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STATE OF FLORIDA
409 EAST GAINES STREET
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FAX: (904) 922-4000

FROM: GUNSTER, YOAKLEY, ET'AL.
(WEST PALM BEACH)
777 S FLAGLER DR
PHILLIPS POINT SUITE 500E
WEST PALM BEACH FL 33401-6194000
CONTACT: LINDA LAIT SMITH, CLA
PHONE: (407) 650-0710
FAX: (407) 655-5677

((H96000003627))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: PAVEX BUSINESS PARK PROPERTY OWNERS' ASSOCIATION, IN

FAX AUDIT NUMBER: H96000003627

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ARTICLES OF INCORPORATION

OF

PAVEX BUSINESS PARK PROPERTY OWNERS' ASSOCIATION, INC. a not-for-profit corporation

ARTICLE I NAME

The name of this Corporation shall be **PAVEX BUSINESS PARK PROPERTY OWNERS' ASSOCIATION, INC.**, a Florida not-for-profit corporation ("Corporation").

ARTICLE II PURPOSE

The Corporation does not contemplate pecuniary gain or profit for its members and is deemed a corporation not-for-profit. The Corporation will make no distributions of income to its members or to members of its Board of Directors ("Directors"), unless dissolved pursuant to Florida law.

A Declaration of Covenants and Restrictions for Pavex Business Park ("Declaration") will be imposed upon certain lands located in Broward County, Florida, as described on Exhibit "A" attached hereto ("Property"). Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Declaration. The Corporation is organized for the general purpose of functioning as the property owners' association for the Property and any other land which may be added by submitting such land to the jurisdiction of the Corporation, by inclusion in the Declaration, provided the Corporation accepts such jurisdiction in writing, and serves as the property owners' instrumentality for controlling and regulating the activities within and the development and maintenance of the Property. The "Property" shall also include additional lands submitted to the jurisdiction of the Corporation as permitted by these Articles of Incorporation ("Articles"). The specific purposes for which the Corporation is formed include, but are not limited to, the following:

Hugh William Perry, Esquire (Florida Bar No. 603600)
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 South Flagler Drive, Suite 500 East
West Palm Beach, FL 33401

- A. To regulate, maintain and preserve the development of the Property;
- B. To provide for the operation, regulation, maintenance, repair and control of the drainage facilities, perimeter landscaping and other Common Areas, common facilities and properties, and the regulation, preservation and architectural control of privately owned improvements and Parcels within the jurisdiction of the Corporation;
- C. To lease, acquire, hold, convey, and otherwise manage or dispose of real or personal property in its capacity as a property owners' association;
- D. To exercise all powers and discharge all responsibilities granted to it as a not-for-profit corporation under the laws of the State of Florida, its Bylaws, these Articles, and the Declaration, as they may be amended from time to time; and
- E. To otherwise engage in any lawful activities it deems appropriate for the benefit, use, convenience, and enjoyment of its members.

ARTICLE III PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be P.O. Box 15065, West Palm Beach, Florida 33416, or at such other place in Florida as the Board of Directors of the Corporation ("Board") shall by appropriate action determine from time to time.

ARTICLE IV POWERS

The powers of the Corporation shall include and be governed by the following provisions:

Section 1. Powers of the Corporation. The Corporation shall have all the powers of a not-for-profit corporation provided by law and not in conflict with the terms of these Articles, the Bylaws or the Declaration. It shall further have all of the powers and duties reasonably necessary to operate pursuant to its purposes, as they may be amended from time to time, including, but not limited to, the following:

- A. To impose, levy, collect and enforce assessments (whether general, special or individual) to defray the costs, expenses and losses of its operations and to ensure

compliance with its rules and regulations. The method of imposing, levying, collecting, and enforcing assessments shall be designated in this Article IV, the Declaration and the Bylaws.

Any assessments levied by the Corporation, including (a) interest thereon at the amount set by the Board but in no event higher than the maximum rate allowed by law; (b) costs of collection including, but not limited to, reasonable attorneys' fees whether or not suit is filed; and (c) any late charges, fees or fines in connection with any unpaid assessments, are declared to be a charge and continuing lien upon the real property against which such assessments are made. Each assessment shall be the personal obligation of the owner of the Parcel or other real property assessed. A lien shall be effective only upon recordation in the Public Records of Broward County, Florida, of a written and acknowledged statement by the Corporation setting forth the amount due. Upon full payment of all sums secured by such lien, the payor shall be entitled to a statement of satisfaction of the lien in recordable form. Notwithstanding anything to the contrary herein, the lien for assessments and any late charges provided for herein shall be subordinate to the lien of any first mortgage now or hereafter recorded upon the Parcel or other real property by an Institutional Mortgagee (as hereinafter defined). Any lending institution holding a first mortgage on real property subject to the jurisdiction of the Corporation, Declarant as the mortgagee under any purchase money mortgage on real property subject to the jurisdiction of the Corporation, and any other mortgagee approved in writing by the Corporation ("Institutional Mortgagee"), or a purchaser from an Institutional Mortgagee obtaining title to real property as a result of foreclosure or a deed in lieu of foreclosure, shall not be liable for the share of assessments or late charges pertaining to such property or chargeable to the former Owner which accrued prior to the acquisition of title, unless secured by a claim of lien for assessment recorded prior to the recordation of such mortgage. The unpaid share of assessments shall be collectible from all other Owners of real property subject to the jurisdiction of the Corporation. A lien may, in the Corporation's sole and absolute discretion, be released as to real property being sold to a bona fide purchaser upon payment by the current Owner to the Corporation of all assessments and late charges due thereon. This Article IV shall not be amended to impair or diminish the rights of an Institutional Mortgagee without its prior written consent.

B. To acquire liens against all Parcels, improvements and buildings for assessments and to foreclose such liens.

C. To subordinate, in its sole and absolute discretion, any liens acquired by the Corporation.

D. To use the proceeds of assessments in the exercise of its powers and duties.

E. To acquire personal and real property and rights and interests therein (by purchase, gift, dedication or otherwise), and to hold, maintain, repair, operate, lease, sell, dedicate for public use, or otherwise dispose of any property or rights it may acquire.

F. To construct, maintain, repair and replace improvements on its property and to reconstruct improvements after casualty.

G. To borrow money and, with the consent of two-thirds (2/3) of its members, to mortgage, pledge or otherwise hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

H. To purchase insurance for its properties and insurance for the protection of the Corporation, its officers, Directors and members.

I. To make and amend reasonable rules and regulations, and to grant exceptions to such rules and regulations, governing the construction of improvements and maintenance and use of the Parcels and properties of its members.

J. To enforce any regulations, covenants, restrictions or limitations imposed by deed, plat, site plan, development, agreement, the Declaration, or otherwise on land within its jurisdiction.

K. To enforce by legal means the provisions of these Articles, the Bylaws, the Declaration, and all rules and regulations governing the construction, maintenance and use of the Parcels and properties of the members.

L. To manage, operate and maintain any of its properties, to maintain privately owned properties as provided in the Declaration, and to contract for the management, operation and maintenance of any such properties thereby delegating certain powers and duties of the Corporation.

M. To employ personnel to perform the services required to carry out the purposes of the Corporation.

N. To merge or consolidate with other not-for-profit corporations organized for similar purposes or to annex additional properties into the jurisdiction of the Corporation, provided that such merger, consolidation or annexation shall have the consent of two-thirds (2/3) of the members.

O. To provide, through either the Board or a committee appointed by the Board, a systematic, uniform review of all proposed improvements, landscaping and construction of any type or nature whatsoever within the Property.

P. To pay all expenses necessitated by its duties and authority, including all office and business expenses, license fees, taxes or governmental charges levied or imposed against the property of the Corporation.

Q. To dedicate or cause the dedication of streets, roads or other areas or interests in property dedicated to the Corporation on any plat recorded in the Public Records of Broward County, Florida. The exercise of this right shall be at the option of Declarant or its representatives, successors or assigns, and in no event shall Declarant be required to make or cause to be made any dedication to any governmental or quasi-governmental agency or authority.

Section 2. Holding of Funds. All Corporation funds, except such portions expended for the expenses of the Corporation, and title to all properties owned by the Corporation, shall be held in trust for the members' respective interests in accordance with the provisions of these Articles and the Bylaws.

Section 3. Approval by Declarant. As long as Declarant holds title to any Parcels subject to the Corporation's jurisdiction, any action by the Corporation that would be detrimental to such sale or Declarant's rights hereunder or under the Declaration shall require the prior written approval of Declarant.

ARTICLE V MEMBERS

Section 1. Definition. Members of the Corporation shall consist of and be limited to those persons or corporations holding record fee title to any Parcel located within the Property.

Section 2. Change in Membership. Change in membership shall be established by recording in the Public Records of Broward County, Florida, a deed or other instrument establishing record fee title and by the delivery to the Corporation of a certified copy of such recorded instrument. The owner designated by such instrument thus becomes a member of the Corporation, and the membership of the prior owner shall terminate. In the event a certified copy of such instrument is not delivered to the Corporation, the new owner shall become a member, but shall not be entitled to voting privileges until such instrument is delivered to the Corporation.

Section 3. No Assignment of Interest. The interest of a member in the funds and assets of the Corporation shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's real property.

Section 4. Compulsory Membership. Membership shall be compulsory and shall continue until such time as the member transfers or conveys of record the interest upon which his membership is based or until such interest is transferred or conveyed by operation of law, at which time the membership shall automatically be conferred upon the transferee. Membership shall be appurtenant to and run with, and shall not be separated from the real property interest upon which membership is based.

Section 5. Multiple Ownership. If ownership is vested in more than one person, all owners shall be members. However, the number of votes cast by such members shall be determined by the provisions of the Bylaws or the Declaration.

Section 6. Security Interest. Notwithstanding the provisions hereof, no person or entity holding an interest upon which membership is based merely as security for performance of an obligation shall become a member of the Corporation.

Section 7. Voting. For all matters on which the membership is entitled to vote, the number of votes for each Parcel shall be equal to the acreage of such Parcel as provided in the Declaration, which votes shall be exercised or cast in a manner provided in the Bylaws. Should any member hold a voting interest in more than one Parcel, such member shall be entitled to exercise or cast the specified number of votes for each such Parcel.

Section 8. Transfer of Voting Rights. Voting rights are incident to membership, and any transfer of interest which transfers membership in the Corporation shall automatically transfer the voting rights, subject to Subsection 2 above.

ARTICLE VI **DIRECTORS**

Section 1. Number of Directors. The affairs of the Corporation shall be managed by a Board consisting of the number of Directors determined by the Bylaws, but the Board shall consist of not less than three (3) Directors.

Section 2. Election of Directors. Directors shall be elected at the annual meeting of the members in the manner determined by the Bylaws.

Section 3. Directors' Powers and Duties. The powers and duties of the Directors shall be as designated in the Bylaws.

Section 4. Conveyance by Declarant. The first election of the Directors by members shall not be held until record fee title to all of the Parcels within the Property have been conveyed by Declarant, unless Declarant, in its sole and absolute discretion, shall consent thereto. Until Declarant conveys of record all of the Parcels in the Property, it shall have the right to appoint all Board members. This right may be relinquished in writing by Declarant in its sole and absolute discretion. Directors named in these Articles, subject to removal and replacement by Declarant, shall serve until the first election of Directors by the members, and any vacancies occurring before the first election shall be filled by Declarant.

Members of the initial Board need not be members of the Corporation. Thereafter, members of the Board need not be members of the Corporation if they are nominees of a member. Otherwise, each Board member must be a member of the Corporation.

Section 5. Initial Board of Directors. The names and addresses of the members of the initial Board who will hold office until their successors are elected and qualified, or until removed, are as follows:

Mr. A. Vecellio, Jr.
P.O. Box 15065
West Palm Beach, FL 33416

Jon D. Chellgren
2501 N.W. 48th Street
Pompano Beach, FL 33073

John L. Taylor
P.O. Box 15065
West Palm Beach, FL 33416

ARTICLE VII OFFICERS

The affairs of the Corporation shall be administered by a President, one or more Vice Presidents, a Secretary and a Treasurer (collectively "Officers"). The duties and authority of the Officers shall be as designated in the Bylaws. The Officers shall be elected by the Board at its first meeting following the first annual meeting of the members, and shall serve at the pleasure of the

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

President: Leo A. Vecellio, Jr.
P.O. Box 15065
West Palm Beach, FL 33416

Vice President: Jon D. Chellgren
2501 N.W. 48th Street
Pompano Beach, FL 33073

Secretary: John L. Taylor
P.O. Box 15065
West Palm Beach, FL 33416

Treasurer: John L. Taylor
P.O. Box 15065
West Palm Beach, FL 33416

ARTICLE VII
REMOVAL OF DIRECTORS OR OFFICERS

Any Director or Officer may be removed with or without cause and for any reason prior to the expiration of his term in the following manner:

Section 1. Directors.

A. Any member of the Board shall be removed from office with or without cause by the vote or agreement in writing of a majority of all votes of the members.

B. The notice of a meeting of the members to recall a member of the Board shall state the specific Director sought to be removed.

C. A proposed removal of a Director at a meeting shall require a separate vote for each Director sought to be removed. When removal is sought by written agreement, a separate agreement is required for each Director to be removed.

D. If removal of a Director is effected at a meeting, any vacancies created shall be filled by the members at the same meeting.

E. Any Director who is removed from the Board shall not be eligible for reelection until the next annual meeting of the members.

F. Any Director removed from office shall turn over to the Board within seventy-two (72) hours any records of the Corporation in his possession.

G. If a removed Director does not relinquish his office or turn over records as required under this Subsection 1, the Circuit Court in the county where the Corporation's principal office is located may summarily order the Director to relinquish his office and turn over corporate records upon application of any member.

H. During the period of time in which Declarant has or retains the right to appoint the members of the Board, any member of the Board may only be removed, with or without cause, by Declarant in its sole and absolute discretion. Directors appointed by Declarant may not be removed by the members.

Section 2. Officers. Any Officer may be removed with or without cause and for any reason by a majority vote of the Board at any meeting called at least in part for that purpose.

ARTICLE IX **INDEMNIFICATION**

Every Director and Officer shall be indemnified by the Corporation against all expenses and liabilities, including legal fees and costs reasonably incurred by or imposed upon him in connection with any proceeding to which he is a party, or in which he is involved, by reason of being or having been a Director or Officer, whether or not in office at the time such expenses are incurred, except if adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. In the event of settlement, indemnification shall apply only if the Board approves in writing such settlement and reimbursement as being in the best interests of the Corporation.

ARTICLE X **BYLAWS**

The Bylaws shall be adopted by the Board and may be altered, amended or supplemented at any duly called meeting of the members, provided:

A. Notice of the meeting contains a statement of the proposed amendment; and

B. The amendment is approved by the voting members casting not less than two-thirds (2/3) of the total votes of the members.

Declarant reserves the sole and exclusive right to amend the Bylaws until its conveyance of record of all of the Parcels within the Property.

ARTICLE XI **CERTAIN RIGHTS OF DECLARANT**

Section 1. Assignment by Declarant. The Corporation expressly reserves the right for Declarant to assign, grant, bargain, sell, transfer and set over any of its rights under these Articles, the Bylaws, the Declaration or any rules and regulations promulgated by the Corporation, without the consent of any mortgagee or member.

Section 2. Use of Parcels. Notwithstanding anything contained in these Articles, the Bylaws, the Declaration or the rules and regulations of the Corporation, the Corporation expressly reserves to Declarant the right to make such use of the Parcels it owns as it shall, from time to time, determine. Further, Declarant shall have the right to use its Parcels in conjunction with and as part of its program of sales, leasing, constructing and developing such Parcels and any appurtenances or amenities, including, but not limited to, the right to enter and transact business, maintain models and sales offices, place signs, employ sales personnel, and show Parcels.

Section 3. Grants of Easements. The Corporation expressly reserves the right for Declarant to execute, without further authorization, such grants of easements or other instruments as may from time to time be necessary or desirable over, under, across and upon the properties owned by or dedicated to the Corporation in accordance with the Corporation's purposes and powers as set forth in these Articles. Such easements may be for the use and benefit of persons or entities that are not members of the Corporation and for real property which is not within the jurisdiction of the Corporation. The easements reserved in favor of Declarant may be assigned by Declarant in whole or in part to the Corporation, any town, county or state government or agency thereof, or any duly licensed or franchised public utility, or any other designee of Declarant.

ARTICLE XII **AMENDMENTS**

Amendments to these Articles may be proposed and adopted in accordance with the following guidelines:

A. A resolution for the adoption of a proposed amendment may be proposed either by fifty percent (50%) of the Board or by twenty percent (20%) of the members of the Corporation. Directors and members not present in person or by proxy at the meeting considering a resolution may cast their votes in writing, provided such votes are delivered to the Secretary at or prior to the meeting.

B. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

C. Proposed amendments may be passed at the meeting at which they are to be considered as follows:

(i) By approval of not less than fifty-one percent (51%) of the Board and by not less than fifty-one percent (51%) of the votes of the members voting at the meeting; or

(ii) By approval of not less than two-thirds (2/3) of the votes of the members voting at the meeting; or

(iii) Prior to the first election of Directors by the members, by approval of not less than fifty-one percent (51%) of the Directors, without approval of the members.

D. No amendment shall make any changes in the qualifications for membership or the voting rights of members without approval of two-thirds (2/3) of all the members, except for an amendment passed in accordance with Subparagraph (iii) above prior to the first election of Directors by members.

E. A copy of each amendment shall be certified by the Secretary of State of the State of Florida.

F. Notwithstanding anything contained herein or in the Bylaws, no amendment to these Articles, the Bylaws, the Declaration or the rules and regulations of the Corporation shall be passed which detrimentally affects any right of Declarant created or provided for in these Articles, the Bylaws, the Declaration or the rules and regulations of the Corporation, as long as Declarant owns any Parcels within the Property, or which detrimentally affects the Additional Property identified in the Declaration.

ARTICLE XIII
PROHIBITION AGAINST ISSUANCE OF
STOCK AND DISTRIBUTION OF INCOME

The Corporation shall never have nor issue any share of stock, nor shall it distribute any part of its income to its members, Directors or Officers. Nothing contained herein, however, shall be construed to prohibit the payment by the Corporation of reasonable compensation to the members, Directors or Officers for services rendered, or the payment or distribution to members of benefits, monies or properties permitted by statute.

ARTICLE XIV
CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between the Corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer is pecuniarily or otherwise interested in, or is a director, officer or member of any such firm, association, corporation or partnership, or is party or is pecuniarily or otherwise interested in such contract or other transaction, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any such Director may vote and be counted in determining the existence of a quorum at any meeting of the Board for the purpose of authorizing such contract or transaction with the same force and effect as if he were not so interested.

ARTICLE XV
TERM

The term of the Corporation shall be perpetual.

ARTICLE XVI
CONFLICTS

In the event of an irreconcilable conflict between any provision of these Articles, the Bylaws, and the Declaration, Declarant shall resolve such conflict as it deems appropriate, in its sole and absolute discretion.

Fax Audit No. 1196000003627

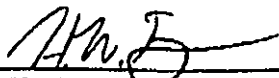
ARTICLE XVII
INCORPORATOR

The names and addresses of the subscriber of these Articles is as follows:

Hugh William Perry, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 South Flagler Drive, Suite 500 East
West Palm Beach, FL 33401

WITNESS the hand and seal of the incorporator of these Articles of Incorporation this 11th day of March, 1996.

Incorporator:

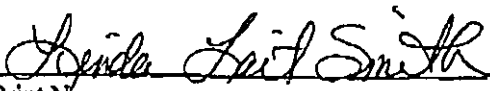


Print Name: Hugh William Perry, Esq.

STATE OF FLORIDA

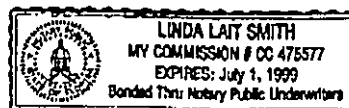
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11th day of March, 1996, by **HUGH WILLIAM PERRY, ESQ.**, who is personally known to me.



Print Name: _____
Commission No.: _____
Commission Expires: _____

(NOTARIAL SEAL)



Fax Audit No. 1196000003627

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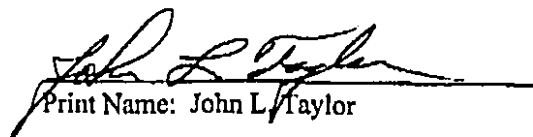
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In accordance with chapter 48.091, Florida Statutes, the following is submitted:

PAVEX BUSINESS PARK PROPERTY OWNERS' ASSOCIATION, INC., a not-for-profit corporation desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation recorded in Broward County, Florida has named **JOHN L. TAYLOR**, located at 101 Sansbury's Way, West Palm Beach, FL 33411, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process of the above named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of chapter 48.091, Florida Statutes relative to operating such registered office.


Print Name: John L. Taylor

Fax Audit No. H96000003627