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FLORIDA NON-PROFIT CORPORATION

BELVEDERE COMMERCE CENTER PROPERTY OWNERS ASSOCIATIO

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION OF

Belvedere Commerce Center Property Owners Association, Inc.

(A Florida Corporation Not For Profit)

In compliance with the provisions of Chapter 617, Florida Statutes, the undersigned do hereby make, subscribe, and certify that they have voluntarily associated themselves for the purpose of forming a corporation not for profit as follows:

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CLERK OF DISTRICT COURT
Palm Beach County, Florida

ARTICLE I

NAME

The name of the corporation shall be Belvedere Commerce Center Property Owners Association, Inc.

ARTICLE II

DEFINITIONS

Unless specified to the contrary, the defined terms used herein shall have the definitions given to them in the Declaration of Covenants and Restrictions for Belvedere Commerce Center, recorded or to be recorded in the Public Records of Palm Beach County, Florida ("Declaration"). All capitalized terms herein shall have the meanings ascribed to them in the Declaration.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the corporation is 943 Clint Moore Road, Boca Raton, FL 33487. The Board of Directors may designate a different location at any place in Palm Beach County, Florida, for the principal office from time to time.

ARTICLE IV

PURPOSE

The purpose for which this corporation is organized is to provide an entity pursuant to the Chapter 617, Fla. Stat., as amended, for the operation of a commercial property owners association with respect to the real property described in the Declaration, to provide for the maintenance, preservation, and architectural control of the property, and to promote the health, safety, and welfare of the owners of the property. The Association does not

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contemplate pecuniary gain or profit to its members, and it will not make a distribution of income to its Directors or Officers.

ARTICLE V

POWERS

The Association shall have the following powers:

1. The Association shall have all of the common law and statutory powers and privileges of a corporation not for profit under the laws of the state of Florida that are not in conflict with the terms of these Articles, the Declaration, or the Bylaws.
2. The Association shall have all of the powers set forth in Section 617, Fla. Stat. and all of the powers and duties reasonably necessary to operate the property pursuant to these Articles, the Declaration, and the Bylaws as they may be amended.

ARTICLE VI

MANNER OF ELECTION OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The number of persons which will constitute the Board of Directors shall be three (3). The Directors shall be appointed and/or elected as set forth in the Bylaws and/or the Declaration.

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

1. The names and addresses of the persons who shall serve on the initial Board of Directors of the corporation are:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| A. Martin Heise | 943 Clint Moore Road, Boca Raton, FL 33487 |
| B. Gerald Berson | 943 Clint Moore Road, Boca Raton, FL 33487 |
| C. Bettina Wood | 943 Clint Moore Road, Boca Raton, FL 33487 |

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2. The names and addresses of the persons who shall serve as the initial Officers of the corporation are:

| <u>Office</u> | <u>Name</u> | <u>Address</u> |
|-------------------|---------------|--|
| A. President | Martin Heise | 943 Clint Moore Road, Boca Raton, FL 33487 |
| B. Vice President | Gerald Berson | 943 Clint Moore Road, Boca Raton, FL 33487 |
| C. Secretary | Gerald Berson | 943 Clint Moore Road, Boca Raton, FL 33487 |
| D. Treasurer | Gerald Berson | 943 Clint Moore Road, Boca Raton, FL 33487 |

ARTICLE VIII

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the corporation's initial registered agent is Martin Heise, 943 Clint Moore Road, Boca Raton, FL 33487.

The corporation shall have the right to change its registered agent from time to time as provided by law.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator of this corporation is Martin Heise, 943 Clint Moore Road, Boca Raton, FL 33487.

ARTICLE X

DURATION

The Association shall exist perpetually.

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ARTICLE XI

AMENDMENT

1 These Articles may be amended in the following manner:

A. An amendment may be proposed by either (i) at least one (1) Member of the Board of Directors, or (ii) at least fifty per cent (50%) the Members, and notice of the subject matter of the proposed amendment shall be set forth in the notice of the meeting at which time the proposed amendment shall be considered.

B. For the proposed amendment to be approved, (i) at least three quarters (3/4) of the votes of the Members present at a meeting at which a quorum is present, and (ii) at least three quarters (3/4) of the Directors present at a meeting at which a quorum is present must vote in favor of the proposed amendment.

C. Notwithstanding any thing to the contrary in these Articles of Incorporation, these Articles shall not be amended in any manner that would abridge, amend, or alter the rights or priorities of either an Institutional First Mortgagee or of the Developer that are contained in the Declaration, without the written consent of the affected Institutional First Mortgagee(s) or the Developer, as applicable.

D. An Instrument amending the Articles shall identify the particular section(s) being amended, give the exact language of the amendment, and be certified by the Secretary of State of the state of Florida. A certified copy of the amendment shall be attached to a certified copy of these Articles, and a copy of each certified amendment shall be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE XII

CONFLICTS

In the event of conflict among any of the Governing Documents, the Declaration shall take precedence over the Articles, Bylaws, and applicable rules and regulations; the Articles shall take precedence over the Bylaws and applicable rules and regulations; and the Bylaws shall take precedence over the applicable rules and regulations.

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ARTICLE XIII

LIMITATION OF LIABILITY OF OFFICERS AND DIRECTORS

1. The Directors and the Officers of the Association shall not be personally liable for:
 - A. The failure of any service obtained by the Board of Directors and paid for by the Association, or for injury or damage to persons or property on the Common Areas, or resulting from electricity, gas, water, rain, dust, or sand on the Property unless the injury or damage has been caused by the willful misconduct or gross negligence of the Association;
 - B. A mistake of judgment, whether negligently or otherwise made in the performance of their duties, unless the mistake was due to the Directors' or Officers' willful misconduct or gross negligence;
 - C. A contract entered into on behalf of the Board of Directors or Association in the performance of their duties;
 - D. Loss or damage caused by theft of or damage to personal property in or on the Common Areas unless due to the Directors' or Officers' own willful misconduct or gross negligence;
 - E. For a tort direct or imputed by virtue of acts performed by or for them, except when due to the Directors' or Officers' own willful misconduct or gross negligence in the performance of their duties; and
 - F. Damages (i) arising out of the use, misuse, or condition of a building, or (ii) that may in any way be assessed against or imputed to the Directors or Officers as a result of or by virtue of their performance of their duties, except due to the Directors' or Officers' own willful misconduct or gross negligence.
2. Each Director and Officer, in her/his capacity as a Director, Officer, or both, shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, incurred by or imposed upon her/him in connection with any proceeding in which she/he may become involved by reason of her/his being or having been a Director or Officer, or a settlement of proceedings, whether or not she/he is a Director, Officer, or both, at the time expenses are incurred except in cases in which the Director and/or Officer is adjudged guilty of willful misconduct or gross negligence in the performance of her/his duties; provided that in the event of a settlement, this indemnification shall apply only if and when the Board of Directors (with the affected Director abstaining if she/he is then a Director) approves the settlement and reimbursement as being in the best interests of the Association. This indemnification shall be paid by the Association on behalf of the Unit Owners and assessed and collectable as a Common Expense. This right of indemnification

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shall not be deemed exclusive of any other rights to which a Director and/or Officer may be entitled to as a matter of law, agreement, or vote of the Unit Owners or otherwise.


IN WITNESS WHEREOF, the Incorporator and the Registered Agent have hereunto set their hands and seals this 30 day of SEPTEMBER, 2005.

INCORPORATOR


Martin Heise

Having been named as registered agent to accept 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.

REGISTERED AGENT


Martin Heise

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