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## FLORIDA NON-PROFIT CORPORATION

THE SHOPPES AT BEACON LIGHT MERCHANTS ASSOCIATION INC

|                       |         |
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**ARTICLES OF INCORPORATION  
OF  
THE SHOPPES AT BEACON LIGHT MERCHANTS ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the "Florida Not For Profit Corporation Act", the undersigned subscriber to these Articles, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

**ARTICLE I  
NAME**

The name of the corporation is **THE SHOPPES AT BEACON LIGHT MERCHANTS ASSOCIATION, INC.**, hereinafter called the "Corporation" or "Association", whose corporate street address is 1821 N.E. 24th Street, Lighthouse Point, Florida 33064.

**ARTICLE II  
DURATION**

The Association shall exist perpetually unless sooner dissolved as provided by law.

**ARTICLE III  
DEFINITIONS**

- A. "Articles" or "Articles of Incorporation" shall herein mean and refer to these Articles of Incorporation, as may be amended from time to time.
- B. "Board" or "Board of Directors" shall herein mean and refer to the Board of Directors of the Association.
- C. "Bylaws" shall herein mean and refer to the Bylaws of the Association adopted by the Board, as may be amended from time to time.
- D. "Landlord" shall herein mean and refer to Beacon Light Partners, Ltd., its successors or assigns.
- E. "Members" shall herein mean and refer to the tenants of the Shopping Center who have voluntarily elected to become Members of the Association and are (and remain) in good standing, at all times, under their lease agreements with Landlord. Landlord's determination whether a Member is in good standing under the lease shall be final.
- F. "Shopping Center" shall herein mean and refer to The Shoppes at Beacon Light located at 2400 North Federal Highway, Lighthouse Point, Broward County, Florida 33064.

**ARTICLE IV  
COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence of the Association shall commence at the time these Articles of Incorporation are filed with the Department of State of the State of Florida.

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**ARTICLE V**  
**PURPOSE AND POWERS OF THE ASSOCIATION**

A. Purpose. The purpose for which this Association is organized is to promote the use and enjoyment of the Shopping Center by its Members and the patrons, licensees, invitees and guests of the Shopping Center, in accordance with and pursuant to the leases for the tenancies in the Shopping Center, these Articles and the Bylaws.

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

(1) To do all of the acts required to be performed by it in accordance with these Articles and the Bylaws.

(2) To charge its Members for the expenses of the Association that are required to conduct the business of the Association as determined by the Board.

(3) To promulgate or enforce rules, regulations, these Articles, the Bylaws, covenants, restrictions or agreements to effectuate the purpose for which the Association is organized.

(4) To have all powers conferred upon a corporation not for profit by the laws of the State of Florida, except as may be prohibited herein.

(5) Notwithstanding anything contained herein to the contrary, the Association shall not have the power to, and shall not, engage in or carry on propaganda or otherwise attempt to influence legislation that may be detrimental to the Landlord's development, construction, ownership, operation or control of the Shopping Center, or to participate or intervene, directly or indirectly, in any political campaign on behalf of, or in opposition to, any candidate for office, whether public, quasi-public or private, or to otherwise engage in or carry on any political action including, but not limited to, the publishing or distribution of statements, nor shall Members perform any such activities in the name of the Association.

(6) Notwithstanding anything contained herein to the contrary, Landlord, in its sole and absolute discretion, shall approve or reject all types of marketing or advertising of the Shopping Center, or any portion thereof, before any marketing or advertising materials of any kind are published, transmitted or distributed.

**ARTICLE VI**  
**MEMBERSHIP AND VOTING**

A. Membership. The Members of the Association shall consist of only those tenants in the Shopping Center who are specifically named in the leases with Landlord, and not sub-lessees, who have voluntarily elected to become Members of the Association and are (and remain) in good standing, at all times, under their leases with Landlord. Each and every Member shall be entitled to the benefits of membership in the Association and shall be bound to abide by the terms and provisions of these Articles and the Bylaws, as may be amended from time to time.

B. Voting. All votes shall be cast by the designated Members in accordance with Article II of the Bylaws, as the same may be amended from time to time.

**ARTICLE VII**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office is 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131, and the name of the initial registered agent at such address is B & C Corporate Services, Inc.

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

A. Numbers and qualifications. The affairs of this Association shall be managed by a board of not less than five (5) nor more than seven (7) Directors (the "Board" or "Board of Directors"), who must be Members of the Association. The first Board shall be comprised of five (5) Members. The number of Directors within the limits of not less than five (5) nor more than seven (7), may be changed by amendment of the Bylaws of the Association. The names and addresses of the Members who are to act in the capacity of Directors until the selection or election of their successors are:

|                   |                                                                 |
|-------------------|-----------------------------------------------------------------|
| Tina Brown        | 1110 S.W. 5 <sup>th</sup> Street<br>Boca Raton, FL 33486        |
| John Offerdahl    | 3016 Birkdale Street<br>Weston, FL 33332                        |
| Peter C. Anderson | 2650 N.E. 24 <sup>th</sup> Street<br>Pompano Beach, FL 33064    |
| Robert Isaacs     | 1201 Hibiscus Avenue<br>Pompano Beach, FL 33062                 |
| William Cooper    | 3920 N.E. 27 <sup>th</sup> Avenue<br>Lighthouse Point, FL 33064 |

B. Duties and Powers. All of the duties and powers of the Association existing under these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by Members when such approval is specifically required.

C. Election Removal. Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies of the Board shall be filled in the manner provided for in the Bylaws.

D. Term of Initial Directors. The Landlord shall appoint the members of the first Board and their replacements, and the initial Board shall serve until the first Annual Meeting of Members.

E. Notwithstanding anything to the contrary contained in these Articles, Landlord shall have the absolute and unqualified right (i) to appoint one (1) Director to the Board and (ii) to remove any Director who has materially breached or defaulted under its lease with Landlord.

### **ARTICLE IX** **OFFICERS AND TERMS**

A. The affairs of the Association are to be managed by the following Officers: President; one or more Vice Presidents; a Secretary; a Treasurer; and any assistants to such Officers as the Board may deem appropriate from time to time.

B. Officers shall be elected for one year terms at each annual meeting of the Board and shall hold office at the pleasure of the Board. Any Officer may be removed at any meeting by the affirmative vote of a majority of the members of the Board, either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof or by unanimous written consent of the Board in the absence of a meeting.

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C. The names of the Officers who are to serve in the office indicated until the first election or appointment of their successors are:

|                   |                |
|-------------------|----------------|
| Robert Isaacs     | President      |
| Peter C. Anderson | Vice President |
| Tina Brown        | Secretary      |
| William Cooper    | Treasurer      |

#### **ARTICLE X** **NAME AND ADDRESS OF SUBSCRIBER**

The name and address of the sole subscriber to these Articles is Triton/AJR Development Corporation, a Florida corporation, whose address is 1821 N.E. 24<sup>th</sup> Street, Lighthouse Point, Florida 33064.

#### **ARTICLE XI** **AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendments to these Articles shall be proposed in the following manner:

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

B. Adoption. The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board or by not less than two-thirds (2/3) of the Members of the Association. The approvals must be by not less than a majority of the votes of all the Members of the Association, in person or by proxy, represented at a meeting at which a quorum thereof has been attained.

C. Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights of Members, nor any changes in Article V or Article XIII of these Articles, entitled "Purpose and Powers of the Association" and "Indemnification", respectively, without the approval in writing of all Members. No amendment shall be made that is in conflict with the Bylaws, nor shall any amendment make changes which would in any way affect the rights, privileges, powers or options herein provided in favor of or reserved to the Landlord, unless the Landlord shall join in the execution of the amendment.

D. Filing. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law.

E. Landlord's Consent. Notwithstanding anything contrary contained in these Articles, Landlord's prior written consent to any amendment to these Articles must first be obtained before any amendment shall be effective.

F. Landlord's Rights. Notwithstanding anything to the contrary contained in these Articles, no amendment to these Articles shall be effective which prejudices or otherwise detrimentally affects any of the rights or privileges of Landlord.

#### **ARTICLE XII** **BYLAWS**

The first bylaws of the Association shall be adopted by the Board and may be altered, amended or rescinded in the manner provided in the Bylaws.

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**ARTICLE XIII**  
**INDEMNIFICATION**

A. **Indemnity.** 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 he is or was a Director, employee, Officer or agent of the Association, against expenses (including reasonable attorneys' fees at all judicial levels), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him connection with such action, suit or proceeding, unless: (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe this conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, have reasonable cause to believe that his conduct was unlawful.

B. **Expenses.** 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 Paragraph A. of this Article XIII, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. **Advances.** 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 upon the receipt of any undertaking by or on behalf of the affected Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized in this Article XIII.

D. **Miscellaneous.** 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, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

E. **Insurance.** 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 him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article XIII.

F. **Amendment.** Anything to the contrary herein notwithstanding, the provisions of this Article XIII may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

**ARTICLE XIV**  
**SELF DEALING, VALIDITY OF AGREEMENT AND WAIVER OF CLAIMS**

A. No contract, agreement or undertaking of any sort between the Association and one or more of its Directors or Officers, or between the Association and any entity or individual shall be invalidated or affected by reason that the Association, its Directors, Officers, Members, agents or employees hold a financial interest in or with the individual or entity, or solely because the Director or Officer is present at or participates in the meeting of the Board which authorized the contract or transaction, or solely because his or their votes are counted for such purpose.



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**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, as amended, the corporation named below, 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, as follows:

1. The name of the Corporation is: THE SHOPPES AT BEACON LIGHT MERCHANTS ASSOCIATION, INC.
2. The name and address of the registered agent and registered office of the Corporation for service of process within the State of Florida are: B & C Corporate Services, Inc., 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN SUCH CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF THE UNDERSIGNED RELATING TO THE DESIGNATION HEREIN, AND THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

**B & C Corporate Services, Inc.**

By: [Signature]  
Printed Name: Annette DeLeon  
Title: Vice President

**Post Office Address:**  
201 South Biscayne Boulevard, Suite 3000  
Miami, Florida 33131

**(Corporate Seal)**

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