



**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*P.C.A.D.B. Association, Inc.*

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: WL      4/25      11:00  
Name                      Date                      Time

Walk-In                      Will Pick Up

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
P.C.A.D.B. ASSOCIATION, INC.

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit, under chapter 617, Florida statutes, and certify as follows:

1. NAME AND PLACE OF BUSINESS. The name of the corporation is P.C.A.D.B. ASSOCIATION, INC. The place of business address of the principal office and mailing address shall be 2737 S. Clearbrook Circle, Delray Beach, Florida 33445.

2. PURPOSE. The corporation is organized as a corporation not-for-profit under the laws of the State of Florida to provide an entity responsible for the operation of PROFESSIONAL CENTRE AT DELRAY BEACH, A CONDOMINIUM according to the Declaration of Condominium thereof now or hereafter recorded in the Public Records of Palm Beach County, Florida, with respect to certain lands in Palm Beach County, Florida.

3. QUALIFICATION OF MEMBERS AND MANNER OF THEIR ADMISSION. The members of this corporation shall constitute all of the record owners of condominium parcels of PROFESSIONAL CENTRE AT DELRAY BEACH, A CONDOMINIUM. After receiving the approval of the corporation, as required under the Declaration, change of membership in this corporation shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing record title to a condominium parcel and the delivery to the corporation of a certified copy of such instrument. The grantee designated by such instrument thereby shall become a member of the corporation; and the membership of the grantor thereby shall terminate.

4. TERM. The existence of the corporation shall be perpetual unless PROFESSIONAL CENTER AT DELRAY BEACH, A CONDOMINIUM, is terminated and in the event of such termination, the corporation shall be dissolved in accordance with law.

5. NAMES AND ADDRESSES OF INCORPORATORS. The names and addresses of the incorporator to these Articles of Incorporation are:

DIANE FRANCO                      2737 S. Clearbrook Circle  
Delray Beach, Florida 33445

LLOYDE HASNER                     2737 S. Clearbrook Circle  
Delray Beach, Florida 33445

6. DIRECTORS AND OFFICERS. The affairs of the Association shall be managed by its Board of Directors. The officers of the corporation shall consist of a President, Vice President, Treasurer and Secretary (Assistant Secretary, optional). These officers shall be elected annually by the Board of Directors. The directors and officers may lawfully and properly exercise the powers set forth in Section 11, notwithstanding the fact that some or all of them may be directly or indirectly involved in the exercise of such powers. All such agreements shall be presumed conclusively to have been made and entered by the directors and officers of the corporation in the valid exercise of their lawful powers.

7. NAMES OF OFFICERS. The names of the officers who are to serve until the first election or appointment are as follows:

PRESIDENT: DIANE FRANCO  
VICE PRESIDENT: LLOYD HASNER  
SECRETARY/TREASURER: DIANE FRANCO

8. BOARD OF DIRECTORS. The Board of Directors shall consist of three (3) persons initially and the names and addresses of the persons who are to serve as such until the first election thereof are as follows:

DIANE FRANCO 2737 Clearbrook Circle  
Delray Beach, Florida 33445  
LLOYD HASNER 2737 Clearbrook Circle  
Delray Beach, Florida 33445  
ANN G. KASTEN AKER 1445 NW Boca Raton Blvd.  
Boca Raton, Florida 33432

The manner in which the Directors are to be elected or appointed is as stated in the By-Laws.

9. BY-LAWS. The original By-Laws shall be made by the Board of Directors and/or declared under the Declaration of Condominium. The same may thereafter be amended, altered or rescinded only with the approval of not less than a majority of the Board of Directors and not less than seventy percent (70%) of the members of the corporation. Anything to the contrary not withstanding so long as (but only so long as) the first owner of Unit D after Dimlo Properties, LLC owns such unit, no amendment shall be made without the written consent of such owner (or one of them, if more than one).

10. AMENDMENTS. These Articles of Incorporation may be amended only with the approval of not less than a majority of the Board of Directors and not less than seventy percent (70%) of the members of the corporation. Anything to the contrary not withstanding so long as (but only so long as) the first owner of Unit D after Dimlo Properties, LLC owns such unit, no amendment shall be made without the written consent of such owner (or one of them, if more than one).

11. POWERS. The corporation shall have all of the following powers:

(a) All of the powers now or hereafter conferred upon corporations not-for-profit under the laws of Florida which are not repugnant to any of the provisions of the Florida Condominium Act or these Articles of Incorporation.

(b) All of the powers of an Association, as set forth in the Florida Condominium Act.

(c) To acquire and enter into agreements whereby it acquires land, leaseholds, memberships or other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Condominium.

(d) To contract with a third party for the management of the Condominiums and to delegate to the contractor all powers and duties of this corporation except such as are specifically required by the Declaration and/or the By-Laws to have the approval of the Board of Directors or the membership of the corporation.

(e) To acquire by purchase or otherwise condominium parcels of the Condominium subject nevertheless to the provisions of the Declaration and/or By-Laws.

(f) To operate and manage The Condominium, in accordance with the sense, meaning, direction, purpose and intent of the Declaration as the same may from time to time be amended and to otherwise perform, fulfill and exercise the powers, privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated to it by the Declaration and/or By-Laws.


12. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the corporation is 2737 S Clearbrook Circle, Delray Beach, Florida 33445. The Registered Agent of the Corporation shall be DIANE FRANCO, whose address as Registered Agent is: 2737 S. Clearbrook Circle, Delray Beach, Florida 33445 .

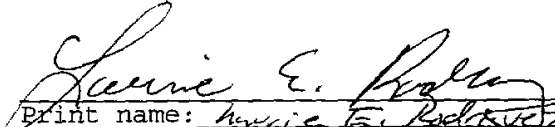
IN WITNESS WHEREOF, the undersigned, each being the Subscribers hereto, do hereby subscribe to these Articles of Incorporation, and have hereunto set our hands and seals, this 21 day of April, 2005.

  
DIANE FRANCO (SEAL)

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21 day of April, 2005, by DIANE FRANCO, as Incorporator of P.C.A.D.B. ASSOCIATION, INC., on behalf of the above described corporation. She is personally known to me or has produced a Florida driver's license as identification and did not take an oath.

 Laurie E. Rodriguez  
Commission #DD256571  
Expires: Nov 08, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Print name: Laurie E. Rodriguez  
NOTARY PUBLIC, STATE OF FLORIDA  
Serial No.: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of law relative to keeping open such office.

  
DIANE FRANCO  
REGISTERED AGENT