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From:

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**FLORIDA NON-PROFIT CORPORATION**

Portside Association, Inc.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
PORTSIDE ASSOCIATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby associate themselves together for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, the Florida Not for Profit Corporation Act, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be PORTSIDE ASSOCIATION, INC. For convenience this corporation shall be referred to as the "Association". The principal office is located at 2321 East Las Olas Boulevard, Fort Lauderdale, Florida 33301.

ARTICLE II - PURPOSE

1. The purpose for which the Association is organized is to manage, operate and maintain PORTSIDE, a private storage warehouse facility, hereinafter referred to as the "Project". Except as otherwise provided herein, the terms used in these Articles of Incorporation shall be defined in accordance with the Declaration of Covenants, Conditions and Restrictions of the Project.

2. This Association is organized for the purpose of providing a convenient means of administering the Project by the owners thereof.

3. The Association shall not issue shares of stock and shall make no distribution of income or profit to its members, Directors or Officers.

ARTICLE III - POWERS

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.

2. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including but not limited to the following:

A. To adopt a budget or budgets and to make and collect assessments against members to defray the costs of the Project.

B. To use the proceeds of assessments in the exercise of its powers and duties.

C. To maintain, manage, repair, replace and operate all the Project Property, including but not limited to obtaining and maintaining adequate insurance to protect the Association and the Project Property.

D. To reconstruct improvements after casualty and construct further improvements to all the Project Property.

E. To make and amend rules and regulations governing the operation and use of all Project Property.

F. To enforce by legal means the provisions of the Declaration of Covenants, Conditions and Restrictions, these Articles, the By-Laws of the Association and the Rules and Regulations for the use of all the Project Property.

G. To contract for the management of the Project and to delegate to such contractor all powers and duties of the Association except such as are specifically required by any of the Project Documents to have approval of the Board of Directors or the members of the Association.

H. Notwithstanding anything herein to the contrary, the Association shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(7), of the Internal Revenue Code and its regulations as the same may now exist or as they may be hereinafter amended from time to time.

3. All funds and the titles to all property 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 Declaration of Covenants, Conditions and Restrictions of the Project.

4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions of the Project.

#### ARTICLE IV - MEMBERS

The qualifications of members, the manner of their admission, and voting by members shall be as follows:

1. All Owners of units in the Project shall be members of this Association, and no other persons or entities shall be entitled to membership. Each Unit shall be entitled to one vote.

2. Changes in membership in the Association shall be established by the recording in the Public Records of Broward County, Florida, of a deed or other instrument establishing a change of record title to a Unit in the Project and the delivery to the Association of a copy of such recorded instrument, the new Owner designated by such instrument thereby becoming a member of the Association. The membership of the prior Owner shall be thereby terminated. The Association shall keep a membership book containing the name and address of each member.

3. 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 V - DIRECTORS

1. All corporate powers shall be exercised by or under the authority of, and the affairs of a corporation shall be managed under the direction of a Board of Directors. The Board of Directors shall consist of not less than three (3) nor more than seven (7) Directors as shall be determined by the By-Laws, provided that there shall always be an odd number of Directors. In the absence of a determination as to the number of Directors, the Board shall consist of three (3) Directors.

2. Directors of the Association shall be appointed or elected at the annual meeting of the members in the manner determined by the By-Laws.

3. Until the first election of Directors, the names and addresses of the members of the initial Board of Directors are as follows:

JACK OBERHOLTZER	2321 East Las Olas Boulevard Fort Lauderdale, Florida 33301
JODY OBERHOLTZER	2321 East Las Olas Boulevard Fort Lauderdale, Florida 33301
KAYE PEARSON	1115 N.E. 9 <sup>th</sup> Avenue Fort Lauderdale, Florida 33304

#### ARTICLE VI - OFFICERS

The affairs of the Association shall be administered by a President, a Vice President, and a Secretary/Treasurer, all of whom shall be Directors, and as many Assistant Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine, who need not be Directors. Such Officer's shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, which officers shall serve without compensation at the pleasure of the Board of Directors. The same person may hold two offices, the duties of which are not incompatible

provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary/Treasurer or Assistant Secretary/Treasurer be held by the same person. The names of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT	KAYE PEARSON
VICE-PRESIDENT	JACK E. OBERHOLTZER
SECRETARY/TREASURER	JODY OBERHOLTZER

ARTICLE VII - Indemnification

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, 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 or Officer of the Association or any settlement thereof, whether or not he is 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 misconduct, gross negligence or willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being for the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. The use of any gender shall include all genders where appropriate.

ARTICLE VIII - BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors and may be altered, amended, or rescinded in the manner set forth in the By-Laws.

ARTICLE IX - AMENDMENTS

Amendments to the Articles of Incorporation shall be made in the following manner:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting.
2. Written notice of the meeting shall be sent by mail to each member at his address as it appears on the books of the Association not less than fourteen (14) days nor more than sixty (60) days prior to the date of the meeting. The notice shall set forth the proposed amendment or a summary of the changes to be effected thereby. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.
3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon.
4. Any number of amendments may be submitted to the members and voted upon by them at one meeting.
5. If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though Section 1 had been satisfied.
6. The members may amend the Articles of Incorporation, without an act of the Directors, at a meeting for which notice of the changes to be made is given.
7. An amendment shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Broward County, Florida.

ARTICLE X - TERM

The term of the Association shall be the life of the Project unless the Association is terminated sooner in accordance with the Declaration of Covenants, Conditions and Restrictions. The Association shall be terminated by the termination of the Project.

ARTICLE XI - INCORPORATORS


The names and addresses of the incorporators who shall also constitute the first Board of Directors to hold office until successors are elected and have qualified are as follows:


NAME	ADDRESS
KAYE PEARSON	1115 N.E. 9 <sup>th</sup> Avenue Fort Lauderdale, Florida 33304
JACK OBERHOLTZER	2321 East Las Olas Boulevard Fort Lauderdale, Florida 33301
JODY OBERHOLTZER	2321 East Las Olas Boulevard Fort Lauderdale, Florida 33301

ARTICLE XII - REGISTERED AGENT AND REGISTERED OFFICE

The Corporation hereby appoints HENRY W. JOHNSON, as its registered agent to accept service of process within this State. The registered office of the Association shall be at 1401 University Drive, Suite 301, Coral Springs, Florida 33071, or such other place as the Board of Directors may designate.

IN WITNESS WHEREOF, the incorporators have executed this document this 27 day of February, 2004

  
\_\_\_\_\_  
KAYE PEARSON


  
\_\_\_\_\_  
JACK OBERHOLTZER


  
\_\_\_\_\_  
JODY OBERHOLTZER

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 27 day of February, 2004, by KAYE PEARSON, who is personally known to me or who has produced a driver's license as identification.

My Commission Expires:

  
\_\_\_\_\_  
Notary Public

 Henry W. Johnson  
Commission # 03 076130  
Expires Jan. 16, 2006  
Bonded Through  
Atlantic Bonding Co, Inc.

STATE OF OHIO  
COUNTY OF ASHLAND

The foregoing instrument was acknowledged before me this 27 day of February, 2004, by JACK E. OBERHOLTZER, who is personally known to me or who has produced a driver's license as identification.

My Commission Expires:



Henry W. Johnson  
Commission # DD 076430  
Expires Jan. 16, 2006  
Bonded thru  
Atlantic Bonding Co., Inc.

Notary Public

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 27 day of February, 2004, by JODY OBERHOLTZER, who is personally known to me or who has produced a driver's license as identification.

My Commission Expires:



Henry W. Johnson  
Commission # DD 076430  
Expires Jan. 16, 2006  
Bonded thru  
Atlantic Bonding Co., Inc.

Notary Public

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED.  
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First that PORTSIDE ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation at the City of Coral Springs, County of Broward, State of Florida, has named HENRY W. JOHNSON of the City of Coral Springs, County of Broward, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

\_\_\_\_\_  
HENRY W. JOHNSON

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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