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FLORIDA PROFIT/NON PROFIT CORPORATION

West Palm Beach Commerce Park Property Owners Associ

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ARTICLES OF INCORPORATION
OF
WEST PALM BEACH 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 the following:

ARTICLE I - Definitions

The following words and phrases when used in these Articles (unless the context shall prohibit) shall have the following meanings:

A. **"Declaration"** means that certain Declaration of Covenants, Restrictions and Easements for West Palm Beach Commerce Park recorded in the Public Records of Palm Beach County, Florida, as amended from time to time.

B. **"Articles"** means this document.

C. **"By-Laws"** means the By-Laws of the Corporation.

D. **"Property"** means the property subjected to the Declaration.

E. **"General Common Area"** means those portions of the Property which have been dedicated to the Corporation by the Declaration, the Plat, or by separate instrument and by grant of easement.

F. **"Plat"** means the plat of the Property as recorded or to be recorded in the Public Records of Palm Beach County, Florida.

G. **"Parcel"**, which may be expressed in the singular or plural, means a lot existing in the Public Records of Palm Beach County, Florida or hereafter established by the Plat or any portion thereof

H. **"Owner"** means the owner or owners of the title to a Parcel as defined in the Declaration.

- I. **"Owners"** means all owners of Parcels, collectively.
- J. **"Declarant"** means Royall Wall Systems, Inc., a Florida corporation, and ProLogis, a Maryland real estate investment trust, their successors and assigns.
- K. **"Corporation"** means West Palm Beach Commerce Park Property Owners Association, Inc., a Florida corporation not for profit.
- L. **"Association"** means the Corporation.
- M. **"Board"** means the Board of Directors of the Corporation.
- N. **"Director"** means a member of the Board.
- O. **"Governing Documents"** means, in the aggregate, the Plat, any replats, the Declaration, any amendments to the Declaration, these Articles, the By-Laws, and all of the instruments and documents referred to therein or referred to herein.
- P. **"General Common Assessments"** means the expenses for which Owners are liable to the Corporation as described in the Declaration and in any other Governing Documents, and includes, but is not limited to, the costs and expenses incurred by the Corporation in administering, operating, reconstructing, maintaining, repairing and replacing the Corporation's Property and the General Common Areas.

All capitalized terms not otherwise defined herein shall have the meaning set forth in the Declaration.

ARTICLE II - Name

The name of the Corporation shall be West Palm Beach Commerce Park Property Owners Association, Inc. The present address of the Corporation is 3301 SW 42nd Street, Hollywood, FL 33312.

ARTICLE III - Purposes

The purpose for which the Corporation is organized is to receive the dedication to and operate and maintain the General Common Area as are dedicated to the Corporation in the Plat or any replat thereof, by the Declaration, and by separate grant or easement in accordance with the terms and purposes set forth in the Declaration, and to carry out the covenants and enforce the provisions of the Declaration or any amendment thereto.

ARTICLE IV - Powers

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

provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not for profit.

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

(1) To do all acts required to be performed by it under the Declaration or any amendment to the Declaration.

(2) To make, establish and enforce rules and regulations governing the use of the Common Areas and any Property owned by the Corporation.

(3) To make, levy, and collect assessments for the purpose of obtaining funds from its members to pay the General Common Expenses, and costs of collection; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder and as set forth in the Declaration.

(4) Maintain, repair, replace and operate the Corporation Property and the General Common Area specifically including the Surface Water Management System, culverts and related appurtenances in accordance with the requirements of the Declaration and any amendment thereto, and in accordance with the requirements of any governmental agency or entity having jurisdiction over the Property; also specifically including any other facilities and improvements which become the maintenance obligation of the Corporation under the terms of any agreement now existing or hereafter arising between the Corporation and any governmental or private entity or in accordance with any governmental mandate.

(5) To enforce by legal means the obligations of the members of the Corporation; the provisions of the Declaration and any amendment thereto; and the provisions of any dedication set forth on the Plat, or any replat, or in the Declaration, or in any separate grant or easement with respect to the use and maintenance of the General Common Area and any Property owned by the Corporation.

ARTICLE V - Members

Every Owner, shall be a Member of the Association. Notwithstanding the foregoing, any such person or entity who merely holds record ownership as security for the performance of an obligation shall not be a Member of the Association. No Owner shall have more than one (1) membership in the Association (the "Membership"), although a Member may have more or less than one (1) vote in the Association as is herein provided. Memberships in the Association shall not be assignable, except to a successor in interest of the Owner, and every Membership of an Owner in the Association shall be appurtenant to and may not be separated from fee ownership of such Owner's Parcel. Notwithstanding

anything to the contrary set forth in these Articles, the Declaration or the By-Laws, if either or both of the Sign Parcels as defined in the Declaration are hereafter designated on the Plat as subdivided Parcels, the Owner(s) of such Sign Parcels shall not be entitled to Membership or voting rights.

ARTICLE VI - Term

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VII - Incorporator

The name and street addresses of the Incorporator of the Corporation is as follows:

J. Richard Harris	Suite 800
	4400 P.G.A. Blvd
	Palm Beach Gardens, FL 33410

ARTICLE VIII - Officers

The affairs of the Association shall be managed by the President of the Association, a Vice President, a Secretary and a Treasurer.

The Directors shall elect the officers. The President shall be elected from among the Directors but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible, provided, however, the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary be held by the same person.

ARTICLE IX - First Officers

The names of the officers who are to serve until the first election of officers by the Board of Directors, are as follows:

President	Scott Alexander
Vice President	Wallace D. Sanger
Secretary	Kenneth Treadwell
Treasurer	Lori Cronin

ARTICLE X - Board of Directors

A. The number of members of the first Board of Directors (First Board) shall be three (3). Thereafter, the number of members of the Board of Directors shall be determined by the members.

B. The names of the persons who are to serve as the First Board of Directors are as follows:

Scott Alexander
Lori Cronin
Wallace D. Sanger

ARTICLE XI - Indemnification

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel 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 Corporation, 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 judged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply when the Directors approve such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all rights which such Director or officer may be entitled to by common law or statutory law.

ARTICLE XII - By-Laws

By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended and rescinded in the manner provided for by the By-Laws.

ARTICLE XIII - Amendments

These articles may be amended in accordance with the provisions of Florida Statutes governing the amendment of Articles of Incorporation for corporations not for profit, as amended from time to time.

ARTICLE XIV - Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is Suite 800, 4400 P.G.A. Blvd, Palm Beach Gardens, FL 33410, and the Initial Registered Agent at that address shall be J. Richard Harris, who shall also be Resident Agent.

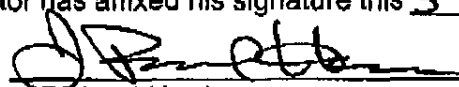
ARTICLE XV - Successor Entities

In the event of the dissolution of the Corporation, or any successor entity hereto, the Corporation Property, if any, shall be transferred to either a successor entity or an appropriate agency of local government or public body to be maintained for the purposes for which the Corporation, or a successor hereto, was maintaining such Corporation Property in accordance with the terms and provisions under which such Corporation Property was being held by the Corporation, or such a successor. Provided, however, that nothing herein contained shall be deemed to impose any obligation on any municipality, county, agency of local government, or public body to accept any dedication, conveyance, or transfer of any property, streets, roads, easements or drainage structures dedicated to or owned by the Corporation, or to maintain such facilities.

ARTICLE XVI - Dissolution

The Corporation may be dissolved by a total vote of members holding at least two-thirds (2/3) of the votes. In the event of a dissolution or final liquidation of the Corporation, the assets, both real and personal, of the Corporation, or dedicated to the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes of as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non profit corporation, association, trust, or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Corporation. Provided, however, that nothing herein contained shall be deemed to impose any obligation on any municipality, county, agency of local government, or public body to accept any dedication, conveyance, or transfer of any property, streets, roads, easements or drainage structures dedicated to or owned by the Corporation, or to maintain such facilities.

IN WITNESS WHEREOF, the Incorporator has affixed his signature this 5th day of February, 2007.


J. Richard Harris

DESIGNATION OF REGISTERED AGENT

Pursuant to and in compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That West Palm Beach Commerce Park Property Owners Association, Inc., desiring to organize as a corporation not for profit under the laws of the State of Florida, with its principal office in the City of West Palm Beach, County of Palm Beach, State of Florida, as indicated in the Articles of Incorporation has named J. Richard Harris of Suite 800, 4400 Palm Beach Gardens, FL 33410, as its agent to accept service of process within this State.

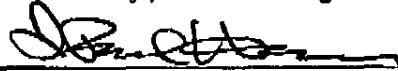
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Scott Harris Bryan Barra & Jorge

NO. 4815 P. 8/8

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



J. Richard Harris, Registered Agent

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