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FLORIDA PROFIT/NON PROFIT CORPORATION

Donald Ross Village Core Shopping Center Association

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ARTICLES OF INCORPORATION
OF
DONALD ROSS VILLAGE CORE SHOPPING CENTER ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the F.S. 617, Florida Statutes (the "Act"), and for the purpose of forming a corporation not for profit, Robert Lee Shapiro, P.A., as the Incorporator does hereby acknowledge:

ARTICLE I
NAME OF CORPORATION

The name of the corporation is DONALD ROSS VILLAGE CORE SHOPPING CENTER ASSOCIATION, INC. ("Association").

ARTICLE II
PRINCIPAL OFFICE

The street address of the principal office of the Association is 1 North Clematis Street, Suite 305, West Palm Beach, Florida 33401.

ARTICLE III
REGISTERED OFFICE - REGISTERED AGENT

The street address of the Registered Office of the Association is 1 North Clematis Street, Suite 305, West Palm Beach, Florida 33401. The name of the Registered Agent of the Association is Tom Hamilton.

ARTICLE IV
DEFINITIONS

The definitions in the Declaration of Easements, Covenants and Restrictions - Core Shopping Center Parcel ("Declaration") recorded, or to be recorded, in the Public Records of Palm Beach County, Florida, are incorporated herein by reference and made a part hereof.

ARTICLE V
PURPOSE OF THE ASSOCIATION

The Association is formed to: (a) provide for ownership, operation, maintenance and preservation of the Common Area; and (b) perform its duties as specified in the Declaration.

ARTICLE VI
NOT FOR PROFIT

The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its Members.

The Association shall make no distribution of income to its Members, Directors or officers.

ARTICLE VII
POWERS OF THE ASSOCIATION

The Association shall, subject to the privileges, limitations and reservations set forth in the Declaration, have all the powers, privileges and duties as provided by the Act and applicable law as reasonably necessary to perform and discharge its obligations pursuant to the Declaration and operate and maintain the Association and Common Area.

ARTICLE VIII
MEETINGS

Unless otherwise waived by the Class B Members, the Association shall have an annual meeting of Members. The Association may make provisions for regular and special meetings of Members, all as more particularly set forth in the By-Laws.

ARTICLE IX
MEMBERSHIPS

The Association shall have two (2) classes of Members as follows:

(a) Class A. Class A Members shall be each Owner. Class A Membership shall transfer from an Owner to its successors and assigns upon the sale or other transfer of a Parcel and the membership and other voting rights appurtenant thereto shall run with the land.

(b) Class B. Donald Ross/Military, L.C., a Florida limited liability company ("DR") is the Class B Member. The Class B Membership shall cease upon the first to occur of the following:

- (i) the termination of the Declaration; or
- (ii) three (3) months after the Declarant no longer owns any Parcel in the Core Shopping Center Parcel; or
- (iii) termination of the Class B Membership by delivery to the Secretary of the Association of a certificate executed by the Declarant stating that DR elects to terminate its Class B Membership.

Upon termination of its Class B Membership, DR shall retain any voting rights it may have as a Class A Member.

ARTICLE X
VOTING RIGHTS

The Members shall have the following voting rights:

- (a) General. The Class A Members shall have a cumulative total of 100 votes.

Class A Votes shall be allocated as follows:

- (a) multiplying the number of Class A Votes by
- (b) a fraction, the numerator of which shall be the approved buildable square footage of the Building to be constructed from time to time on each Parcel, and the denominator of which shall be the approved buildable square footage of all Buildings to be constructed from time to time within the Core Shopping Center Parcel.

To the extent that: (i) the Master Plan is legally amended changing the approved buildable square footages of any Building(s); or (ii) an owner builds less than the approved buildable square footages of a Building(s) on its parcel, the allocation of Class A Votes shall be automatically amended accordingly.

The Class B Member shall have two hundred (200) votes.

(b) Co-Ownership. When more than one Person owns an interest in any Parcel ("Co-Owners"), all Co-Owners shall be Members, but only one Co-Owner shall be entitled to exercise the voting rights allocated to that Parcel. All Co-Owners shall appoint one Co-Owner to cast the voting rights allocated to that Parcel, by written designation provided to the Secretary of the Association. Fractional votes shall not be allowed. Such votes shall be exercised as a single vote or not at all. Where no voting Co-Owner is appointed, the Co-Owners shall not be entitled to vote until a voting Co-Owner is appointed.

Notwithstanding the foregoing, the non-voting Co-Owner(s) shall be jointly and severally responsible for all of the obligations imposed in accordance with the Declaration and shall be entitled to all other benefits of ownership. All actions taken by the Association in reliance upon voting in accordance with the voting procedures established herein, or in the Bylaws, shall be binding on all Members, including Co-Owners, their successors and assigns.

(c) Legal Entities. If a Member entitled to vote is a legal entity, such vote shall be cast by the President, Managing Member or any General Partner, absent a contrary designation by a certificate signed by an appropriate officer or agent of the entity and filed with the Secretary of the Association.

(d) Restrictions. All voting rights shall be subject to the restrictions and limitations provided in the Declaration, these Articles and the Bylaws.

(e) Required Votes. Any action of the Association which requires a vote of the Members shall: (i) prior to the termination of all Class B Memberships, require a 66 2/3rd % majority vote of each class of votes; (ii) after the termination of all Class B Memberships: (i) if specified in the Declaration, the percentage set forth therein; or (ii) if not specified in the Declaration, a majority vote of the Class A votes.

ARTICLE XI BOARD OF DIRECTORS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Association managed under the direction of the Board of Directors ("Board"), subject to any limitations set forth in these Articles, By-Laws or Declaration.

The Board shall consist of two (2) Directors. After the termination of all Class B Membership, the number of Directors on the Board may be increased as determined by the Board.

Until the termination of the Class B Memberships, the Class B Member shall have the sole and absolute right to appoint the Board and fill any vacancy in the Board caused by the resignation or failure to serve of a Director appointed by it or to remove and replace any Director appointed by it.

Upon termination of the Class B Memberships, the Board shall be elected by the Class A Members.

Directors need not be Members of the Association.

The election, or appointment, as the case may be, of Directors shall be held at the annual meeting, or, if waived, appointed by written designation on an annual basis. Appointed Directors shall serve until they are replaced or resign, as

the case may be. Elected Directors shall be elected, or appointed, as the case may be, for a term expiring on the date of the next annual meeting.

The Directors named in these Articles shall serve until the next election or appointment of Directors.

The names and addresses of the Members of the first Board who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

NAME	ADDRESS
Tom Hamilton	One N. Clematis St., Ste. 305 West Palm Beach, FL 33401
Andrew Brock	1551 Forum Place, Ste. 100 West Palm Beach, FL 33401

ARTICLE XII DISSOLUTION

In the event of the dissolution of the Association other than incident to a merger or consolidation, any Member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage the affairs of the dissolved Association and fulfill its purpose in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and fulfillment of its purpose.

ARTICLE XIII DURATION

The Association shall have perpetual existence.

ARTICLE XIV AMENDMENTS

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

(a) **Proposal.** Amendments to these Articles may be proposed by any Member. Prior to the Completion Date, the approval of the Class B Member is required for any such amendments.

(b) **Call for Meeting.** Upon the adoption of a resolution by the Board proposing an amendment, the Association shall thereupon call a special meeting of the Members, unless it is to be considered at an annual meeting. The Secretary shall give each Member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than fifteen (15) or more than sixty (60) days before the date of the meeting, either personally or by first class mail, addressed to the Member at the address as it appears on the books of the Association.

(c) **Vote Necessary.** If a vote of the Members is required, the proposed amendment shall be submitted to a vote of the Members entitled to vote at a special or annual meeting of the Members. In order for an amendment to become effective, it must be approved at a duly called meeting by an affirmative vote of a majority of the Board and the required percentage of votes pursuant to Article X(e).

(d) By Written Statement. Notwithstanding the provisions of (c) above, if an amendment may be adopted by the Board or Members, and the required number of the Board or Members eligible to vote sign a written statement manifesting their intention that an amendment be adopted, then the amendment shall thereupon be adopted.

(e) Filing. Articles of Amendment containing the approved amendment shall be executed by the Association by its President or Vice President and attested by its Secretary or Assistant Secretary. The Articles of Amendment shall set forth:

- (i) The name of the corporation.
- (ii) The amendment(s) so adopted.
- (iii) The date of the adoption of the amendment.

Articles of Amendment shall be filed, together with the appropriate filing fees, within ten (10) days after approval with the office of the Secretary of State of Florida for approval.

(f) Limitations. Notwithstanding anything in these Articles, the Bylaws or Declaration to the contrary:

(i) prior to the termination of the Class B Membership, any action of the Association, which materially and adversely affects the interest of a Declarant shall require the prior written consent of the Declarant(s) materially affected thereby;

(ii) there shall be no amendment to these Articles which shall in any manner conflict with, reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration;

(iii) there shall be no amendment to these Articles which shall abridge, reduce, amend or modify the rights of: (y) any Member and/or Declarant, without the prior written consent of such Member or Declarant, which may be granted or denied in its sole discretion; and (z) any Lender without the prior written consent of such Lender.

ARTICLE XV INCORPORATORS

The name and address of the Incorporator of this corporation is Robert Lee Shapiro, P.A., 2401 PGA Blvd., Suite 272, Palm Beach Gardens, Florida 33410.

ARTICLE XVI OFFICERS

Subject to the direction of the Board the affairs of the Association shall be administered by the officers of the Association. The officers of the Association shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers.

The Board shall elect a President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine.

The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

President:	Andrew Brock
	1551 Forum Place, Ste. 100
	West Palm Beach, FL 33401

Vice President:

Tom Hamilton
One N. Clematis St., Ste. 305
West Palm Beach, FL 33401

Secretary:

Tom Hamilton
One N. Clematis St., Ste. 305
West Palm Beach, FL 33401

Treasurer:

Andrew Brock
1551 Forum Place, Ste. 100
West Palm Beach, FL 33401

ARTICLE XVII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

ARTICLE XVIII
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one (1) or more of its Directors, Officers or Members, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Directors, Officers, or Members are officers or directors or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Director, Officer or Member is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director, Officer or Member shall incur liability by reason of the fact that said Director, Officer or Member may be interested in any such contract or transaction.

Interested Directors, Officers or Members shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board or of a Committee which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation this 21 day of March, 2006.

Incorporator:

Robert Lee Shapiro, P.A.

Robert Lee Shapiro, P.A.

By:

Robert Lee Shapiro, President

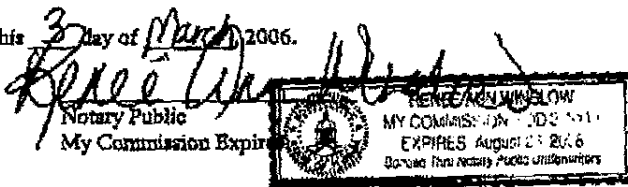
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Robert Lee Shapiro, well known to me to be the President of Robert Lee Shapiro, P.A., under the laws of the State of Florida executed the foregoing instrument and that the seal affixed to the said instrument was so affixed by authority of said company, and is in fact the corporate seal of the said company.

WITNESS my hand and official seal this 3 day of March, 2006.

(Notary Seal)



I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.

Tom Hamilton
Tom Hamilton