOCIATION
NO. 3, INC.

a corporation organized under the Laws of the State of Florida,
filed on November 13, 1984.

The charter number for this corporation is NO6141.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
14th day of November, 1984.



George Firestone
Secretary of State

WP-104 CER-101

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NO6141

ARTICLES OF INCORPORATION
OF
PROMENADE AT BOCA POINTE CONDOMINIUM ASSOCIATION NO. 3, INC.

We, the undersigned, for the purpose of forming a not for profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be PROMENADE AT BOCA POINTE CONDOMINIUM ASSOCIATION NO. 3, INC. For convenience, the corporation shall herein be referred to as the "Association."

ARTICLE II

PURPOSES AND POWERS

The Association shall have the following powers:

A. To operate PROMENADE AT BOCA POINTE CONDOMINIUM NO. 3 (referred to herein as the "Condominium"), and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the Declaration of Condominium recorded among the Public Records of Palm Beach County, Florida.

B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium.

D. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce the Condominium Act of the State of Florida, the Declaration of Condominium, the By-Laws and the Rules and Regulations of the Association.

RECORDER'S MEMO: Legibility
of Writing, Typing or Printing
unsatisfactory in this document
when received.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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E. To contract for the management of the Condominium.

F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

G. 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 of Condominium, the By-Laws and the Condominium Act. The Association shall also have all of the powers of Condominium Associations under and pursuant to Chapter 718, Florida Statutes, the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association.

ARTICLE III

MEMBERS

A. Each unit owner in the Condominium and the Incorporators to these Articles shall automatically be members of the Association. Membership of the Incorporators shall terminate upon the Developer being divested of all units in the Condominium and upon control of the Association being turned over to the unit owners in the Condominium.

B. Membership, as to all members other than the Incorporators, shall commence upon the acquisition of fee simple title to a unit in the Condominium and shall terminate upon the divestment of title to said unit.

C. On all matters as to which the membership shall be entitled to vote there shall be only one vote for each unit, which vote shall be exercised in the manner provided by the Declaration of Condominium and the By-Laws.

D. 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 his unit.

ARTICLE IV

EXISTENCE

The Association shall have perpetual existence.

ARTICLE V
INCORPORATORS

The names and addresses of the Incorporators to these Articles of Incorporation are as follows:

NAME	ADDRESS
Gordon Deckelbaum	7321 Promenade Drive Boca Raton, Florida
Morris Richter	7321 Promenade Drive Boca Raton, Florida
Sam Richter	7321 Promenade Drive Boca Raton, Florida

ARTICLE VI
DIRECTORS

A. The Condominium and Association affairs shall be managed by a Board of Directors composed initially of three persons, in accordance with Article III of the Association's By-Laws.

B. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article III of the Association's By-Laws. Should a vacancy occur on the Board, the remaining Directors shall select a member to fill the vacancy until the next annual meeting of the membership.

The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of Article III of the Association's By-Laws:

NAME	ADDRESS
Gordon Deckelbaum	7321 Promenade Drive Boca Raton, Florida
Morris Richter	7321 Promenade Drive Boca Raton, Florida
Sam Richter	7321 Promenade Drive Boca Raton, Florida

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ARTICLE VII

OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Gordon Deckelbaum	President	7321 Promenade Drive Boca Raton, Florida
Morris Richter	Vice President	7321 Promenade Drive Boca Raton, Florida
Sam Richter	Secretary/ Treasurer	7321 Promenade Drive Boca Raton, Florida

ARTICLE VIII

BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such a manner as will prejudice the rights of the Developer of the Condominium or mortgagees of units without their prior written consent.

ARTICLE IX

AMENDMENTS TO ARTICLES

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

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

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the members of the Association having a majority of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of 66-2/3% of the entire Board of Directors and by an affirmative vote of the members having 75% of the votes of the Association.

C. No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon condominium units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

D. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

ARTICLE X

INDEMNIFICATION

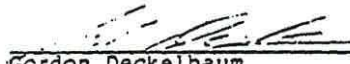
Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Association, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director or Officer may be entitled.

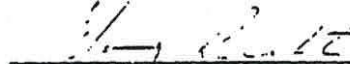
ARTICLE XI


INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be at 7321 Promenade Drive, Boca Raton, Florida, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered office is at the above address and the initial registered agent therein is Gordon Deckelbaum.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 12th day of November, 1984


Gordon Deckelbaum

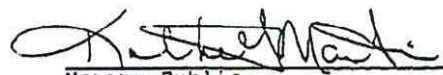

Morris Richter


Sam Richter

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
SS:
COUNTY OF PALM BEACH)

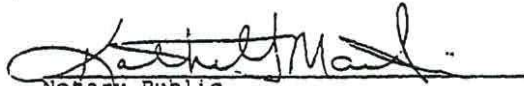
The foregoing instrument was acknowledged before me this 12th day of November, 1984 by Gordon Deckelbaum.


Notary Public,
State of Florida at Large.

My Commission Expires Aug. 13, 1987
I have the honor to certify this

STATE OF FLORIDA)
) SS:
 COUNTY OF PALM BEACH)

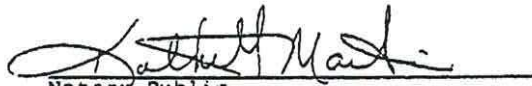
The foregoing instrument was acknowledged before me this 12th
 day of November, 1984 by Morris Richter.


 Notary Public,
 State of Florida at Large

Notary Public, State of Florida
 My Commission Expires Aug. 15, 1987
 Renewal Due Date (not necessary) 1986

STATE OF FLORIDA)
) SS:
 COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12th
 day of November, 1984 by Sam Richter.


 Notary Public,
 State of Florida at Large

My Commission Expires Aug. 15, 1987
 Renewal Due Date (not necessary) 1986

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