



THE UNITED STATES
CORPORATION
COMPANY

768279

ACCOUNT NO. : 072100000032

REFERENCE : 280240 7057A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 87.50

ORDER DATE : March 4, 1997

ORDER TIME : 9:32 AM

ORDER NO. : 280240-005

CUSTOMER NO: 7057A

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CUSTOMER: Ms. Joan Ferraro
Levy Kneen Mariana Curtin
Suite 1000
1400 Centrepark Boulevard
West Palm Beach, FL 33401

DOMESTIC AMENDMENT FILING

NAME: BOCA COMMERCE CENTER
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

*Amended
&
Restated
Art. of Incorp.*

*3/4/97
DL*

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96 MAR-4 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BOCA COMMERCE CENTER ASSOCIATION, INC.
(a Corporation Not for Profit)

THE UNDERSIGNED hereby certify that the original Articles of Incorporation for BOCA COMMERCE CENTER ASSOCIATION, INC., were filed in the Secretary of State's Office of the State of Florida on May 4, 1983; however, the Corporation has not yet assumed its duties and responsibilities as contemplated in the original Articles and no memberships in the Corporation have been accepted or assumed. Pursuant to the provisions of Section 617.1002(1)(b) of the Florida Not For Profit Corporation Act, if there are no Members, the Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the Directors then in office. The undersigned hereby certify that at a meeting of the Board of Directors of this Corporation on the 22nd day of February, 1997, upon a unanimous vote, the terms and provisions of the original Articles of Incorporation were amended by deleting all the provisions thereof in their entirety and replacing them with the terms and provisions as hereinafter set forth.

In compliance with the requirements of the Laws of the State of Florida, the undersigned do hereby certify:

ARTICLE I

The name of the corporation is BOCA COMMERCE CENTER ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The street address of the Registered Office and the street address of the principal office of the Association is 551 N.W. 77th Street, Suite 114, Boca Raton, Florida, 33487, and the name of the Registered Agent is Steven Adler.

ARTICLE III

All definitions in the Declaration of Restrictions for Boca Commerce Center (hereinafter referred to as the "Declaration") as recorded (or to be recorded) in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE IV
PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide the services and fulfill the duties and obligations set forth in the Declaration including but not limited to maintenance of the surface water management system, landscaping, vegetation, sprinkler systems, street lights, signage, utility conduits, access streets, sidewalks, drainage works, lakes, medians, landscape berms, buffers, entry markers, and other similar improvements, within Boca Commerce Center which are owned, leased by or dedicated to the Association for the common use and enjoyment of the Members of the Association.

ARTICLE V
POWERS OF THE ASSOCIATION

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and as the same may be amended from time to time as therein provided;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Association; to pay all expenses in connection therewith and all office and other expenses incident thereto, and all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) With the assent of two-thirds (2/3rds) vote of the Board of Directors, borrow money, mortgage, pledge, deed in trust, or hypothecate any or

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(e) Promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Association is organized;

(f) Exercise any and all powers, rights and privileges which a non-profit corporation organized under the Laws of the State of Florida may now or hereafter have or exercise;

(g) Contract for management of the Association and to delegate in such contract all or any part of the delegable powers and duties of the Association, and to contract for maintenance services.

ARTICLE VI
MEMBERSHIP AND QUORUM

(a) Membership in the Association shall be governed by the provisions of Section 2.2 of the Declaration.

(b) The presence at any meeting of Voting Members entitled to cast, or of proxies entitled to cast, fifty (50%) percent of the votes of the Association shall constitute a quorum for any action.

ARTICLE VII
VOTING RIGHTS

The voting rights of Members shall be governed by the provisions of Section 2.3 of the Declaration and the Bylaws.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of three (3) Members.

The names and addresses of the Members of the first Board of Directors, who shall hold office until the election of Directors at First Meeting of Members (as hereinafter defined) are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Frank Egger	Boca Commerce Center 551 N.W. 77th Street Boca Raton, FL 33487
Steven Adler	Boca Commerce Center 551 N.W. 77th Street Boca Raton, FL 33487
Anna Vazquez	Boca Commerce Center 551 N.W. 77th Street Boca Raton, FL 33487

Within sixty (60) days following the recording of the Declaration in the Public Records, the President of the Association shall call a special meeting of the Members of the Association ("First Meeting of the Members") in accordance with the provisions regarding a Special Meeting of the Members as set forth in the Bylaws. At the First Meeting of the Members, an election of Directors shall be held, in accordance with the provisions of the By-Laws. At this first election, nominations shall be taken from the floor at such meeting. Directors elected at this first election shall serve until the election of Directors at the next annual meeting.

ARTICLE IX
DURATION

The corporation shall exist perpetually.

ARTICLE X
AMENDMENTS

1. Amendments to these Articles shall be proposed and adopted in the

(b) Call for Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or upon presentation of a petition as herein provided, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary to give each Member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice of the meeting shall be given as provided in the By-Laws.

(c) Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting, by an affirmative vote of Voting Members entitled to vote at least two-thirds (2/3rds) of the votes of the Association.

(d) By Written Statement. If all the directors and all the Voting Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections (a), (b) and (c) above have been satisfied.

(e) Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (i) The name of the corporation.
- (ii) The amendments so adopted.
- (iii) The date of the adoption of the amendment by the Members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees, with the office of the Secretary of State of Florida for approval.

ARTICLE XI SUBSCRIBERS

The names and street addresses of the original subscribers to the Articles of Incorporation filed in the Secretary of State's Office on May 4, 1983 are:

Michael M. Adler	8181 NW 14 Street Miami, FL 33126
Marc Kovens	1301 Dade Blvd. Miami Beach, FL 33139
Robert Pritikin	8181 NW 14 Street Miami, FL 33126

ARTICLE XII OFFICERS

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

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

President:	Frank Egger	Boca Commerce Center 551 N.W. 77th Street Boca Raton, FL 33487
Vice-President:	Steven Adler	Boca Commerce Center 551 N.W. 77th Street Boca Raton, FL 33487
Secretary:	Anna Vazquez	Boca Commerce Center 551 N.W. 77th Street Boca Raton, FL 33487

ARTICLE XIII
BY-LAWS

The By-Laws of the Association shall initially be adopted by the Board of Directors, and thereafter may be amended, altered or rescinded at a regular or special meeting of the Board by a vote of a majority of the votes of the entire Board.

ARTICLE XIV
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby agree to indemnify, defend and hold harmless every Director and every Officer, their heirs, personal representatives, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or Officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other indemnification rights to which such Director or Officer may be entitled, by law or otherwise.

ARTICLE XV
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A contract or other transaction between the Association and one (1) or more of its Directors or any other corporation, firm, association or entity in which one (1) or more of its Directors are directors or officers or are financially interested, shall be voidable by the Association because of such relationship or interest unless such Director or Directors provide written disclosure of such relationship or interest to the Board of Directors or Committee which authorizes, approves, or ratifies the contract or transaction, prior to such authorization, approval or ratification. Such disclosure shall be reflected in the minutes of such meeting. The interested Director or Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a Committee thereof which authorizes, approves or ratifies such contract or transaction, but the vote or consent of such interested Director or Directors shall not count. Approval by a majority of the other, non-interested Directors shall be sufficient.

IN WITNESS WHEREOF, we, the undersigned, constituting the President and Secretary of this Association, have executed these Amended and Restated Articles of Incorporation this 22nd day of February, 1997.

BOCA COMMERCE CENTER ASSOCIATION, INC.

By: Frank Egger
Frank Egger, Its President

Attest: Anna Vazquez
Anna Vazquez, Its Secretary

STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Frank Egger, known to me to be the President of BOCA COMMERCE CENTER ASSOCIATION, INC., a Corporation Not for Profit, the corporation in whose name the foregoing instrument was executed, and that he acknowledged executing the same for such corporation, freely and voluntarily, under authority duly vested in him by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation, that he is personally known to me or that I relied upon the following form of identification of the above-named person: _____ and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 22 day of FEBRUARY, 1997.

STATE OF)
) ss:
COUNTY OF)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Anna Vazquez, known to me to be the Secretary of BOCA COMMERCE CENTER ASSOCIATION, INC., a Corporation Not for Profit, the corporation in whose name the foregoing instrument was executed, and that she acknowledged executing the same for such corporation, freely and voluntarily, under authority duly vested in him by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation, that she is personally known to me or that I relied upon the following form of identification of the above-named person: _____ and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this
26 day of FEBRUARY 1999.

Jeannette T. Ellis
NOTARY PUBLIC
JEANNETTE T. ELLIS
Printed Notary Signature

My Commission Expires:

(SEAL)

