

NO600000 4795

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

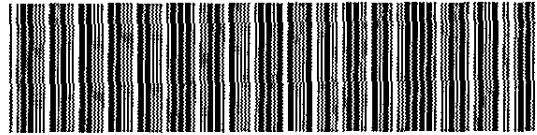
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400071576274

FILED

06 MAY - 1 AM 10:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

06 MAY - 1 AM 10:45

DIVISION OF CORPORATIONS

D. WHITE MAY - 2 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 073890 134074A

AUTHORIZATION

COST LIMIT : \$ 87.50

ORDER DATE : May 1, 2006

ORDER TIME : 10:02 AM

ORDER NO. : 073890-005

CUSTOMER NO: 134074A

DOMESTIC FILING

NAME: POMPANO COMMERCE PARK OWNERS  
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris - EXT. 2937

EXAMINER'S INITIALS: \_\_\_\_\_

FILED

06 MAY -1 AM 10:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
POMPANO COMMERCE PARK OWNERS ASSOCIATION, INC.**

---

We the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617, Florida Statutes, do agree to the following:

**ARTICLE I - NAME**

The name of the corporation is, **POMPANO COMMERCE PARK OWNERS ASSOCIATION, INC.**, whose address is **1900 NW 22 Street, Fort Lauderdale, Florida 33334**. Hereinafter for convenience the corporation shall be referred to in this instrument as the "**Association**".

**ARTICLE II - PURPOSE**

The Association is organized as a corporation not for profit under the terms and provisions of Chapter 617, Florida Statutes, and it shall exist for the sole purpose of owning and operating the common areas of the **POMPANO COMMERCE PARK**, an industrial business park located in Broward County, Florida (hereinafter the "**Business Park**"); as set forth in that certain Declaration Of Covenants, Conditions, Restrictions, Easements and Party Wall Agreement, which has been or will be created and recorded in the public records in and for Broward County, Florida (hereinafter called the "**Declaration**").

**ARTICLE III - QUALIFICATION OF MEMBERS  
AND MANNER OF ADMISSION**

**Section 1.** The members of the Association shall constitute all the record owners of units located in the Business Park. Change of membership may be made by recording in the Records of Broward County, Florida, a deed or other instrument establishing record title to a unit and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner of such unit shall thereupon be terminated.

**Section 2.** The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner whatsoever except as an appurtenance to his or her unit.

**Section 3.** The owner of each unit shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

#### **ARTICLE IV - CORPORATE EXISTENCE**

The Association's existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida and shall continue in perpetuity until dissolved.

#### **ARTICLE V- INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1. Terms used in this Article V shall have the meanings ascribed to them in Florida Statutes Section 607.0850 and 617.0831 or any amended or successor sections of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Association shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than F.S. Section 607.0850(7) or any amended or successor section, indemnify any officer, director, employee, or agent who was or is a party to any proceeding or threatened proceedings provided, however, that the Association shall not, under this Section 2 or Section 4 indemnify any officer, director, employee or agent if the officer's, director's employee's or agent's actions or omissions constitutes:

- (i) a violation of the criminal law, unless the officer, director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (ii) a transaction from which the officer, director, employee or agent derived an improper personal benefit, either directly or indirectly;
- (iii) in the case of a director, a circumstance under which the liability provisions of F.S. Section 607.0834, governing a director's liability for unlawful distribution to shareholders, is applicable; or
- (iv) willful misconduct or a conscious disregard for the best interests of the Association in a proceeding by or in the right of the Association to procure a judgment in its favor.

#### **ARTICLE VI - BOARD OF DIRECTORS**

Section 1. The business affairs of the Association shall be managed by the Board of Directors. The directors and officers may lawfully and properly exercise the powers of the corporation, notwithstanding the fact that some or all of them may be directly or indirectly involved in the exercise of such powers and in the negotiations and/or consummation of the agreements executed pursuant to such powers.

Section 2. This corporation shall have three (3) members of the Board of Directors initially. The number of directors may be changed from time to time as provided by the By-Laws, but their number may never be less than three (3).

Section 3. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

Section 4. The first election of directors shall not be held until owners other than **POMPANO COMMERCE PARK, LLC, a Florida limited liability company** (the "**Developer**") own a minimum of fifty percent (50%) or more of the units in the Business Park; which Business Park shall ultimately be managed and operated by the Association. The directors named in these Articles shall serve until the first election of directors and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

Section 5. Directors need not be members of the Association.

Section 6. The names and addresses of the initial Board of Directors are as follows:

Steven Merson  
333 Las Olas Way, Unit 2109  
Fort Lauderdale, Florida 33301

Louis Milam  
1776 NE 34<sup>th</sup> Street  
Fort Lauderdale, Florida 33334

## ARTICLE VII - OFFICERS

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and such number of Vice Presidents and other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the Association until their successors are elected by the Board of Directors are as follows:

<u>OFFICE</u>	<u>NAME</u>
President/Treasurer	Steven Merson
Vice President/Secretary	Louis Milam

Section 3. The officers 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.

Section 4. The officers shall have such duties, responsibilities, and powers as provided by the By-Laws and by Chapter 718, Florida Statutes.

#### ARTICLE IX - BY-LAWS

The By-Laws of the Association may be modified, amended or rescinded only by a vote of at least eighty-five percent (85%) of all members.

#### ARTICLE X - AMENDMENTS

These Articles of Incorporation may be modified, amended or rescinded only by a vote of at least eighty-five percent (85%) of all members.

#### ARTICLE XI - NEGATION OF PECUNIARY GAIN

The Association is not organized for a pecuniary profit. It shall not have any power to issue Certifications of Stock or declare dividends, and no part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the Association of reasonable compensation for services rendered or to prohibit payments and distributions by the Association in furtherance of its purposes as described in Article II.

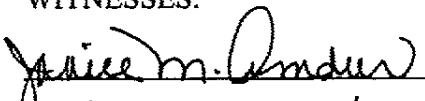
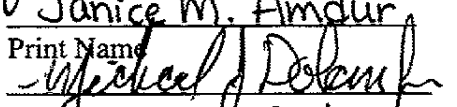
#### ARTICLE XII - SUBSCRIBER


The name and address of the subscriber of these Articles of Incorporation is as follows:

Steven Merson  
1900 NW 22 Street  
Fort Lauderdale, Florida 33334

I the undersigned, being the subscriber hereto, do hereby subscribe to these Articles of Incorporation, and in witness whereof, I have set out my hand and seal this \_\_\_\_ day of April, 2006.

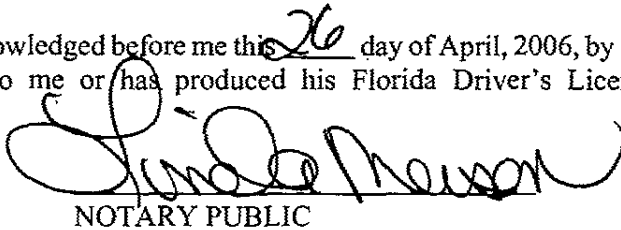
WITNESSES:

  
Janice M. Amdur  
Print Name  
  
Michael J. Dokan Jr.  
Print Name

  
Steven Merson

STATE OF FLORIDA                    }  
  }  
COUNTY OF BROWARD                }

The foregoing instrument was acknowledged before me this 26 day of April, 2006, by Steven Merson, who is personally known to me or has produced his Florida Driver's License as identification.

  
NOTARY PUBLIC



Linda Merson  
My Commission DD271467  
Expires December 02, 2007

X:\The Firm\clients\POMPANO COMMERCE PARK, LLC\Corporate Documents Association\Articles of Incorporation.001.doc

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
06 MAY -1 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Association, 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.

1. The name of the Association is **POMPANO COMMERCE PARK OWNERS ASSOCIATION, INC.**

2. The name and address of the registered agent and office is:

SARAGA & LIPSHY, P.A.  
201 N.E. First Avenue  
Delray Beach, Florida 33444

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ASSOCIATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SARAGA & LIPSHY, P.A.

By:   
BRIAN LOUIS LIPSHY, Co-President  
(Name signing as registered agent)

Dated: April 26, 2006