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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Porticos Building A Condominium Association, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
PORTICOS BUILDING A CONDOMINIUM ASSOCIATION, INC., a Florida Corporation  
Not-for-Profit**

In compliance with Chapter 617, Florida Statutes, the following Articles of Incorporation of Porticos Building A Condominium Association, Inc., a Florida Corporation Not-for-Profit, hereby submits:

**ARTICLE I  
NAME**

The name of the corporation shall be Porticos Building A Condominium Association, Inc., hereinafter referred to as the "Association").

**ARTICLE II  
DEFINITIONS**

Unless the context shall mean otherwise, the terms used herein and in the Bylaws shall have the same meaning, if any, as that ascribed to them in the Declaration of Condominium of Porticos Building A Condominium, recorded or to be recorded in the Public Records of Palm Beach County, Florida (the "Declaration").

**ARTICLE III  
PURPOSE/LAND**

The purposes and objects of the Association shall be to serve as an entity pursuant to Chapter 617, Florida Statutes, and Chapter 718 (the "Condominium Act"), Florida Statutes, where applicable, and to administer the operation and management of the Association, to be established in accordance with the Condominium Act by the recording of the Declaration with respect to the property (the "Land"), situate, lying and being in Palm Beach County, Florida, and described on the attached Exhibit "1" to these Articles of Incorporation (the "Articles"), and to undertake the performance of the acts and duties incident to and administration of the operation and authorizations contained in these Articles and the Declaration; and to own, operate, lease, sell, trade and otherwise deal with the Condominium Property, whether real or personal, as may be necessary or convenient in the administration of the Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members, and the Association shall make no distributions of income to its members, directors or officers. The Land and all other property subject to the condominium ownership, including, without limitation, all improvements to the Land and all easements and rights appurtenant thereto intended for use in connection with the Condominium are hereinafter collectively referred to as the "Condominium Property."

**ARTICLE IV  
POWERS**

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The Association shall have the following powers:

1. The Association shall have all of the powers and privileges granted to corporations not for profit under the laws pursuant to which the Association is created, and which are not in conflict with the Condominium Act or these Articles.
2. The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declaration.
3. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to, the following:
  - a. To make and establish reasonable rules and regulations governing the use of Units and Common Elements of the Condominium, as such terms are defined in the Declaration of Condominium.
  - b. To buy, sell, lease, mortgage or otherwise deal with any and all property, whether real or personal.
  - c. To levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium as provided in the Declaration and the Bylaws of this Association which have been or will be adopted by the Association, including, without limitation, the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Units in the Condominium.
  - d. To maintain, repair, replace, operate and manage the Condominium and its property, including the right to reconstruct improvements after casualty and to make further improvements to the Condominium.
  - e. To contract for the management of the Condominium and to delegate to such contractor all of the powers and duties of the Association except those which may be required by the Declaration to have approval of the Board of Directors or Members of the Association.
  - f. To enforce the provisions of the Declaration, these Articles, the Bylaws, and the Rules as may be hereafter established pertaining to the use of the Condominium.
  - g. To approve or disapprove the transfer, lease, mortgage and ownership of Units as may be provided by the Declaration and by the Bylaws.
  - h. To execute, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the

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Declaration.

- i. To hold all funds and all property acquired by the Association, and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

#### **ARTICLE V** **MEMBERS**

The qualification of the members, the manner of their admission to membership and termination of such membership and voting by members shall be as follows:

1. The record Owner or Owners of each Unit in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership except as provided in item 3 of this Article V.
2. Membership shall be acquired by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing record title to a Unit in the Condominium, the Owner designated by such instrument thus becoming a member of the Association, and the membership of any prior Owner shall terminate; provided, however any party who owns more than one Unit shall remain a member of the Association so long as it retains title or a fee ownership interest in any Unit.
3. The interest 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 its Unit. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purpose authorized herein, in the Declaration, and the Bylaws.
4. On all matters on which membership shall be entitled to vote, there shall be only those Voting Interests for each Unit as set forth in the Declaration, notwithstanding the fact that a Unit is owned by more than one person; and such Voting Interest(s) may be exercised by the Owner(s) of each Unit in such manner as may be provided in the Bylaws. Should any Owner(s) own more than one Unit, such Owner(s) shall be entitled to exercise or cast as many votes as are allocated in the Declaration to the particular Unit(s) owned, in the manner provided by the Bylaws.

#### **ARTICLE VI** **EXISTENCE**

The Association shall have perpetual existence.

#### **ARTICLE VII** **PRINCIPAL OFFICE**

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The principal place of business and the mailing address of the Association shall be located at the Condominium Property, 3839 NW Boca Raton Blvd., Suite 100, Boca Raton, FL 33431. The Board of Directors may from time to time relocate the principal office of the Association, provided however, such location and the location of all records of the Association are within the State of Florida.

### **ARTICLE VIII** **DIRECTORS**

1. The affairs of the Association shall be managed by the Board of Directors. The number of persons that will constitute the entire Board of Directors shall not be less than three (3) nor more than five (5). The first Board of Directors shall have four (4) members, and the number of Directors on subsequent Boards will be determined from time to time in accordance with the provisions of the By-Laws of the Association.

All directors shall be Unit Owners and shall be elected by Unit Owners.

2. The names and addresses of the persons who currently serve on the Board of Directors are:

<u>Name</u>	<u>Address</u>
Unit 100 (the North Unit) Directors:	
Michael W. Simon	3839 NW Boca Raton Blvd., Suite 100 Boca Raton, FL 33431
George L. Sigalos	3839 NW Boca Raton Blvd., Suite 100 Boca Raton, FL 33431
Unit 200 (the South Unit) Directors:	
Shawn Meaike	3839 NW Boca Raton Blvd., Suite 200 Boca Raton, FL 33431
Christopher Finley	3839 NW Boca Raton Blvd., Suite 200 Boca Raton, FL 33431

### **ARTICLE IX** **OFFICERS**

The affairs of the Association shall be administered by the Directors and Officers in accordance with the Bylaws. The names, addresses, and titles of the officers who shall serve until removed or until the first election at the first annual meeting of the Board of Directors are:

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President: Michael W. Simon, 3839 NW Boca Raton Blvd., Suite 100, Boca Raton, FL 33431

Vice President: Shawn Meaika, 3839 NW Boca Raton Blvd., Suite 200, Boca Raton, FL 33431

Treasurer: George L. Sigalos, 3839 NW Boca Raton Blvd., Suite 100, Boca Raton, FL 33431

Secretary: Christopher Finley, 3839 NW Boca Raton Blvd., Suite 200, Boca Raton, FL 33431

#### **ARTICLE X BYLAWS**

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded as provided therein.

#### **ARTICLE XI INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association 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 at the time such expenses are incurred, except in such cases wherein the director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that any claim for reimbursement or indemnification shall only apply if the Board of Directors approves such settlement and reimbursement because it is in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled. The Board of Directors may, and shall if the same is reasonably available, purchase officers and directors liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance should be paid by the Unit Owners as part of the Common Expenses.

#### **ARTICLE XII AMENDMENTS TO ARTICLES**

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association, acting upon a vote of the majority of the directors, or by the members of the Association owning a majority of the Voting Interests, whether meeting as members or by instrument in writing signed by them. If an amendment or amendments to these Articles is proposed by the Board of Directors or the members, such proposed amendment or amendments shall be transmitted to the president of the Association, or other officer if the Association in the absence of the president, who shall thereupon call a special meeting of the Members of the Association for a date no sooner than 14 days nor later than 60 days from the receipt of the proposed amendment or amendments; and it shall be the duty of the secretary to give to each member written or printed notice of such meeting stating the time and place of the meeting

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and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed, presented personally or electronically transmitted to each Member not less than 14 days before the date set for such meeting. If mailed, the notice shall be deemed to be properly given when deposited in the United States mail, addressed to the Member at its post office address as it appears in the records of the Association and the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association whether before or after the holding of the meeting shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of a majority of the Board of Directors and an affirmative vote of the members owning not less than sixty (60%) percent of the Voting Interests in order such amendment or amendments to be adopted.

Provided, however, that no amendment shall make changes in the qualifications for membership nor the voting rights of the members, nor changes in Article V without approval in writing of all Members and the joinder of all record owners of mortgages in the Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration.

Notwithstanding the forgoing, any amendment signed by the Owners of all Units shall become immediately effective.

**ARTICLE XIII**  
**REGISTERED AGENT**

The street address of the corporation's registered office and the name of its registered agent at that address are:


Michael W. Simon  
3839 NW Boca Raton Blvd., Suite 100  
Boca Raton, FL 33431

This Association shall have the right to change such registered agent and office from time to time as provided by law.

**ARTICLE XIV. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is Michael W. Simon, 3839 NW Boca Raton Blvd., Suite 100, Boca Raton, Florida 33431.

**IN WITNESS WHEREOF**, the undersigned incorporator has made, subscribed and acknowledged these Articles of Incorporation on this 28th day of January, 2020.

  
Michael W. Simon

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Porticos Building A Condominium Association, Inc.**
2. The name and address of the registered agent and office is: Michael W. Simon, 3839 NW Boca Raton Blvd., Suite 100, Boca Raton, Florida 33431


January 28, 2020



Michael W. Simon

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.

January 28, 2020



Michael W. Simon

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**EXHIBIT "1"**

**THE LAND**

Tract "A", LESS the South 510.47 feet and the Northerly 24.69 feet of NW 40th Street right-of-way, Spanish River Office Plaza, according to the Plat thereof, as recorded in Plat Book 54, Page 120, of the Public Records of Palm Beach County, Florida.