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04/19/89
101-6269-6

EXHIBIT "D" TO THE
DECLARATION OF CONDOMINIUM OF
NASSAU BAY II, A CONDOMINIUM

ARTICLES OF INCORPORATION
OF
NASSAU BAY II CONDOMINIUM ASSOCIATION, INC.

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of NASSAU BAY II CONDOMINIUM ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on July 11, 1989, as shown by the records of this office.

The document number of this corporation is N33190.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
11th day of July, 1989.



Jim Smith

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION
OF
NASSAU BAY II CONDOMINIUM ASSOCIATION, 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 NASSAU BAY II CONDOMINIUM ASSOCIATION, 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 NASSAU BAY II, A CONDOMINIUM (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 Bylaws 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 Bylaws 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 Bylaws and the Rules and Regulations of the Association.

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 Bylaws 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, the Incorporator to these Articles, and the initial Board of Directors shall automatically be members of the Association. Membership of the Incorporator and Directors 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 Incorporator and initial Board of Directors, 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 Bylaws.

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

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Henry H. Yusem whose address is P.O. Box 2040, Boca Raton, Florida 33432.

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 Bylaws.

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 Bylaws. 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 Bylaws:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Henry H. Yusem | P.O. Box 2040 Boca Raton, Florida 33432 |
| Joseph F. Henn | P.O. Box 2040 Boca Raton, Florida 33432 |
| Patricia B. Curran | P.O. Box 2040 Boca Raton, Florida 33432 |

ARTICLE VII

OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws, 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 Bylaws are as follows:

| <u>NAME</u> | <u>TITLE</u> | <u>ADDRESS</u> |
|--------------------|----------------------------------|--|
| Henry H. Yusem | President | P.O. Box 2040 Boca Raton, Florida 33432 |
| Joseph F. Henn | Vice President and Secretary | P.O. Box 2040 Boca Raton, Florida 33432 |
| Patricia B. Curran | Treasurer and Asst. Secretary | P.O. Box 2040 Boca Raton, Florida 33432 |

ARTICLE VIII

BYLAWS

The Bylaws of the Association shall be adopted by the initial Board of Directors. The Bylaws may be amended in accordance with the provisions thereof, except that no portion of the Bylaws 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

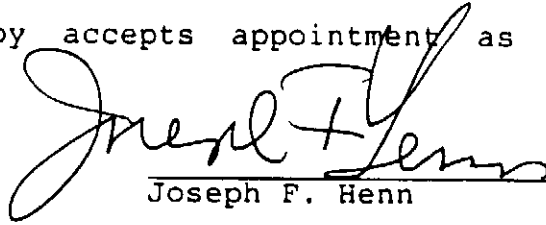
AMENDMENTS TO ARTICLES

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.

The undersigned hereby accepts appointment as Registered Agent.

A handwritten signature in cursive script, appearing to read "Joseph F. Henn", written over a horizontal line.

Joseph F. Henn