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FLORIDA NON-PROFIT CORPORATION

High Ridge II Commerce Center Owners Association, Inc

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**ARTICLES OF INCORPORATION  
FOR  
HIGH RIDGE II COMMERCE CENTER  
OWNERS ASSOCIATION, INC.**

The undersigned subscribers by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

**ARTICLE 1**

**NAME**

The name of the corporation shall be HIGH RIDGE II COMMERCE CENTER OWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

**ARTICLE 2**

**PURPOSE**

The purpose for which the Association is organized is to operate and maintain certain portions of the Property in accordance with the terms, provisions and conditions contained in the Declaration and to carry out the covenants and enforce the provisions relative to the Association as set forth in the Declaration and to operate, lease, trade, sell and otherwise deal with the personal and real property of the Association.

**ARTICLE 3**

**DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Covenants, Restrictions and Easements for High Ridge II Commerce Center ("Declaration") to be recorded in the Public Records of Broward County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

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#### ARTICLE 4

##### POWERS

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

4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, or the By-Laws.

4.2 Enumeration. The Association shall have all of the powers and duties except as limited by these Articles, the By-Laws and the Declaration, reasonably necessary to operate the Common Properties pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect both regular and special Assessments and other charges against members as Owners, and to use the proceeds thereof in the exercise of its powers and duties.
- (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
- (c) To maintain, repair, replace, reconstruct, add to and operate the Common Properties, and other property acquired or leased by the Association.
- (d) To purchase insurance upon the Common Properties and insurance for the protection of the Association, its officers, directors and Owners.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Common Properties and for the health, comfort, safety and welfare of the Owners.
- (f) To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declaration.
- (g) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Common Properties, as the same may be amended from time to time, subject, however, to the limitation regarding assessing Units owned by the Declarant for fees and expenses relating in any way to claims or potential claims against the Declarant as set forth in the Declaration and/or By-Laws.
- (h) To contract for the management and maintenance of the Common Properties and to authorize a management agent (who may be an affiliate of the Declarant) to assist the Association in carrying out its powers and duties by

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performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Properties with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

- (i) To employ personnel to perform the services required for the proper operation of the Condominium.

4.3 Common Properties. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

4.4 Distribution of Income; Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration and the By-Laws.

## ARTICLE 5

### MEMBERS

5.1 Membership. The members of the Association shall consist of all of the record title owners of Building Units (collectively "Units") in the Association from time to time, and after termination of the Association, shall also consist of those who were members at the time of such termination, and their successors and assigns.

5.2 Assignment. 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 the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, each Unit shall be entitled to one vote, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws.

5.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

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ARTICLE 6TERM OF EXISTENCE

The Association shall have perpetual existence. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar owners' association or a public agency having a similar purpose, or any member may petition the applicable Circuit Court of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved corporation and its properties in the place and stead of the dissolved corporation and to make such provisions as may be necessary for the continued management of the affairs of the dissolved corporation and its properties.

ARTICLE 7SUBSCRIBER

The name and address of the subscriber to these Articles is as follows:

NAMEADDRESS

Glen R. Gilbert

1750 East Sunrise Boulevard  
Fort Lauderdale, Florida 33304ARTICLE 8OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Seth M. Wise

Vice President: Jason Hochman

Secretary/Treasurer: Glen R. Gilbert

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**ARTICLE 9****DIRECTORS**

9.1 **Number and Qualification.** The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Association or residents of Units in the Condominium.

9.2 **Duties and Powers.** All of the duties and powers of the Association existing under the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Owners when such approval is specifically required.

9.3 **Election; Removal.** Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

9.4 **Term of Declarant's Directors.** The Declarant of the Association shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.

9.5 **First Directors.** The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

| <b><u>NAME</u></b> | <b><u>ADDRESS</u></b>                                       |
|--------------------|---|
| Seth M. Wise       | 4150 S.W. 28 <sup>th</sup> Way<br>Fort Lauderdale, FL 33312 |
| Jason Hochman      | 4150 S.W. 28 <sup>th</sup> Way<br>Fort Lauderdale, FL 33312 |
| Glen R. Gilbert    | 1750 East Sunrise Boulevard<br>Fort Lauderdale, FL 33304    |

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ARTICLE 10INDEMNIFICATION

10.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith, nor in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

10.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article 10.

10.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

10.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such,

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whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

10.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

#### ARTICLE 11

##### BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

#### ARTICLE 12

##### AMENDMENTS

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

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

12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. The approvals must be:

- (a) by not less than a majority of the votes of all of the members of the Association represented at a meeting at which a quorum thereof has been attained and by not less than 66-2/3% of the entire Board of Directors; or
- (b) after control of the Association is turned over to Owners other than the Declarant, by not less than 66-2/3% of the votes of all of the members of the Association represented at a meeting at which a quorum has been attained; or
- (c) by not less than one hundred percent (100%) of the entire Board of Directors.

12.3 Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4 or 4.5 of Article 4, entitled "Powers," without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or

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reserved to the Declarant, or an affiliate of the Declarant, unless the Declarant shall join in the execution of the amendment. No amendment to this paragraph 12.3 shall be effective.

12.4 The Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Declarant alone.

12.5 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Dade County, Florida.

ARTICLE 13

INITIAL REGISTERED OFFICE;

ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this corporation shall be at 1750 East Sunrise Boulevard, Fort Lauderdale, Florida 33304 with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Glen R. Gilbert.

IN WITNESS WHEREOF, the subscriber has affixed his signature the day and year set forth below.

  
Glen R. Gilbert, Incorporator

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

In compliance with the laws of Florida, the following is submitted:

First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, at 4150 S.W. 28<sup>th</sup> Way, Fort Lauderdale, Broward County, State of Florida, the corporation named in the said articles has named Glen R. Gilbert located at 1750 East Sunrise Boulevard, Fort Lauderdale, County of Broward, State of Florida, as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Glen R. Gilbert  
REGISTERED AGENT

DATED this 22nd day of  
March, 2004.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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