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FLORIDA NON-PROFIT CORPORATION

HAVERHILL COMMERCE PARK PROPERTY OWNERS' ASSOCIATION

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ARTICLES OF INCORPORATION
OF
HAVERHILL COMMERCE PARK
PROPERTY OWNERS' ASSOCIATION, INC.

The undersigned, hereby establishes the following for the purpose of becoming a corporation not-for-profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not-for-profit.

ARTICLE I

Name of Corporation

The name of this Corporation (hereinafter the "Corporation") shall be HAVERHILL COMMERCE PARK PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Corporation are:

c/o Nason, Yeager, Gerson, White & Lioce, P.A.
Attention: Alan I. Armour II, Esquire
1645 Palm Beach Lakes Boulevard, Suite 1200
West Palm Beach, Florida 33401

ARTICLE III

Purposes

Haverhill Commerce Park, Ltd., a Florida limited partnership, its successors and assigns (hereinafter collectively the "Declarant"), is developing certain property in the City of Boynton Beach, Palm Beach County, Florida, known as "Haverhill Commerce Park" (hereinafter the "Park"). The Park is more particularly described in the Declaration of Restrictions and Protective Covenants For Haverhill Commerce Park (hereinafter the "Declaration"). The

purpose of this Corporation is to own, lease, maintain, operate, and/or administer certain property within or related to the operation of the Park. Defined terms used but not defined in these Articles of Incorporation shall have the meanings ascribed to them in the Declaration.

ARTICLE IV

Powers and Limitations

A. The Corporation shall have the power:

1. To own, lease, operate, maintain, and administer the Common Areas, and other property within or related to the operation of the Park, for the common good of members of the Corporation.

2. To establish reasonable rules and regulations regarding the property within the Park.

3. To carry out all the powers and duties vested in the Corporation pursuant to these Articles and the Bylaws of the Corporation, and pursuant to the Declaration.

4. To do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes, and Chapter 607, Florida Statutes, respectively.

5. To engage professional management agents to manage its affairs, and pay a fee therefor.

6. To grant easements and leases to any Owner over, under through, and/or across the Common Areas, for or without compensation to this Corporation, without any need to obtain the approval or joinder of any member or lien holder thereof.

B. The Corporation is not organized for profit, nor shall it have the power to issue certificates of stock or pay dividends.

C. All funds and title to all interest in property acquired by the Corporation, whether fee simple or leasehold or otherwise, and the proceeds thereof shall be held in trust for members of the Corporation.

D. The Corporation shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

ARTICLE V

Corporate Existence

This Corporation shall have perpetual existence unless sooner dissolved by law. The Corporation may be dissolved upon unanimous resolution to that effect being adopted by the members of the Board of Directors and approved by an affirmative vote of at least eighty-five percent (85%) of all of the total Voting Rights (as said term is defined in the Bylaws) in the Park, and, after receipt of an appropriate decree of dissolution, if such decree is necessary at the time of dissolution as set forth in Florida Statutes, Chapter 617, or statute of similar import.

ARTICLE VI

Qualifications for Members and Manner of Admission and Voting Rights

The qualifications for members and the manner of their admission and voting rights shall be as regulated by the Bylaws of the Corporation and the Declaration. The Corporation shall have two (2) classes of membership: (i) the "Class A Membership", which consists of each person or entity who acquires the fee simple record title to any Lot, and (ii) the "Class B Membership", which consists solely of the Declarant.

ARTICLE VII

Directors

A. The business of this Corporation shall be conducted by a Board of Directors, consisting of not less than three (3) nor more than seven (7) directors. The initial Board of Directors shall consist of three (3) directors.

B. The election of directors, their removal and the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of this Corporation.

ARTICLE VIII

Officers

The affairs of the Corporation shall be managed by a president, vice president, secretary and treasurer, and such other officers as may be authorized by the Board of Directors. A person may hold more than one such office provided that the same person shall not hold the offices of

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President and Secretary simultaneously. Said officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors and shall hold office until their successors shall be duly elected and qualified, or until they are removed, or until they resign, whichever first occurs. The first officers of the Corporation shall be:

President:	Edward S. Williams
Vice President:	Anthony E. Feilback
Secretary/Treasurer:	Andrea J. McClung

ARTICLE IX

Names and Addresses of Directors

The names and addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles of Incorporation and Bylaws of the Corporation shall be:

<u>Name</u>	<u>Address</u>
1. Edward S. Williams	c/o Alan I. Armour II, Esquire Nason, Yeager, Gerson, White & Lioce, P.A. 1645 Palm Beach Lakes Boulevard, Suite 1200 West Palm Beach, Florida 33401
2. Anthony E. Feilback	c/o Alan I. Armour II, Esquire Nason, Yeager, Gerson, White & Lioce, P.A. 1645 Palm Beach Lakes Boulevard, Suite 1200 West Palm Beach, Florida 33401
3. Andrea J. McClung	c/o Alan I. Armour II, Esquire Nason, Yeager, Gerson, White & Lioce, P.A. 1645 Palm Beach Lakes Boulevard, Suite 1200 West Palm Beach, Florida 33401

ARTICLE X

Bylaws

The first bylaws of the Corporation shall be adopted by the Board of Directors named herein and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI

Indemnification

A. The Corporation shall indemnify any director and/or officer of the Corporation, and/or any member of the Architectural Review Committee (collectively referred to herein as the "Indemnitees" and individually referred to herein as an "Indemnitee"), made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding as follows. This indemnification shall extend to any action of a judicial, administrative, criminal, or investigative nature (including but not limited to, an action by the Corporation), brought by or against an Indemnitee, based on an act, or acts, alleged to have been committed by such Indemnitee, in his capacity as an officer, director or member of the Architectural Review Committee. In any such action, the Indemnitee shall be indemnified against judgments, losses, liabilities, costs, 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, provided such Indemnitee did not act with gross negligence or willful misconduct. 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 Indemnitee acted with gross negligence or willful misconduct.

B. Indemnification as provided in this Article shall continue as to a person who has ceased to be a director, officer, or member of the Architectural Review Committee, and shall inure to the benefit of the heirs, executors, and administrators of such person. References herein to directors, officers and member of the Architectural Review Committee, shall include not only current directors, officers, and members of the Architectural Review Committee, but former directors, former officers, and former members of the Architectural Review Committee as well.

C. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is a director or officer of the Corporation, or a member of the Architectural Review Committee, 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 Corporation would have the power to indemnify him against such liability under the provisions of this Article.

D. The aforementioned rights shall be in addition to, and not exclusive of, all other rights to which such director, officer or member of the Architectural Review Committee may be entitled.

ARTICLE XII

Transactions in Which Directors or Officers Are Interested

No contract or transaction between the Corporation and one (1) or more of its officers or directors, or between the Corporation and any other corporation, partnership, association, or other organization in which one (1) or more of its directors or officers are directors or officers of this Corporation, or have a financial interest in this Corporation, 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 directors or officers of the Corporation shall incur liability merely by reason of the fact that he is or may be interested in any such contract or transaction.

ARTICLE XIII

Amendments

A. Amendments to these Articles of Incorporation shall be approved by (1) the affirmative vote of at least two-thirds (2/3) of the entire membership of the Board of Directors and by the affirmative vote of at least a majority of the Voting Rights in the Park, or (2) the affirmative vote of at least two-thirds (2/3) of the Voting Rights in the Park.

B. A copy of each amendment of the Articles of Incorporation as approved must be filed with the Secretary of State of the State of Florida, or such other person required by Florida law, and shall be recorded in the Public Records of Palm Beach County, Florida.

C. Anything to the contrary herein notwithstanding, until such time as the Declarant has relinquished control of the Corporation, no such amendment shall be effective without the written consent of the Declarant. Any attempt to amend or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE XIV

Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:

NameAddress

Alan I. Armour II

c/o Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Boulevard, Suite 1200
West Palm Beach, Florida 33401

ARTICLE XV

Initial Registered Office and Agent

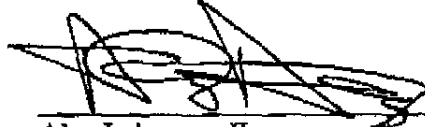
The street address of the initial registered office of this Corporation is c/o Nason, Yeager, Gerson, White & Lioce, P.A., 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation is Alan I. Armour II.

ARTICLE XVI

Miscellaneous

These Articles of Incorporation, the Bylaws and the Declaration shall be read and interpreted consistently. However, in the event of any conflict in the terms thereof, the terms of the Declaration shall prevail over the terms of the Articles of Incorporation and the Bylaws, and the terms of the Articles of Incorporation shall prevail over the terms of the Bylaws.

IN WITNESS OF THE FOREGOING, the undersigned has hereunto set his hand and seal in acknowledgment of the foregoing Articles of Incorporation, this 13 day of December, 2002, which Articles of Incorporation are to be filed in the Office of the Secretary of State.



Alan I. Armour II

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

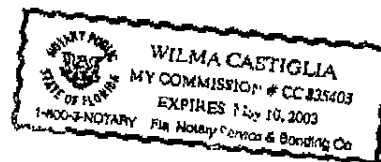
The foregoing instrument was acknowledged before me this 13th day of December, 2002, by Alan I. Armour II, who is personally known to me.

Wilma Castiglia
Notary Signature

Wilma Castiglia
Print Notary Name

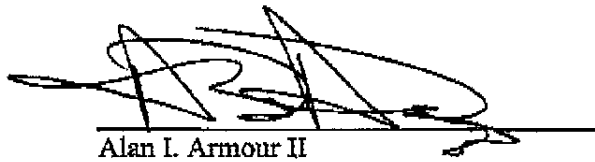
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby consent to and accept the appointment to act as registered agent for Haverhill Commerce Park Property Owners' Association, Inc., a Florida corporation not-for-profit, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.


Alan L. Armour II

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