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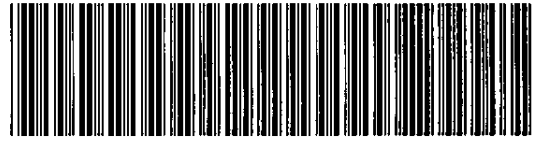
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

111-111-123 CMD 9/16

Processor / Incorporator

Suite 204-C1  
Royal Palm Business Plaza  
9200 Belvedere Road  
Royal Palm Beach, Florida 33411

Post Office Box 213535  
Royal Palm Beach, Florida 33421

Telephone (561)792-5190

SHIRLEY BROMFIELD

July 22, 2011

Via: OVERNIGHT MAIL  
Attention: Karon Beyer  
Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
P.O Box 6327  
Tallahassee, FL 32314

Re: **Articles of Incorporation for Royal Palm Business Plaza Unit Owners Association, Inc.**

Dear Ms. Beyer:

Enclosed are the following documents relating to the above referenced Non-Profit Articles of organization:

1. Original Articles of Incorporation submitted for filing.
2. Money Order in the amount of \$78.75 ( 35 for filing fee, 35 for registered agent designation and 8.75 for one certified copy of the Article of Incorporation);and
3. One photocopy of the executed Articles of Incorporation.

Please file the documents as soon as possible and return to us one certified copy of the Articles. If you have any questions regarding the documents, please do not hesitate to call me at your convenience.

Thank you for your assistance,

Very Truly Yours,

  
Shirley Bromfield

CC to: Elizabeth Gardner  
Registered Agent  
Gardner Law Firm, PA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 7, 2011

SHIRLEY BROMFIELD  
9200 BELVEDERE ROAD, SUITE 204-C 1  
ROYAL PALM BEACH, FL 33411

SUBJECT: ROYAL PALM BUSINESS PLAZA UNIT OWNERS ASSOCIATION,  
INC.  
Ref. Number: W11000046123

We have received your document for ROYAL PALM BUSINESS PLAZA UNIT OWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Florida law requires any business entity serving in the capacity of a registered agent to have an active registration or filing on our records.

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6921.

Maryanne Dickey  
Regulatory Specialist II Supervisor  
New Filing Section

Letter Number: 711A00020687

Processor / Incorporator

Suite 204-C1  
Royal Palm Business Plaza  
9200 Belvedere Road  
Royal Palm Beach, Florida 33411

Post Office Box 213535  
Royal Palm Beach, Florida 33421

Telephone (561)792-5190

SHIRLEY BROMFIELD

September 12, 2011

Via: OVERNIGHT MAIL  
Attention: Maryanne Dickey  
Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
P.O Box 6327  
Tallahassee, FL 32314

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EPR  
(45-32792)

Re: **Corrected**  
**Articles of Incorporation for Royal Palm Business Plaza Unit Owners**  
**Association, Inc.**

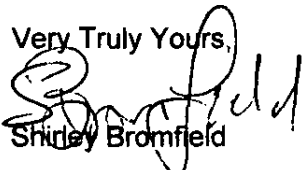
Dear Ms. Dickey:

Enclosed are the **corrected** documents relating to the above referenced Non-Profit Articles of organization:

1. Original Articles of Incorporation resubmitted for filing.
2. One copy of the Articles of Incorporation.

Please continue to process the documents and return to me one certified copy of the Articles. If you have any questions regarding the documents, please do not hesitate to call me at your convenience.

Thank you for your assistance,

Very Truly Yours,  
  
Shirley Bromfield

CC to: Elizabeth Gardner, Esq.  
Registered Agent  
Chartered Law Firm of Gardner, PLLC

**ARTICLES OF INCORPORATION  
OF  
ROYAL PALM BUSINESS PLAZA UNIT OWNERS ASSOCIATION, INC.  
A not-for profit organization**

The name of this corporation not for profit, non-stock corporation shall be **Royal Palm Business Plaza Unit Owners Association, Inc.** ("Unit Owners Association") undersigned, being of legal age and desiring to form a not for profit corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act") Executes the following Articles of Incorporation.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Article I:  
Name**

The name of the not for-profit corporation is **Royal Palm Business Plaza Unit Owners Association, Inc.**

**Article II:  
Principal Place of Business**

The principal place of business and mailing address of the corporation is  
9200 Belvedere Road, Suite 204C-#4 Royal Palm Beach FL 33411

**Article III:  
Duration**

This Not-for Profit Corporation shall commence its existence as of date of establishment and become effective immediately upon the filing date received and the recording of these Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to law.

**Article IV:  
Purpose and General Powers**

The purpose for which the corporation is organized is to preserve and protect the rights of all Unit Owners who have transferred or conveyed ownership from the developer through sale of the Unit in accordance to applicable State of Florida statutes governing the transfer of property and ownership for a fee and such deed is recorded as regulated; within the municipality of Royal Palm Beach subdivision Royal Palm Business Plaza Condo and any and all matters in connection with said purpose; to organize and operate an Association exclusively for the improvement of business operating conditions in the Royal Palm Business Plaza and its condominiums, and the advancement of the general welfare of the merchants and others doing business in Royal Palm Business Plaza, which association shall not be operated for profit, and no part of the net income thereof, if any, shall inure to the benefit of any member.

The association shall have all or selected common-law and statutory powers of a corporation not for profit under the laws of the State of Florida, except as expressly limited or restricted by their terms of these Articles, the Declaration, the By-laws of the Unit Owners Association (hereinafter- the "Unit By-Laws") or the Act. The Unit Owners Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles, the By-Laws and the Declaration (to the extent that they are not in conflict with the Act); and all of the powers and duties reasonable necessary to operate the Unit Owners Association at the Condominium pursuant to the Declaration;

The power of the Unit Owners Association shall include making assessment of fees, to make and collect Assessments and other charges against Unit Owner Members and to use the proceeds thereof in the exercise of its

powers and duties, and as more particularly described in the By-Laws and Declaration, and as they may be amended from time to time, including, but not limited to, the following;

- (a) To make and collect Assessments and other charges against Unit Owner Members (hereinafter defined as Unit Owners), (whether or not such sums are due and payable to the Unit Owners Association by working to arrive at negotiated settlements to bring current all Unit Owner Members), and to use the proceeds collected thereof in the exercise of its powers and duties;
- (b) To arrange for a structured name sign in identifying the plaza "Royal Palm Business Plaza" and building directory signs within the plaza.
- (c) To contract to maintain, repair, replace, reconstruct, add to and operate the Unit Owners Property and/or Unit Owners Association Property, and other property acquired or leased by the Unit Owners Association.
- (d) To purchase group insurance upon the Condominium Property conveyed to Unit Owners Association Property and insurance for the protection of the Unit Owners Association, its officers, directors and Unit Owners Members, (excluding units owned by the developer, developer affiliates or developers Association); whose property is not owned by the developer and has been legally transferred through a first sale from the ownership of the developer to the Unit owner and 1<sup>st</sup> lien owner.
- (e) To make payments to keep basic utilities available to and for use by the conveyed Unit Owners who operate business at the Royal Palm Business Plaza, such as water to avoid continued disruption of water to the Unit Owners to lessen the disruption of business operations to the Unit Owners; ensuring sanitation necessity is maintain within the Royal Palm Business Plaza; and work to contract to install individual Unit Owner water meter as is specified by public utilities company who provide such utility.
- (f) Management and maintenance of common elements; contract to provide and have installed bulk communication, antenna utilities and other utilities that are necessary resources for a professional/medical or warehouse condominium facility to allow unit owners and operators to effectively operate and run their respective business and affairs within the condominium Units.
- (g) To maintain, repair, replace, construct, reconstruct, add to common element property installed or added by the Unit Owners Association for the operation of the Condominium Property and/or any existing Association property to which is shared; maintain common grounds landscape to allow visibility of Unit Owners businesses on ground floor; maintain landscape to improve desolate appearance and unkempt environment within the Royal Palm Business Plaza
- (h) To make and amend reasonable Rules for the maintenance, conservation, preservation and use of the Condominium Property, Unit Owners Association Property and for the health, comfort, safety and welfare of the Unit Owners.
- (i) To carry on advertisement and business promotional activities of all kinds for the benefit of the Unit Owner Members; provide unit owners with documentation of the Unit Owners Association governing documents and send out communication to all Unit Owner Members ("members as defined in these Articles of Incorporation").
- (j) To arrange for decoration of Royal Palm Business Plaza in connection with holidays and other special occasions.
- (k) To encourage and promote civic and social enterprises centering in Royal Palm Business Plaza.

- (l) To buy, accept, own, operate, lease, sell, trade and mortgage both real and personal property in accordance with the provisions of the Declaration;
- (m) To contract to maintain, repair, replace, reconstruct, add to and operate the Unit Owners Property and/or Unit Owners Association Property, and other property acquired or leased by the Unit Owners Association.
- (n) To approve, disapprove or waive its right to acquire a Unit in connection with the leasing, transfer, ownership and possession of a Unit as may be provided by the Declaration.
- (o) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the Rules and/or amended Rules for the use of the Condominium Property and the Unit Owners Association Property and any Assessments against Unit Owners from the developer whose units has been conveyed and/or occupied by the Unit Owners and who through such conveyance is a Member of the Unit Owners Association.
- (p) To contract for the management and maintenance of the Condominium Property and/or Unit Owners Association Property and to authorize an individual or a management agent (which may not be the developer or an affiliate of the Developer) to assist the Unit Owners Association in carrying out its powers and duties; by 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 Elements and Unit Owners Association Property with such funds as shall be made available to the Unit Owners Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Act, including, but not limited to, the making of Assessments, promulgation of Rules and the execution of contracts on behalf to the Unit Owners Association.
- (q) To employ personnel to perform the services required for the proper operation of the Condominium and the Unit Owners Association Property, when such is agreed upon by the Board.
- (r) To execute all documents or consents, on behalf of all Unit Owners (and their mortgagees), required by all governmental and/or quasi-governmental agencies in connection with land use and development matters including unities of title, covenants in lieu thereof. Etc) (except for those common to developer and developer owned units) and in that regard, each Unit Owner, by acceptance of the deed to such Owners Unit, and each mortgagee of a Unit owner by acceptance of a lien on said Unit, appoints and designates the President of the Association as such Unit Owners' and mortgagee's agent and attorney-in-fact to execute, and all such documents or consents.
- (s) Unit Owner Association Property. All funds and the title to all properties acquired by the Unit Owners and the Unit Owners Association by conveyance 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.
- (t) Distribution of Income: Dissolution. The Unit Owners Association shall not pay a dividend to Unit Owner Members and shall make no distribution of income to its Members, directors or officers, and upon dissolution, all assets of the Unit Owners Association shall be transferred only to another non-profit corporation (excluding the developer, developer Association, affiliates of the developer or entity that has affiliates of the developer) or public agency or as otherwise authorized by the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes).
- (u) Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and the By-Laws.

To do, in general, all things which shall be necessary or desirable to carry out the purposes and objects hereinabove set forth.

The foregoing enumeration of powers is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular power, to limit or restrict any lawful power to which the Corporation may be otherwise entitled

## Article V:

### Directors

The manner in which the directors are elected or appointed is by a vote of a Unit Owner membership quorum at an annual meeting of the corporation. The number of Directors of the Corporation shall be the number from time to time fixed in accordance with the provisions of the bylaws of the Not for Profit Corporation, but in no event shall there be less than (3) Directors. The First Board (hereinafter defined) shall consist of four (4) Directors.

The names and addresses of the person who are to serve as directors on the first Board of Directors (the "First Board") until the first election of their respective successors in accordance with this Article are as follows:

<u>Names</u>	<u>Address</u>
Donnalee Bromfield	9200 Belvedere RD STE 204 ROYAL PALM BEACH FL 33411 3612
Bruce Elkind	9100 Belvedere RD STE 208 ROYAL PALM BEACH FL 33411 3612
Reno DiCarlantonio,	9150 BELVEDERE RD STE 101 ROYAL PALM BEACH FL 33411 3612
Tom Cohen, Director	9150 BELVEDERE RD STE 107 ROYAL PALM BEACH FL 33411 3612

The members of the Unit Owners Board, as described above, shall serve until the earlier to occur of the following events:

- a. The sending by the elected director of the Unit Owners Association and to each Member written notice that Director voluntarily relinquishes his/her right to continue to designate any of the members of the Board of Directors of the Unit Owners Association and a new Unit Member has been duly elected in accordance to these Articles and with the governing By-Laws; or
- b. It is duly found by a court of law that the formation of the Unit Owners Association and these articles are inconsistent to formation requirements; in which; amendment to such formation to be duly applied and/or motion to conform will be first applied in the interest and purpose for which the Unit Owners Association is formed;
- c. Reasonable cause has been established which finds that Director conduct goes against the interest of the affairs of the Unit Owners Association and its members; and such behavior or conduct serves not in the interest of the Association and Director given warning fails to rectify or correct behavior and the Unit Owners Members have voted to have the director removed from the board and a replacement member is appointed by the Board at a called meeting.

The current members of the Board shall serve until the next annual meeting of the Members of the Unit Owners Association. Whereupon the Members shall elect all of the directors to serve on the Board in accordance with the Bylaws of the Unit Owners Association, and the Board shall continue to be so elected at subsequent annual meetings of the Members of the Unit Owners Association.



**Article VI:**  
**Manner of Election:**

The affairs of the corporation shall be management by a President, Vice President, Secretary, Treasurer and Board of Directors as appointed and organized by the Corporation. Said officers shall be appointed for an initial period of 2 years; and shall serve until he/she resigns or is removed by the board in according to its bylaws or Articles of incorporation.

**Article VII:**  
**Officers**

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws and in accordance to this Articles of Incorporation. The officers shall be elected by the Board of Directors of the Unit Owners 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 and qualifications 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:

<u>Officer Title</u>	<u>Name/Address</u>
<b>President</b>	<b>Donnalee Bromfield</b> 9200 Belvedere Road STE 204 ROYAL PALM BEACH FL 33411 3612
<b>Vice President</b>	<b>Reno DiCarlantonio</b> 9150 BELVEDERE RD STE 101 ROYAL PALM BEACH FL 33411 3612
<b>Secretary</b>	<b>Tom Cohen</b> 9150 BELVEDERE RD STE 107 ROYAL PALM BEACH FL 33411 3612
<b>Treasurer</b>	<b>Bruce Elkind</b> 9100 BELVEDERE RD STE 208 ROYAL PALM BEACH FL 33411 3612

**Article VIII:**  
**MEMBERS**

The qualification of Members, the manner of their admission to membership in the Unit Owners Association, the manner of termination of such membership, and the manner of voting by Members, shall be as follows;

- a. Upon the conveyance by Developer/Owner(Royal Palm Development 1 LLC; Royal Palm Town Center 11 LLC) of Unit, conveys a Unit, the membership of this Association shall be comprised solely of conveyed Unit Owners to these Articles ("Unit Owner Members",). The Unit Owner Members shall be entitled to cast one vote on all matters requiring a vote of the membership.
- b. Upon the conveyance by Developer of a Unit, membership of developer and any association of the developer Association shall be automatically terminated. Thereafter, each and every Unit Owner (and only Owners), excluding the Developer as to Units owned by Developer, shall be Members of the Unit Owners Association and shall exercise all of the rights and privileges of such Members.
- c. Membership in the Association for Owners other than Developer shall be established by the acquisition of ownership of fee title to a Unit as evidenced by the recording of an instrument of acquisition in the Public Records of Palm Beach County, Florida. Where title to a Unit is acquired by conveyance from a party other than Developer by means of sale, gift, inheritance, devise, judicial decree or otherwise, the person, persons or entity thereby acquiring such Unit shall not be a Member unless and until such owner shall deliver a copy of a recorded deed or other instrument of acquisition of title to the Unit Owners Association.

- d. No Unit Member may assign, hypothecate or transfer in any manner the Member's membership in the Unit Members Association or the Member's share in the funds and assets of the Association except an appurtenance to a Unit.
- e. Any Unit Member who conveys or loses title to a Unit by sale, gift, bequest, judicial decree or otherwise shall immediately upon such conveyance or loss of title no longer be a Member of the Association and shall lose all rights and privileges of a Member of the Unit Owners Association; except if such is involuntary conveyed through unreasonable, fraudulent, forceful or wrongful act committed by the Developer and affiliates to disenfranchise a Unit Member.
- f. Each Unit Member or Members owning a Unit or Units shall be entitled to cast votes, with each Unit having voting rights in the same percentage as the percentages of interests set forth in the Declaration. If there is more than one Unit Member with respect to a Unit as a result of the fee interest in such Unit being held by more than one person, such Members collectively shall be entitled to vote the voting interest of such Unit. The vote of the Owners of a Unit owned by more than one natural person or by a corporation or other legal entity shall be cast by the person named in a certificate signed by all of the Owners of the Unit, or, if appropriate, by properly designated officers, partners, designated agent or principals of the respective legal entity, and filed with the Secretary of the Association, and such certificate shall be valid until revoked by a subsequent such certificate. If such a certificate is not filed with the Secretary of the Association, the vote of such Unit shall not be considered for any purposes.
- g. The Articles of Incorporation and subsequent By-Laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of the Unit members other than the annual meeting.

**Article IX:**

**The number of shares of stock is:**

The Corporation shall have no capital stock. Each Unit Owner member shall be entitled to one vote for each share held. Unit Owners shall have no cumulative voting rights in any election of directors of the Corporation. Members shall be the Owner of and tenants in Royal Palm Business Plaza, Royal Palm Beach Florida, who are admitted to, and hold membership in accordance with the provisions of the By-Laws of the Corporation and the Articles of Incorporation.

**Article X:**

**Bylaws**

The Bylaws of the Unit Owners Association shall initially be made and adopted by the First Board, and thereafter may be altered, amended or rescinded by a majority of the Board and a majority of the Unit Owner Members present at a meeting of each of such bodies in the manner provided for in the Bylaws.


**Article XI:**

**Initial registered office and Name of Registered Agent:**

Initial registered office of this Not-For Profit Corporation shall be located at address stated. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of the Articles of Incorporation. The registered agent is.

Name: **Chartered Law Firm of Gardner, PLLC**  
**C/O Elizabeth Gardner, ESQ**  
Address: **9100 Belvedere Road, Suite 109**  
**Royal Palm Beach, Florida 33411**

*Having been named as registered agent to accept service of process for the above 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.*

  
Elizabeth Gardner, Registered Agent

8/12/2011  
(Date)

**Article XII:**  
**Article of Incorporator**

The name and address of the Incorporator is:

Name: Shirley Bromfield

Address: MIBE, LLC  
Royal Palm Business Plaza  
9200 Belvedere Road  
Royal Palm Beach, Florida 33411

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TALLAHASSEE, FLORIDA

**Article XIII:**  
**Indemnification**

13.1 Indemnitees. The Unit Owners Association shall indemnify any person who was or is a part to any proceeding (other than an action by, or in the right of, the Unit Owners Association) by reason of the fact that he or she is or was a director, officer, employee or agent (each, an "Indemnitee") of the Association, against liability incurred in connection with such proceeding, including any appeal thereof, if the Indemnitee acted in good faith and in a manner he or she reasonable believe to be in, or not opposed to, the best interests of the Unit Owners Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or 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 reasonable believe to be in, or not opposed to, the best interest of the Unit Owners and Unit Owners Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

13.2 The Unit Owners Association shall indemnify any person, who was or is a part to any proceeding by or in the right of the Unit Owners Association to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, representative or agent of the Unit Owners Association against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonable incurred in connection with the defense of settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonable believed to be in, or not opposed to, the best interests of the Unit Owners Association, except that no indemnification shall be made under this Article 13 in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in vlew of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

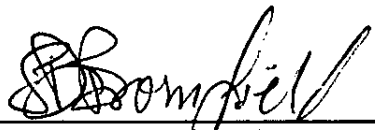
13.3 Exclusivity: Exclusions. The indemnification and advancement of any expenses provided pursuant to this Article 13 are not exclusive, and the Unit Owners Association may make any other or further indemnification of or advancement of expenses for any of its directors, officers, employees, or agents, under any By-Law, agreement, vote of Unit Members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute.

**Article XIV:**

**Amendments**

Amendments to these Articles of Incorporation shall be approved by the board of directors, proposed by them in a resolution to the membership which resolution must be approved at a membership meeting by a majority of the membership and filed with the Secretary of State pursuant to the laws of the state of Florida.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his/her signature this 12 day of August, 2011.



Shirley D Bromfield, Incorporator

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SECRETARY OF STATE  
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