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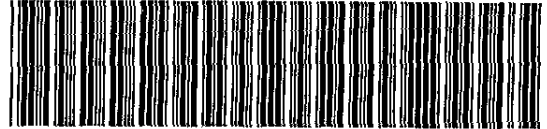
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Vivian Gilliland gave Authorization
to add statement that "members
approval was not required."
5/29 JB



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Amended & Restated Art.

V SHEPARD MAY 30 2003

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: T-REX Corporate Center Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Re: The Articles of Incorporation for T-REX CORPORATE CENTER ASSOCIATION, INC., filed on March 4, 2002 and assigned document number N002000001703

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Joan Stavola
Name (Printed or typed)

5000 T-REX Avenue, Suite 100
Address

Boca Raton, Florida 33431
City, State & Zip

(561) 997-1111
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
T-REX CORPORATE CENTER ASSOCIATION, INC.

I. NAME

The name of this corporation shall be T-REX CORPORATE CENTER ASSOCIATION, INC., sometimes hereinafter referred to as the "Association".

II. PRINCIPAL PLACE OF BUSINESS.

The principal place of business and mailing address for the Association shall be 5000 T-REX Avenue, Suite 100, Boca Raton, Florida 33431

III. PURPOSES

The purposes of the Association are as follows:

A. To perform all of the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration of Covenants and Restrictions for T-REX Corporate Center, recorded on December 5, 2002, in Book 14478 at Page 0499 in the Official Records of Palm Beach County, Florida, as the same may be amended from time to time (the "Declaration").

B. To operate without profit for the sole and exclusive benefit of its members.

IV. GENERAL POWERS

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, By-Laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To promulgate an annual budget for the operations of the Association in accordance with the By-laws.

D. To delegate power or powers where such is deemed in the interest of the Association.

E. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

F. To fix assessments to be levied against the Property to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

G. To charge recipients for services rendered by the Association when such is deemed appropriate by the Board of Directors the Association.

H. Those powers enumerated in Article XVII below.

I. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

V. MEMBERS

A. The members shall consist of the Owners in T-REX Corporate Center, the Property as described in Article II Section 1 of the Declaration as it may from time to time be amended pursuant to Article II Section 3 of the Declaration.

B. "Developer", "Owner", "Parcel", "Property" and any other defined terms used herein, and elsewhere in the Articles, are used with the definitions given those terms in the Declaration.

VI. VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one (1) vote for each square foot of such member's Allocated Development Rights (as defined in the Declaration). Except where otherwise required under paragraph B below, the Declaration or by law, the affirmative vote of the Owners of a majority of the Allocated Development Rights represented at any meeting of the Board duly called and at which a quorum is present, shall be binding upon the members.

B. The following actions of the Board require the affirmative vote of the Developer plus one (1) additional Owner (unless Developer is the sole Owner of all Parcels):

1. Except as expressly provided therein, amendment to the Declaration or By-laws;
2. Approval of the Budget in accordance with the By-laws;
3. Approval of any special Assessments in excess of \$10,000 not contained in the Budget; and
4. Exemption of any Parcel from the Declaration under Article V, Section 10.

C. The Association will obtain funds with which to operate by assessment of its members owning Parcels in accordance with the provisions of the Declaration, as supplemented by the provisions of the Articles and By-Laws of the Association relating thereto.

VII. BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors. Each Owner of a Parcel shall have the right to appoint a Director to the Board of Directors. Initially, the Board of Directors shall be comprised of three (3) Directors, one (1) for each of the three (3) Parcels presently comprising the Property. The number of Directors shall be automatically increased in the event of further subdivision of the Property. So long as Developer shall have the right to appoint a majority of the Board of Directors, Directors need not be residents of the State of Florida; thereafter, all Directors shall be residents of the State of Florida. In no event can a Board member appointed by an Owner be removed except by action of such Owner. Any Director appointed by any Owner shall serve at the pleasure of such Owner, and may be removed from office, and a successor Director may be appointed, at any time by such Owner.

B. The names and addresses of the members of the first Board of Directors who shall hold office until the annual meeting of the members to be held in the year 2003 or until their successors are appointed and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Clifford J. Preminger	5000 T-REX Avenue Suite 100 Boca Raton, Florida 33431

Joan Stavola

5000 T-REX Avenue
Suite 100
Boca Raton, Florida 33431

Vernon Priest

5000 T-REX Avenue
Suite 100
Boca Raton, Florida 33431

VIII. OFFICERS

A. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the By-Laws. The names of the officers who are to manage the affairs of the Association until the annual meeting of the Board of Directors to be held in the year 2003 and until their successors are duly elected and qualified are:

President

Joan Stavola

Vice President

Clifford J. Preminger

Treasurer

Joan Stavola

Secretary

Vernon Priest

IX. CORPORATE EXISTENCE

The Association shall have perpetual existence.

X. BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles.

XI. AMENDMENT TO ARTICLES OF INCORPORATION

These Articles may be altered, amended or repealed only by the unanimous resolution of the Board of Directors.

XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or Proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

XIII. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

XIV. DISSOLUTION OF THE ASSOCIATION

A. Upon dissolution of the Association, except as set forth in Article XVII, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed among the members, as tenants in common, each members' share of the assets to be determined in accordance with its voting rights.

B. The Association may be dissolved upon a resolution to that effect being passed by the affirmative vote of three-fourths (3/4) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import. Notwithstanding the foregoing, the Association may not be dissolved during any period of time it is required to be in existence by the Development Order (as defined in the Declaration).

XV. REGISTERED AGENT.

The name and Florida street address of the registered agent is Joan Stavola, 5000 T-REX Avenue, Suite 100, Boca Raton, Florida 33431.

XVI. INCORPORATOR

The name and address of the Incorporator is: Joan Stavola, 5000 T-REX Avenue, Suite 100, Boca Raton, Florida 33431.

XVII. SOUTH FLORIDA WATER MANAGEMENT DISTRICT REQUIREMENTS

Notwithstanding anything herein to the contrary, the Association shall:

- A. have the power to own and control property;

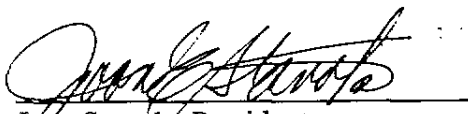
- B. have the power to operate and maintain common property, specifically the surface water management system as permitted by the South Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances;
- C. have the power to establish uniformly applied, reasonable rules and regulations;
- D. have the power to assess members and enforce said assessments;
- E. have the power to sue and be sued;
- F. have the power to contract to provide for services for operation and maintenance;
- G. have as members all of the Property Owners; and
- H. exist in perpetuity; however, if the Association is dissolved, that portion of the Property consisting of surface water management system owned by the Association shall be conveyed to an appropriate agency of local government, or, if not accepted by such agency of local government, to a similar non-profit corporation; provided that any maintenance or repair obligation imposed upon the Association by any recorded agreement, by statute or other agreement shall be conveyed as well.

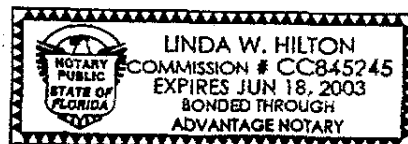
XVIII. AMENDMENT AND RESTATEMENT

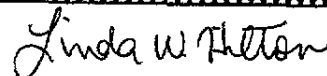
The foregoing Amended and Restated Articles of Incorporation of T-REX Corporate Center Association, Inc. amend, restate and supercede in its entirety the Articles of Incorporation of T-REX Corporate Center Association, Inc. filed among the records of the Florida Secretary of State on March 4, 2002.

The foregoing Amended and Restated Articles of Incorporation of T-REX Corporate Center Association, Inc. were duly approved and adopted by unanimous consent of the Board of Directors on April 15, 2003. Members approval was not required.

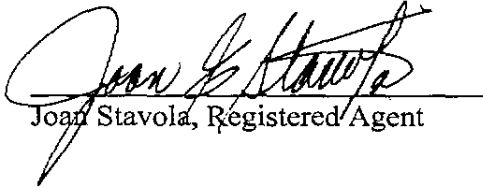
IN WITNESS WHEREOF, the undersigned has hereto set her hand and seal this 8 day of May, 2003.


Joan Stavola, President





Having been named registered agent to receive service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Joan Stavola, Registered Agent