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Pembroke Commerce Center Association

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AMENDMENTS	
<input type="checkbox"/>	Amendment
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ARTICLES OF INCORPORATION

OF

PEMBROKE COMMERCE CENTER ASSOCIATION INC.

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME: PRINCIPAL OFFICE OF ASSOCIATION

The name of the corporation shall be Pembroke Commerce Center Association, Inc., which is hereinafter referred to as "the Association." The principal office of the Association shall be located at 1812 S.W. 31st Avenue, Pembroke Park, Florida 33009.

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants and Restrictions for Pembroke Commerce Center recorded (or to be recorded) in the Public Records of Broward County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). All of the definitions set forth in the Declaration are hereby incorporated herein by this reference. The further objects and purposes of the Association are to preserve the values and amenities in the Properties and to maintain the Common Areas thereof for the benefit of the owners who become Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been made (which may be an affiliate of the Developer, as hereinafter defined) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

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The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration including, without limitation, the power to borrow money (from the Developer or others) for Association purposes. The Association shall also have all the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general welfare of its membership.

### **ARTICLE III**

#### **MEMBERS**

**Section 1: Membership.** Every person or entity who or which is a record owner of a fee or undivided fee interest in any Unit which is subject to the Declaration shall be a Member of the Association, provided that any such person or entity who merely holds record ownership merely as security for the performance of an obligation shall not be a Member of the Association.

**Section 2: Voting Rights.** The votes of the classes of Members of the Association shall be cast by their respective classes of Voting Members as follows:

**Class A.** Class A Members shall be all those owners, as defined in Section 1, with the exception of the Developer (as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify).

Class A Members cast one (1) vote in Association matters.

**Class B.** The Class B Member shall be the Developer, or a representative thereof designated by it in a written notice to the Association, who shall be entitled to cast ten (10) votes for each Parcel owned by the Developer in all Association matters. Such Class B Voting Member may be removed and replaced by the Developer in its sole discretion. The Class B Membership shall cease and terminate (and convert to a Class A Membership) as and when provided in the Declaration.

**Section 3: Meetings of Voting Members.** The Bylaws of the Association shall provide for an annual meeting of Voting Members, and may make provisions for regular and special meetings of Voting Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Voting Members shall exist if the Voting Members having the power to cast a majority of the votes of the Members shall be present at the meeting.

**Section 4: General Matters.** When reference is made herein, or in the Declaration, Bylaws, Rules and Regulations, management contracts, or otherwise, to a majority or specific percentage of the Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of the Members eligible to be cast by their respective Voting Members present at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which quorum

exists) and not of the Members themselves (or their Parcels) or of the individual Voting Members themselves.

#### ARTICLE IV

##### CORPORATE EXISTENCE; APPROVAL OF CERTAIN ACTS

The Association shall have perpetual existence.

Any of the following actions may be taken by the Association only upon the affirmative vote of two-thirds (2/3) of each class of Members: the mortgaging, conveyance or dedication of Common Areas; or the merger, consolidation or dissolution of the Association. upon any such dissolution, the assets of the Association shall be conveyed to another association or public agency having purpose similar to those of the Association.

#### ARTICLE V

##### BOARD OF DIRECTORS

Section 1: Management by Directors. The property, business and affairs of the Association shall be managed and conducted by a Board of Directors of no fewer than three (3) nor more than ten (10) members as determined by the Board from time to time, same to be elected pursuant to Section 2, below.

Section 2: Election of Directors. Except as otherwise provided herein and for the first Board of Directors and their Developer-appointed replacements, directors shall be elected by the Voting Members of the Association at the annual meeting of the Association as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association owning Units in the Properties or shall be authorized representatives, officers, or employees of corporate members of the Association, or designees of the Developer. Notwithstanding the foregoing, until such time as the Class B Membership in the Association terminates, the Class B Voting Member shall have the right to appoint the Directors of the Association by written notice to such effect or by an announcement reflected in the minutes of the annual meeting of the Association, without the necessity of a vote.

Section 3: Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Voting Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Charles M. Kelsey, Jr.	1812 S.W. 31st Avenue Pembroke Park, Florida 33009
Richard Beidl	1812 S.W. 31st Avenue Pembroke Park, Florida 33009
Charles M. Kelsey, III	1812 S.W. 31st Avenue Pembroke Park, Florida 33009

Section 4: Vacancies. If a Director shall for any reason cease to be a Director, the remaining Directors shall elect a successor to fill the vacancy for the balance of the unexpired term.

Section 5: Term of Office. Directors designated by the Class B Voting Member shall serve until same is removed by the Class B Voting Member or until same become legally incapacitated from serving in such position. Directors elected by Class A Voting Members shall serve one (1) year terms commencing on the first day of the calendar year following their election (but may succeed themselves) or until their successors are duly elected and have qualified.

## ARTICLE VI

### OFFICERS

Section 1: Officers Provided For. The Association shall have a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect. The office of Secretary and Treasurer may be combined into one office.

Section 2: Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other offices may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3: First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Officer &amp; Address</u>
President	Charles M. Kelsey, Jr. 1812 S.W. 31st Avenue Pembroke Park, Florida 33009
Vice President	Charles M. Kelsey, III 1812 S.W. 31st Avenue Pembroke Park, Florida 33009
Secretary/Treasurer	Richard Beidl 1812 S.W. 31st Avenue Pembroke Park, Florida 33009

## ARTICLE VII

### BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

## ARTICLE VIII

### AMENDMENTS

Section 1: Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Association and approved in the manner provided by statute; provided, however, (i) that to the maximum extent lawful the Developer may unilaterally amend these Articles and/or shall have the right to approve any proposed amendments hereto not initiated by the Developer and (ii) the vote required to amend these Articles shall be seventy-five percent (75%) of the votes of the total votes of the Voting Members. In such case, the Class B Voting Member shall have the same number of votes as it would were the Developer a Class A Member.

Section 2: Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided by statute. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 3: In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of incorporation and the Declaration, the Declaration shall control.

**ARTICLE IX**

**INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

Name

Address

Charles M. Kelsey, Jr.

1812 S.W. 31st Avenue  
Pembroke Park, Florida 33009

**ARTICLE X**

**INDEMNIFICATION**

Section 1: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that such person did not act in good faith or in a manner such person reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe their conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith or did act in a manner which such person believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that such person had reasonable cause to believe that their conduct was unlawful.

Section 2: To the extent that a director, officer employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred thereby in connection therewith.

Section 3: Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Association as authorized in this Article.

Section 4: The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or otherwise, both as to any action in such person's official capacity while holding such office or otherwise, and shall continue as to such person that has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5: The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred thereby in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

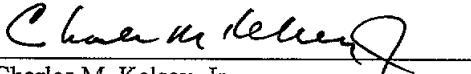
Section 6: The provisions of this Article X shall not be amended.

**ARTICLE XI**

**REGISTERED AGENT**

Until changed, Jesse H. Diner, Esquire shall be the registered agent of the Association and the registered office shall be at 1946 Tyler Street, Hollywood, Florida 33020.

IN WITNESS WHEREOF, the said Incorporator has hereunto set their hand this 21  
day of November, 1999.

  
\_\_\_\_\_  
Charles M. Kelsey, Jr.



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

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

FIRST - - That, Pembroke Commerce Center Association, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1812 S.W. 31st Avenue, Pembroke Park, Florida 33009, State of Florida, has named Jesse H. Diner, Esquire, located at 1946 Tyler Street, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: Charles M. Kelsey, Jr.  
Charles M. Kelsey, Jr.

TITLE: Incorporator

DATE: November, 24 1999

Having been named to accept service of process for the above-stated 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 relative to the proper and complete performance of my duties.

SIGNATURE: Jesse H. Diner  
Jesse H. Diner  
Registered Agent

DATE: November 24, 1999

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