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FLORIDA PROFIT/NON PROFIT CORPORATION**SAWGRASS OFFICE CENTER ASSOCIATION, INC.**

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1. SUBJECTS
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**ARTICLES OF INCORPORATION
OF
SAWGRASS OFFICE CENTER ASSOCIATION, INC.**

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617 Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE 1
NAME AND ADDRESS**

The name of the corporation shall be SAWGRASS OFFICE CENTER ASSOCIATION, INC., which is hereinafter referred to as the "Association". Until changed, the principal office of the Association shall be located at 4651 Sheridan Street, Suite 303, Hollywood, FL 33021.

**ARTICLE 2
PURPOSES AND POWERS**

Section 2.1 The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Conditions and Restrictions for Sawgrass Office Center recorded (or to be recorded) in the Public Records of Broward County, Florida, as amended and/or supplemented from time to time (the "Covenants"). The further objects and purposes of the Association are to preserve the values and amenities of The Properties and to maintain the Common Areas thereof for the benefit of the Members of the Association.

Section 2.2 The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

Section 2.3 The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Declarant) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

Section 2.4 The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Covenants. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Covenants and to provide for the general health and welfare of its membership.

Section 2.5 Definitions set forth in the Covenants are incorporated herein by this reference.

**ARTICLE 3
MEMBERS**

Section 3.1 Membership. The record owner, whether one or more persons or entities, of the fee simple title to any Tract shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a

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Member. In addition, a property owners association, a condominium association and/or a cooperative association administering a property owners development, a condominium or a cooperative within a Tract, as described in Article 9 of the Covenants, shall be a Member of the Association.

Section 3.2 Voting Rights. The Association shall have two (2) classes of voting membership.

3.2.1 Class A. Class A Members shall be all Members, with the exception of the Declarant (as long as the Class B Membership shall exist and, thereafter, the Declarant shall be a Class A Member to the extent it would otherwise qualify). There shall be allocated to each Tract within the Properties a number of Class A Membership votes in the Association equal to the number of gross square feet contained within each Building constructed upon a Tract, divided by 1,000; provided, however, that the result of this calculation shall be adjusted upwards or downwards to the nearest 1,000. Each Class A Member shall be entitled to the number of Class A Membership votes allocated to the Tract owned by such Class A Member. For example, if a Building contains 6,000 gross square feet, then the Class A Member which owns such Building would be entitled to cast six (6) votes at each meeting of the Members of the Association. If a Building contains 6,499 gross square feet, then the Class A Member which owns such Building would be entitled to cast six (6) votes at each meeting of the Members of the Association. If, however, a Building contains 6,500 gross square feet, then the Class A Member which owns such Building would be entitled to cast seven (7) votes at each meeting of the Members of the Association. The number of gross square feet within each Building, for the purposes of these Articles of Incorporation, shall be determined by reference to the "as built" building plans for each Building filed with the building department (or its equivalent) of the municipality having jurisdiction over The Properties, as such "as built" building plans may be amended from time to time. Each Class A Member, upon completion of construction of a Building upon a Tract, shall file an affidavit with the Secretary of the Association specifying: (i) the number of gross square feet contained within the particular Building; and (ii) the number of Class A Membership votes in the Association which such Class A Member believes the Class A Member is entitled to vote at each meeting of the Members of the Association.

3.2.2 Class B. The Class B Member shall be the Declarant. The Class B Member shall, at each meeting of the Members, be entitled to one (1) vote, plus two (2) votes for each vote entitled to be cast in the aggregate at any time and from time to time by the Class A Members. The Class B Membership shall cease and terminate when control of the Board of Directors of the Association has been turned over to the Members other than the Declarant.

Section 3.3 Meetings of Members. The Bylaws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if Members holding not less than 33-1/3% of the total number of votes in the Association shall be present, either in person or by proxy.

Section 3.4 General Matters. When reference is made herein, or in the Covenants, Bylaws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of the Members and not of the Members themselves.

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**ARTICLE 4
CORPORATE EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE 5
BOARD OF DIRECTORS**

Section 5.1 Management By Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but which may consist of as many persons as the Board of Directors shall from time to time determine. A majority of the Board of Directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of the Board of Directors, including an annual meeting.

Section 5.2 Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
LEO GHITIS	4651 Sheridan Street, Suite 303 Hollywood, FL 33021

Section 5.3 Election of Members of Board of Directors. The members of the Board of Directors of the Association shall be elected by the Members of the Association at the annual meeting of the membership as provided by the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association or shall be authorized representatives, officers or employees of corporate members of the Association, or shall be designees of the Declarant.

Section 5.4 Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5.5 Vacancies. If a member of the Board of Directors shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

**ARTICLE 6
OFFICERS**

Section 6.1 Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 6.2 Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for

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terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. Officers need not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 6.3 First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of the Board of Directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
LEO GHITIS	President	4651 Sheridan Street, Suite 303 Hollywood, Florida 33021
RUTHY GHITIS	Vice-President	4651 Sheridan Street, Suite 303 Hollywood, Florida 33021
SHARI L. HURTADO	Secretary/Treasurer	4651 Sheridan Street, Suite 303 Hollywood, Florida 33021

ARTICLE 7 BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed in the manner set forth in the Bylaws.

ARTICLE 8 AMENDMENTS AND PRIORITIES

Section 8.1 Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection (by the affirmative vote of Members holding not less than 66-2/3% of the total number of votes in the Association), all in the manner provided in, and in accordance with the notice provisions of Section 617.017, Florida Statutes.

Section 8.2 In the event of any conflict between the terms and provisions contained within these Articles of Incorporation and the terms and provisions contained within the Bylaws, the terms and provisions contained within these Articles of Incorporation shall control; and in the event of any conflict between the terms and provisions contained within these Articles of Incorporation and the terms and provisions contained within the Covenants, the terms and provisions contained within the Covenants shall control.

ARTICLE 9

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INCORPORATOR

The name and address of the incorporator of this Corporation are:

NAME

ADDRESS

LEO GHITIS

4651 Sheridan Street, Suite 303
Hollywood, Florida 33021

ARTICLE 10 INDEMNIFICATION

Section 10.1 The Association shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, employee, officer, agent or committee member (each, an "Indemnitee") of the Association, against liability incurred by such person in connection with such proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed Indemnitee, that such person did not act in good faith or acted in a manner such person reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe such person's conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that such person did not act in good faith or did act in a manner which such person reasonably believed to be not in, or opposed to, the best interest of the Association and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that such person's conduct was unlawful.

Section 10.2 To the extent that an Indemnitee has been successful on the merits or otherwise in defense of any proceeding referred to in Section 1 above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

Section 10.3 Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Association in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the affected director or officer to repay such amount if, such person is ultimately found not to be entitled to indemnification by the Association as authorized in this Article 10. Expenses incurred by other Indemnitees may be paid in advance upon such terms and conditions as the Board of Directors deems appropriate.

Section 10.4 The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise. However, indemnification shall not be made to or on behalf of, and all advanced expenses shall be repaid by, any Indemnitee if a judgment or other final adjudication establishes that such person's actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (a) a violation of the criminal law, unless the Indemnitee had reasonable cause to believe such person's conduct was lawful or had no reasonable cause to believe such person's conduct was unlawful; (b) a transaction from which the director, officer, employee or agent

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derived an improper personal benefit; or (c) wilful misconduct or 9 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. The indemnification and advancement of expenses provided by this Article shall continue, unless otherwise provided when authorized or ratified, as to a person who has ceased to be a director, officer, employee, agent or committee member and shall inure to the benefit of the heirs and personal representatives of such person, unless otherwise provided when authorized or ratified.

Section 10.5 The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was an Indemnitee of the Association, or is or was serving, at the request of the Association, as a director, officer, employee, agent or committee member of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

Section 10.6 Despite any contrary determination of the Board of Directors to provide indemnification in any particular case, an Indemnitee of the Association who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction.

Section 10.7 For purposes of this Article 10, the term "expenses" shall be deemed to include attorneys' fees, including those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; and the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal.

Section 10.8 Anything to the contrary herein notwithstanding, no amendment to the provisions of this Article 10 shall be applicable as to any Indemnitee who has not given such person's prior written consent to such amendment.

ARTICLE 11 REGISTERED AGENT

Until changed, LEO GHITIS shall be the registered agent of the Association and the registered office of the Association shall be at 4651 Sheridan Street, Suite 303, Hollywood, FL 33021.

IN WITNESS WHEREOF, Incorporator has hereunto set his hand this 24th day of November, 2006.

INCORPORATOR:

Leo Ghitis
LEO GHITIS

LEOPOLD KORN LEOPOLD & SNYDER, P.A.
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Broward, State of Florida, the corporation named in the foregoing Articles of Incorporation has named LEO GHITIS, whose mailing address is 4651 Sheridan Street, Suite 303, Hollywood, FL 33021, as its statutory registered agent.

Having been named the statutory agent of the above referenced corporation at the place designated in this Certificate, the undersigned hereby accepts the same and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

REGISTERED AGENT:



LEO GHITIS

Dated this 6th day of December 2006.

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STATE
TALLAHASSEE, FLORIDA