

No 600007981

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

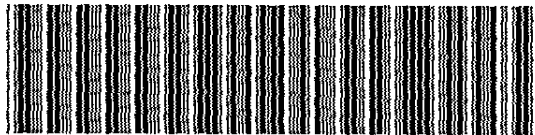
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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07/27/06--01006--023 \*\*78.75

RECEIVED  
06 JUL 27 AM 11:20  
STATE REGISTRATIONS  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
FILED  
06 JUL 27 PM 1:00  
SECRETARY OF STATE  
DIVISION OF CORPORATION

# ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, Fl 32308

850-222-2785

City/St/Zip

Phone #

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- 1100 COMMERCE PARK PROPERTY OWNERS ASSOCIATION, INC.

2-

3-

4-

Walk-in

Pick-up time ASAP

Certified Copy

Mail-out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 JUL 27 PM 1:00

ARTICLES OF INCORPORATION  
1100 COMMERCE PARK PROPERTY OWNERS ASSOCIATION, INC.  
(a Corporation Not for Profit)

In order to form a corporation under and in accordance with the provisions of the Laws of the State of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I

The name of the corporation is 1100 COMMERCE PARK PROPERTY OWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The street address of the Registered Office and the street address of the principal office of the Association is 1250 Old Dixie Hwy., Suite No. 1, Lake Park, FL 33403.

ARTICLE III

All definitions in the Declaration of Restrictions for 1100 COMMERCE PARK (hereinafter referred to as the "Declaration") as recorded (or to be recorded) in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV  
PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide the services and fulfill the duties and obligations set forth in the Declaration including but not limited to operation and maintenance of the surface water management system, landscaping, vegetation, sprinkler systems, street lights, signage, utility conduits, access streets, sidewalks, drainage works, lakes, medians, landscape berms, buffers, entry markers, and other similar improvements, within 1100 COMMERCE PARK which are owned, leased by or dedicated to the Association for the common use and enjoyment of the Members of the Association.

ARTICLE V  
POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; to pay all expenses in connection therewith and all office and other expenses incident thereto, and all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) With the assent of two-thirds (2/3rds) vote of the Board of Directors, borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) with the assent of two-thirds (2/3rds) vote of the Board of Directors, participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional property.

(e) Promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(f) Exercise and all powers, rights and privileges which a non-profit corporation organized under the State of Florida may now or hereafter have or exercise;

(g) Contract for management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for maintenance services.

(h) The Association shall have all the powers set forth in Section 617.0302, Florida Statutes.

#### ARTICLE VI MEMBERSHIP AND QUORUM

(a) Membership in the Association shall be governed by the provisions of Section 2.2 of the Declaration.

(b) The presence at any meeting of Voting Members entitled to cast, or of proxies entitled to cast, fifty (50%) percent of the votes of the Association shall constitute a quorum for any action.

#### ARTICLE VII VOTING RIGHTS

The voting rights of Members shall be governed by the provisions of Section 2.3 of the Declarations and the by laws.

#### ARTICLE VIII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of a minimum two (2) and a maximum of three (3) Members.

The names and addresses of the Members of the first Board of Directors, who shall hold office until the election of Directors at First Meeting of Members (as hereinafter defined) are as follows:

NAME ADDRESS

Joseph C. Uvanile

1250 Old Dixie Hwy., Suite No. 1  
Lake Park, FL 33403

Joseph D. Uvanile

1250 Old Dixie Hwy., Suite No. 1  
Lake Park, FL 33403

Within sixty (60) days following the sale of the five (5) lots subject to the Declaration the President of the Association shall call a special meeting of the Members of the Association ("First Meeting of the Members") in accordance with the provisions regarding a Special Meeting of the Members as set forth in the Bylaws. At the First Meeting of the Members, an election of Directors shall be held, in accordance with the provisions of the By-Laws. At this first election, nominations shall be taken from the floor at such meeting. Directors elected at this first election shall serve until the election of Directors at the next annual meeting.

#### ARTICLE IX DURATION

The corporation shall exist perpetually; however, if the corporation is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government determined to be acceptable to the South Florida Water Management District (SFWMD). If it is not accepted, then the surface water management system must be dedicated to a similar non-profit corporation.

#### ARTICLE X AMENDMENTS

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

(a) Proposal. Amendments to these Articles may be proposed upon a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a special or annual meeting of Members; or amendments may be proposed by petition signed by Voting Members entitled to cast twenty-five percent (25%) of the votes of the Association, and delivered to the Secretary.

(b) Call for Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or upon presentation of a petition as herein provided, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary to give each Member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice of the meeting shall be given as provided in the by laws.

(c) Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting, by an affirmative vote of Voting Members entitled to vote at least two-thirds (2/3rds) of the votes of the Association.

(d) By Written Statement. If all the directors and all the Voting Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections (a), (b), and (c) above have been satisfied.

(e) Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (i) The name of the corporation.
- (ii) The amendments so adopted.
- (iii) The date of the adoption of the amendment by the Members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees, with the office of the Secretary of State of Florida for approval.

(f) Any proposed amendment to the Association's documents, that would affect the SWM system (including environmental conservation areas and the water management portions of the common areas) must be submitted to the district for a determination of whether the amendment necessitates a modification of the SWM permit. If a modification is necessary, the district will so advise the permittee.

(g) The South Florida Water Management District must approve any amendment if the SWM system, environmental conservation areas, and/or water management portions of common areas requested by the permit would be affected.

#### ARTICLE XI SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are:

Joseph C. Uvanile  
1250 Old Dixie Hwy., Suite No. 1  
Lake Park, FL 33403

#### ARTICLE XII OFFICERS

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Joseph C. Uvanile  
Secretary/Treasurer: Joseph D. Uvanile

ARTICLE XIII  
BY-LAWS

The By-Laws of the Association shall initially be adopted by the Board of Directors, and thereafter may be amended, altered or rescinded at a regular or special meeting of the Board by a vote of a majority of the votes of the entire Board.

ARTICLE XIV  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby agree to indemnify, defend and hold harmless every Director and every Officer, their heirs, personal representatives, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other indemnification rights to which such Director or Officer may be entitled, by law or otherwise.

ARTICLE XV  
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A contract or other transaction between the Association and one (1) or more of its Directors or any other corporation, firm, association, or entity in which one (1) or more of its Directors or officers are financially interested, shall be voidable by the Association because of such relationship or interest unless such Director or Directors provide written disclosure of such relationship or interest to the Board of Directors or Committee which authorizes, approves, or ratifies the contract or transaction, prior to such authorization, approval or ratification. Such disclosure shall be reflected in the minutes of such meeting. The interested Director or Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a Committee thereof which authorizes, approves or ratifies such contract or transaction, but the vote or consent of such interested Director or Directors shall not count. Approval by a majority of the other, non interested Directors shall be sufficient.

ARTICLE XVI  
NON-PROFIT STATUS

The corporation shall not have nor issue shares of stock. No part of the income or profit of this corporation may be distributed to its members, directors or officers. In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

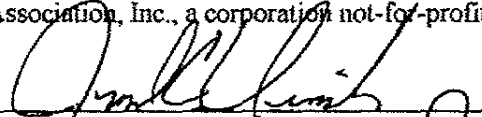
1100 COMMERCE PARK PROPERTY OWNERS ASSOCIATION, INC.

desiring to organize under the laws of the State of Florida with its principal and registered office as indicated in Article II of these Articles of Incorporation has named Joseph C. Uvanile, 1250 Old Dixie Highway, Suite No. 1, Lake Park, Florida 33403, as its agent to accept service of process with this State and Registered Agent.

IN WITNESS WHEREOF, we, the undersigned, constituting the President and Secretary of this Association, have executed these Amended and Restated Articles of Incorporation this \_\_\_\_\_ day of April, 2004.

Corporation

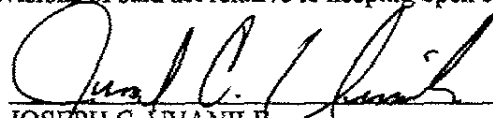
1100 Commerce Park Property Owners Association, Inc., a corporation not-for-profit

  
By: Joseph C. Uvanile, Its President

  
Attest: Joseph D. Uvanile, Its Secretary/Treasurer

ACKNOWLEDGMENT

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

  
JOSEPH C. UVANILE,  
Registered Agent

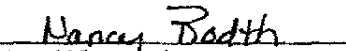
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
06 JUL 27 PM 1:00

State of Florida  
County of Palm Beach

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Joseph C. Uvanile, known to me to be the Subscriber and President of 1100 COMMERCE PARK PROPERTY OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, the corporation in whose name the foregoing instrument was executed, and that he acknowledged executing the same for such corporation, freely and voluntarily, under authority duly vested in him by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation, that he is corporation and that he is personally known to me or that I relied upon the following form of identification of the above-named person: \_\_\_\_\_ and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of April, 2004.

  
NOTARY PUBLIC

  
Printed Notary signature

My commission expires:  
(SEAL)



Nancy Rodth  
Commission #DD263873  
Expires: Nov 15, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.



State of Florida  
County of Palm Beach

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer and take acknowledgments, personally appeared Joseph D. Uvanile, known to me to be the Secretary/Treasurer of 1100 Commerce Park Property Owners Association, Inc. a Florida not-for-profit corporation, the corporation in whose name the foregoing instrument was executed, and that he acknowledged executing the same for such corporation, freely and voluntarily, under authority duly vested in him by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation, that he is corporation and that he is personally known to me or that I relied upon the following form of identification of the above-named person: \_\_\_\_\_ and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of April, 2004.

  
NOTARY PUBLIC

  
Printed Notary signature

My commission expires:  
(SEAL)



Nancy Rodth  
Commission #DD263873  
Expires: Nov 15, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.