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RADICE CORPORATE CENTER ASSOCIATION, INC.**

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MAY 25 2022

**COVER PAGE TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
RADICE CORPORATE CENTER ASSOCIATION, INC.**

Prepared by and after recording return to:  
Rebelee Seward  
c/o Cushman & Wakefield  
13535 Feather Sound Dr., Suite 100  
Clearwater, FL 33762

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
RADICE CORPORATE CENTER ASSOCIATION, INC.  
a Florida corporation not-for-profit**

In Compliance with Chapter 617 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of Radice Corporate Center Association, Inc. (the "Corporation"), were originally filed with the Secretary of State of the State of Florida on June 21, 1984 (the "Original Articles"). Pursuant to Sections 617.1007 and 617.1002 of the Act, the Original Articles are amended and restated in their entirety by these Amended and Restated Articles of Incorporation, which were duly adopted by unanimous consent of the Board of Directors of the Corporation.

RADICE CORPORATE CENTER, INC., a Florida corporation, ("Declarant"), the then owner of certain property in Broward County, Florida, which is legally described on file as follows:

Tracts 1 through 5 of SHELL AT 1-95, according to the Plat thereof, recorded in Plat Book 102, Page 25, of the Public Records of Broward County, Florida.

recorded a Declaration of Covenants, Conditions and Restrictions of Radice Corporate Center, recorded in Official Records Book 11826, Page 218, of the Public Records of Broward County, Florida (the "Declaration") which will affect all or a portion of such property, which property affected by the Declaration from time to time is hereinafter referred to as the "Park Property". This Association was formed as the Association to administer the Declaration, and to perform the duties and exercise the powers pursuant to the Declaration, as and when the Declaration was recorded in the Public Records of Broward County, Florida, submitting the Park Property to the jurisdiction of the Association. All of the definitions contained in the Declaration shall apply to these Articles, and to the By-Laws of the Association.

**ARTICLE I**

**NAME**

The name of this corporation is "Radice Corporate Center Association, Inc.", a Florida corporation not-for-profit, herein-after referred to as the "Association".

**ARTICLE II**

**PURPOSE**

The purposes for which the Association is organized are as follows:

- 1 To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
- 2 To administer, enforce and carry out the terms and provisions of the Declaration, as same may be amended from time to time.

3 To administer, enforce and carry out the terms and provisions of any other declaration of covenants, conditions and restrictions, or similar document, submitting property to the jurisdiction of, or assigning responsibilities, rights or duties to, the Association, and accepted by the Board.

4 To promote the health, safety, welfare and business of the Members.

### **ARTICLE III**

#### **POWERS**

The Association shall have the following powers:

1 All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida.

2 To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the Declaration or any similar documents, either express or implied, including, but not limited to, the following:

A. To own, purchase, convey, sell, mortgage, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

B. To make and collect Assessments against Members and Parcel Owners to defray the costs, expenses and losses incurred or to be incurred by the Association.

C. To make, establish, revise from time to time, and enforce reasonable rules and regulations governing the use of Common Areas, Parcels, and other property under the jurisdiction of the Association. Pursuant to the foregoing, subject to revision by the Board from time to time, the following are the only permitted uses of Parcels and other property, and any other use shall be prohibited and unauthorized:

(a) Professional or general office space.

(b) Bank or banking facility.

(c) Health club, gymnasium or spa.

(d) Training or educational facility within the buildings known as Radice 1, Radice 2, or Radice 3; provided that K-12 schools shall be prohibited.

(e) Hotels.

(f) Residential use, including townhouses, apartments, condominiums, and other multi-family units; provided that any such residence with rental terms of less than 180 days shall be prohibited.

(g) Quality table service restaurant (upscale fast casual at a minimum) or counter service coffee establishment providing drive through services. No bars or establishments where alcoholic beverage sales are over 50% of gross sales shall be permitted.

D. To grant, modify and terminate easements, and to dedicate property owned by the Association to any public or quasi-public agency, authority or utility company for road right-of-way, ingress and egress, public, utility drainage, irrigation, sprinkler system, and lake maintenance purposes.

E. To borrow money for the purposes of carrying out the powers and duties of the Association.

F. To exercise architectural control over the construction, improvement and/or repair of any building, fence, wall, parking area, driveway, road, sidewalk, walkway, sign, lighting, antenna, landscaping or other structure or improvement, or any change or alteration thereto, placed, constructed or made upon any property over which the Association has jurisdiction.

G. To obtain insurance to protect the Association against loss, and to pay taxes assessed against any property owned by and/or the responsibility of the Association.

H. To employ personnel necessary to perform the obligations, services and duties required of or performed by the Association, and for the proper maintenance and operation of the properties for which the Association is responsible, or to contract with others for the performance of such obligations, services and/or duties. Without limitation, the Association is specifically authorized to enter into a management agreement with a management company, including a management company affiliated with the Declarant, pursuant to which such management company will manage, maintain and operate the Common Areas and other portions of the Park Property to be operated and/or maintained by the Association, will submit budgets to the Association for approval by the Board, will collect assessments for Common Expenses payable by the Parcel Owners pursuant to the Declaration, and will perform such other duties as may be agreed to from time to time, and in connection therewith, to pay the management company a reasonable fee for such services.

#### **ARTICLE IV**

##### **MEMBERS**

1 Parcel Owners. The record owners of Parcels in the Park Property shall be Members of the Association. Membership shall be established for each Parcel upon the recording of these Articles and the Declaration amongst the public records of the county in which the Park Property is located. Prior to such recording, the incorporators to these Articles shall be the Members of the Association.

2 Changes in Membership. Upon the transfer of fee title to any Parcel, whether by conveyance, devise, judicial decree or otherwise, and upon the recordation amongst the public records of the county in which the Park Property is located, of the deed or other instrument of conveyance evidencing a transfer of ownership, the new Parcel Owner designated in such deed or

other instrument of conveyance shall become a Member of the Association, and the membership of the prior Parcel Owner as to the Parcel designated shall be terminated. The Association shall not be responsible for reflecting any such change in membership until notified of same.

3 Membership Appurtenant to Parcel. No membership in the Association, and no interest or right of any Member in the funds or assets of the Association, may be assigned, transferred, or encumbered or otherwise disposed of or hypothecated except as an appurtenance to the underlying Parcel of the Member.

## ARTICLE V

### VOTING

1 In General. Each Parcel will have assigned to it a number of votes equal to the total number of acres in the Parcel. Fractional portions of an acre within any Parcel will be rounded off to the highest 1/10th of any acre and the Parcel will be assigned a like fractional vote for such portion rounded off to the highest 1/10th of a vote. In the event any Parcel is owned other than by one (1) individual, the votes for such Parcel shall be cast pursuant to the By-Laws. Any Member may represent himself, or may authorize by proxy, the Association, or any other Person, to act in his behalf, at any meeting or other activity in which a Member of the Association is entitled to vote. The By-Laws shall provide for the minimum number of votes necessary to constitute the action of the Members, subject to provisions of these Articles, the By-Laws, or the Declaration which may require greater voting requirements.

## ARTICLE VI

### BOARD OF DIRECTORS

1 Number. The affairs of the Association will be managed by the Board. The number of Directors on the Board shall be determined by, or pursuant to, the By-Laws and in any event shall always be an odd number. In the absence of a determination of the number of Directors, the Board shall consist of three (3) Directors.

2 Election by Members. All Directors elected by the Members shall be elected in the manner provided by the By-Laws.

## ARTICLE VII

### OFFICERS

The Officers of the Association shall be a president, vice-president, secretary, treasurer and such other officers as the Board may from time to time, by resolution, create.

## **ARTICLE VIII**

### **INDEMNIFICATION**

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by, or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, any other right of indemnification to which a Director or Officer may be entitled. The Association is specifically authorized to purchase insurance for such indemnification.

## **ARTICLE IX**

### **BY-LAWS**

The By-Laws shall be initially adopted by the Board named herein, and thereafter, subject to the provisions of Article XIV, may be altered, amended or rescinded in the following manner:

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

2 **Adoption.** A resolution for the adoption of a proposed amendment to the By-Laws may be proposed by either the Board or by Members having not less than ten (10%) percent of all of the votes which may be cast by all of the Members. Except as elsewhere provided, the approval of a proposed amendment must be by either:

A. Not less than a majority of the entire Board, and not less than sixty-six and two-thirds (66-2/3) of all of the votes which may be cast by all of the Members; or

B. The unanimous consent of the entire Board.

3 **Execution and Recording.** A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the By-Laws, which certificate shall be executed by the President of the Association, and recorded in the public records of the county in which the Park Property is located.

## **ARTICLE X**

### **AMENDMENTS TO ARTICLES**

Subject to the provisions of Article XIV, amendments to these Articles shall be proposed and adopted in the following manner:

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

2 Adoption. A resolution for the adoption of a proposed amendment to the Articles may be proposed by either the Board or by Members having not less than ten (10%) percent of all of the votes which may be cast by all of the Members. Directors and Members not present in person or by proxy at a meeting considering an amendment may express their approval or disapproval in writing, providing the approval is delivered to the Secretary of the Association within ten (10) days after the meeting at which the amendment is considered. Approval of an amendment to the Articles must be by either:

A. Not less than a majority of the entire Board, and not less than seventy-five (75%) percent of all of the votes which may be cast by all of the Members; or

B. The unanimous consent of the entire Board.

3 A copy of each amendment to the Articles shall be filed with the Secretary of State of Florida, and a copy certified by the Secretary of State shall be recorded in the public records of the county in which the Park Property is located.

## ARTICLE XI

### TERM

This Association shall have perpetual existence.

## ARTICLE XII

### RESIDENT AGENT AND REGISTERED OFFICE

The registered agent and registered office of the Association shall be:

#### Name

#### Address

Cushman & Wakefield of Florida, Inc.

600 Corporate Drive, Suite 318  
Fort Lauderdale, FL 33334

*The restatement was adopted by the board of directors and does not contain any amendments requiring member approval.*

WHEREFORE, the undersigned, being all of the members of the Board of Directors, have approved and signed these Amended and Restated Articles of Incorporation on this 11th day of May, 2022.

BOARD OF DIRECTORS:

  
\_\_\_\_\_  
Michael G. Mire



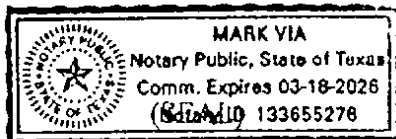
\_\_\_\_\_  
Mark Russell

\_\_\_\_\_  
Rebelee Seward

**STATE OF TEXAS  
COUNTY OF TRAVIS**

*Williamson*

The foregoing instrument was acknowledged before me by means of [ ] physical presence or [ ] online notarization, this 11th day of MAY, 2022, by Michael G. Mire. Said person is [ ] personally known to me or [ ] has produced TEXAS LICENSE as identification.



*Mark Via*  
Notary Public; State of Texas

Print Name: MARK VIA

Comm. Exp.: 03-18-2026 Comm. No.: 133655276

**STATE OF GEORGIA  
COUNTY OF COBB**

The foregoing instrument was acknowledged before me by means of [ ] physical presence or [ ] online notarization, this \_\_\_\_\_ day of \_\_\_\_\_, 2022, by Mark Russell. Said person is [ ] personally known to me or [ ] has produced \_\_\_\_\_ as identification.

(SEAL)

\_\_\_\_\_  
Notary Public; State of Florida

Print Name: \_\_\_\_\_

Comm. Exp.: \_\_\_\_\_; Comm. No.: \_\_\_\_\_

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

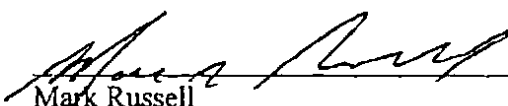
The foregoing instrument was acknowledged before me by means of [ ] physical presence or [ ] online notarization, this \_\_\_\_\_ day of \_\_\_\_\_, 2022, by Rebelee Seward. Said person is [ ] personally known to me or [ ] has produced \_\_\_\_\_ as identification.

(SEAL)

\_\_\_\_\_  
Notary Public; State of Florida

Print Name: \_\_\_\_\_

Comm. Exp.: \_\_\_\_\_; Comm. No.: \_\_\_\_\_

  
Mark Russell

\_\_\_\_\_  
Rebelee Seward

**STATE OF TEXAS  
COUNTY OF TRAVIS**

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☐ online notarization, this \_\_\_\_\_ day of \_\_\_\_\_, 2022, by Michael G. Mire. Said person is ☐ personally known to me or ☐ has produced \_\_\_\_\_ as identification.

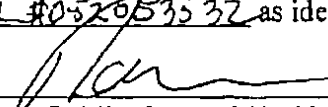
(SEAL)

\_\_\_\_\_  
Notary Public; State of Florida  
Print Name: \_\_\_\_\_  
Comm. Exp.: \_\_\_\_\_; Comm. No.: \_\_\_\_\_

**STATE OF GEORGIA  
COUNTY OF COBB**

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 11 day of May, 2022, by Mark Russell. Said person is ☐ personally known to me or ☒ has produced DL #052053532 as identification.



  
\_\_\_\_\_  
Notary Public; State of Florida  
Print Name: RAFAEL ALONSO  
Comm. Exp.: 5-17-22; Comm. No.: \_\_\_\_\_

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☐ online notarization, this \_\_\_\_\_ day of \_\_\_\_\_, 2022, by Rebelee Seward. Said person is ☐ personally known to me or ☐ has produced \_\_\_\_\_ as identification.

(SEAL)

\_\_\_\_\_  
Notary Public; State of Florida  
Print Name: \_\_\_\_\_  
Comm. Exp.: \_\_\_\_\_; Comm. No.: \_\_\_\_\_

Mark Russell

Rebelee M. Seward  
Rebelee Seward

**STATE OF TEXAS  
COUNTY OF TRAVIS**

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☐ online notarization, this \_\_\_\_\_ day of \_\_\_\_\_, 2022, by Michael G. Mire. Said person is ☐ personally known to me or ☐ has produced \_\_\_\_\_ as identification.

(SEAL)

Notary Public: State of Florida

Print Name: \_\_\_\_\_

Comm. Exp.: \_\_\_\_\_; Comm. No.: \_\_\_\_\_

**STATE OF GEORGIA  
COUNTY OF COBB**

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☐ online notarization, this \_\_\_\_\_ day of \_\_\_\_\_, 2022, by Mark Russell. Said person is ☐ personally known to me or ☐ has produced \_\_\_\_\_ as identification.

(SEAL)

Notary Public: State of Florida

Print Name: \_\_\_\_\_

Comm. Exp.: \_\_\_\_\_; Comm. No.: \_\_\_\_\_

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 11<sup>th</sup> day of May, 2022, by Rebelee Seward. Said person is ☐ personally known to me or ☒ has produced FL101'S as identification.

(SEAL)

Notary Public: State of Florida

Print Name: Jack Fletcher

Comm. Exp.: 6/20/22; Comm. No.: 66230713

