





CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 627546 85036A

AUTHORIZATION

*Susie Knight*

COST LIMIT : \$ 43.75

ORDER DATE : November 29, 2006

ORDER TIME : 10:22 AM

ORDER NO. : 627546-005

CUSTOMER NO: 85036A

DOMESTIC AMENDMENT FILING

NAME: ANTHONY GROVES PLAZA  
COMMERCIAL ASSOCIATION, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 29, 2006

CSC  
Atten: Susie Knight  
1201 Hays Street  
Tallahassee, FL 32301

**RESUBMIT**

SUBJECT: ANTHONY GROVES PLAZA COMMERCIAL ASSOCIATION, INC.  
Ref. Number: N06000009095.

We have received your document for ANTHONY GROVES PLAZA COMMERCIAL ASSOCIATION, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

Letter Number: 806A00068794

RECEIVED  
06 DEC -6 PM 12: 59  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**FILED**

2006 DEC -6 PM 1:52

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
OF  
ANTHONY GROVES PLAZA COMMERCIAL ASSOCIATION, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A Florida Corporation Not For Profit**

The undersigned incorporator, a resident of the State of Florida, and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Amended and Restated Articles of Incorporation for the purpose of amending and restating the Articles of Incorporation filed on August 25, 2006 (document #N06000009095).

**ARTICLE I  
NAME AND PRINCIPAL OFFICE ADDRESS**

The name of this corporation is **ANTHONY GROVES PLAZA COMMERCIAL ASSOCIATION, INC.**, a Florida corporation not for profit (hereinafter called the "Association" in these Articles). The principal office and mailing address of this Corporation is 2901 Rigsby Lane, Safety Harbor, Florida 34695.

**ARTICLE II  
OFFICE AND REGISTERED AGENT**

This Association's registered office is 2901 Rigsby Lane, Safety Harbor, Florida 34695, Pinellas County, Florida, and its registered agent is ROBERT A. FORLIZZO, who maintains an office at 2903 Rigsby Lane, Safety Harbor, Florida 34695. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III  
PURPOSE**

This Association does not contemplate pecuniary gain or profit to its Members and the specific purposes for which it is formed are to provide for the maintenance, preservation and repair of all Common Area including any Surface Water Management Facilities, as that term is defined in the Declaration of Anthony Groves Plaza, a Commercial Subdivision which encompasses the Property described in Exhibit "A" attached hereto and which will be recorded in the Public Records of Palm Beach County, Florida.

**ARTICLE IV**  
**POWERS**

Without limitation, this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions of Anthony Groves Plaza (the "Declaration") applicable to the property described in Exhibit "A" attached hereto and made a part hereof, and recorded or to be recorded in the Public Records of Palm Beach County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full.

(b) Own and convey property.

(c) Perpetually operate and maintain common property, private roads and any surface water management system as permitted by the Southwest Florida Water Management District Permit Number 50-07602-P ("Permit"), including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas which are contained within the Subdivision and which are not owned and dedicated to a governmental entity. This includes any monitoring of the mitigation areas required pursuant to the Permit.

(d) Establish rules and regulations.

(e) Assess Members and enforce said assessments.

(f) Sue and be sued.

(g) Contract for services to provide for operation and maintenance if the Association contemplates employing a maintenance company.

(h) Require all the Lot owners to be Members.

(i) Exist in perpetuity. However, if the Association is dissolved; (1) the property consisting of the Surface Water Management Facilities (the "Facilities"), property containing the Facilities, including those portions of any common area containing Facilities shall be conveyed to an appropriate agency of local government acceptable to South Florida Water Management District, and if not accepted, then the Surface Water Management Facilities shall be dedicated to a similar non-profit corporation; and (2) without first offering to dedicate the common areas to Palm Beach County or other appropriate governmental agency, any common area may not be transferred by sale, or otherwise, except to a non-profit organization conceived and organized to maintain such common areas.

(j) Take any other action necessary for the purposes for which the Association is organized.

(k) Rules. From time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the common area consistent with the rights and duties established by the Declaration and these Articles.

(l) General. Have and exercise all common law rights, powers and privileges and those that a corporation not for profit may now or hereafter have or exercise under Section 617.0302 of the Florida Statutes, together with all other rights, powers and privileges reasonable to be implied from the existence of any right, power or privilege so granted. The Association may enter into litigation, mediation or arbitration to enforce their rights as stated herein or to defend themselves against any claims made against the Association.

(m) Enforcement. To enforce by legal means the obligations of the Members of the Corporation, the provisions of the Declaration, and the provision of the dedication or conveyance of the corporate property to the Corporation with respect to the use and maintenance thereof.

#### **ARTICLE V** **VOTING RIGHTS**

The Association shall have one (1) class of voting membership which shall be comprised of the Owners of Lots in the Subdivision. Each Owner shall have one (1) vote for each 1,000 square feet of land area comprising said Owner's Lot (there shall be no fractional vote); provided, however, the Developer as defined in the Declaration shall be entitled to appoint a majority of the Board of Directors as long as the Developer owns any Lot in the Subdivision. Within sixty (60) days of the sale of the last Lot owned by Developer, it will transfer control of the Board of Directors to the Members of the Association.

#### **ARTICLE VI** **MEMBERSHIP**

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three (3) Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be a number that is a multiple of three (3). The initial Directors named below or successors appointed by the Developer shall serve until the Developer turns control of the Association over to the Members as provided in Article V hereof. The term of office for all Directors is one (1) year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association Members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name:           SPIRO A. COMITOS  
                  2901 Rigsby Lane  
                  Safety Harbor, FL 34695

PETER H. MONROE  
2901 Rigsby Lane  
Safety Harbor, FL 34695

ROBERT A. FORLIZZO  
2903 Rigsby Lane  
Safety Harbor, FL 34695

**ARTICLE VIII**  
**INCORPORATOR**

The name and residence of the incorporator is:

Name:           ROBERT A. FORLIZZO

Address:        2903 Rigsby Lane  
                  Safety Harbor, FL 34695

**ARTICLE IX**  
**DISSOLUTION**

Subject to Article IV, Section (i), this Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed

by not less than sixty percent (60%) of the Members. Upon dissolution of this Association, in any manner other than incident to a merger or consolidation, all of this Association's assets must be conveyed pursuant to the provisions of Article IV hereof.

**ARTICLE X**  
**DURATION**

This Association exists perpetually.

**ARTICLE XI**  
**BYLAWS**

This Association's By-Laws initially will be adopted by the Board of Directors. Until the Developer (as defined in the Declaration) or his successors and assigns, transfer control of the Association to the Members as provided in Article V of the Declaration, only the Developer may amend the By-Laws. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of sixty percent (60%) of the Members. Any amendment proposed to these Articles which would affect the surface water management system, conservation areas or water management portions of common areas shall be submitted to the South Florida Water Management District for review prior to finalization of the amendment. The South Florida Water Management District shall determine if the proposed amendment will require a modification of the environmental resource or surface water management permit. If a permit modification is necessary, the modification must be approved by the South Florida Water Management District prior to the amendment of this document.

**ARTICLE XII**  
**AMENDMENTS**

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that the Developer as long as it owns any Lot may amend these Articles on its signature alone. Once the Developer transfers control of the Association, each such amendment must have the approval in writing of sixty percent (60%) of the entire membership.

**ARTICLE XIII**  
**INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.




**IN WITNESS WHEREOF**, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Amended and Restated Articles of Incorporation this 28<sup>th</sup> day of November, 2006.

  
ROBERT A. FORLIZZO, DIRECTOR

STATE OF FLORIDA        )  
COUNTY OF PINELLAS    )

BEFORE ME, the undersigned authority, this day personally appeared ROBERT A. FORLIZZO, to me well known to be the person described in, and who signed the foregoing Amended and Restated Articles of Incorporation of **ANTHONY GROVES PLAZA COMMERCIAL ASSOCIATION, INC.**, a Florida Corporation Not For Profit, and who acknowledged to me that he executed and subscribed such Articles for the purposes set forth herein. He is personally known to me.

WITNESS my hand and official seal this 28<sup>th</sup> day of November, 2006.

  
Printed Name:        JENNIFER HOWSE  
Notary Public  
My Commission Expires:



These **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF ANTHONY GROVES PLAZA COMMERCIAL ASSOCIATION, INC., A Florida Corporation Not For Profit**, were adopted by the board of directors on November 28, 2006, and does not contain any amendments requiring member approval.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING  
THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

ANTHONY GROVES PLAZA COMMERCIAL ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit, with its principal office, as indicated in its Articles of Incorporation, at 2901 Rigsby Lane, Safety Harbor, Florida 34695, County of Pinellas, State of Florida, has named ROBERT A. FORLIZZO, whose business office is 2903 Rigsby Lane, Safety Harbor, Florida 34695, as its registered agent to accept service of process within Florida.

**ACCEPTANCE**

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 607.0505, relative to the proper and complete performance of my duties.



\_\_\_\_\_  
ROBERT A. FORLIZZO

Date: November 28, 2006

**EXHIBIT "A"**

**PARCEL 1: (FEE SIMPLE ESTATE)**

Lots 1 through 4, inclusive, ANTHONY GROVES PLAZA, according to the plat thereof, as recorded in Plat Book 108, Pages 133 through 136, inclusive, Public Records Palm Beach County, Florida.

LESS AND EXCEPT from the above lands that portion conveyed to the Lake Worth Drainage District by virtue of that certain Warranty Deed recorded October 18, 2006 in Official Records Book 20979, Page 462, Public Records Palm Beach County, Florida, being more particularly described as follows:

A parcel of land lying in Section 1, Township 44 South, Range 41 East, Palm Beach County, Florida, being more particularly described as follows:

Commence at the Southeast corner of said Section 1; thence North 87 degrees 54 minutes 23 seconds West along the South line of said Section 1 (the South line of said Section 1 is assumed to bear North 87 degrees 54 minutes 23 seconds West and all other bearings are relative thereto), a distance of 235.43 feet to the West right-of-way line of State Road 7 (U.S. 441) as shown on the Department of Transportation Right of Way Map Section Number 93210-2519; thence North 01 degrees 39 minutes 04 seconds East along the said West right-of-way line of State Road 7, a distance of 60.00 feet to the North line of LWDD Canal S-5 as recorded in Official Records Book 937, Page 373 and the POINT OF BEGINNING of the hereinafter described parcel; thence continue North 01 degrees 39 minutes 04 seconds East, along said West right-of-way line of State Road 7 (U.S. 441), a distance of 10.00 feet to a point; thence North 87 degrees 54 minutes 23 seconds West, a distance of 324.64 feet; thence South 01 degrees 37 minutes 59 seconds West, a distance of 10.00 feet; thence South 87 degrees 54 minutes 23 seconds East, along said North line of Canal S-5, a distance of 324.64 feet to said West Right-of-Way line of State Road 7 (U.S. 441) and the POINT OF BEGINNING.