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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

HERON BAY COMMERCIAL - SOUTH ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
HERON BAY COMMERCIAL – SOUTH ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE 1.

NAME

The name of the corporation shall be **HERON BAY COMMERCIAL – SOUTH ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the “Association”, these Articles of Incorporation as the “Articles”, and the By-Laws of the Association as the “By-Laws”.

ARTICLE 2.

OFFICE

The principal office and mailing address of the Association shall be 3325 S. University Drive, Suite 210, Davie, FL 33328, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by the Act.

ARTICLE 3.

PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation of that certain property known as Heron Bay Commercial - South.

ARTICLE 4.

BOARD OF DIRECTORS

The powers of the Corporation will be exercised and its affairs will be conducted by a Board of Directors. The Board of Directors of the Corporation will consist of at least three (3) Directors. The Board of Directors will consist of persons appointed as provided for in the Bylaws. Initially, the Board will consist of the following persons:

Barry Ross
William Matz
Fredric Newman

ARTICLE 5.

OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association 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

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the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>President:</u>	Barry Ross	3325 S. University Drive, Suite 210, Davie, FL 33328
<u>Vice-President:</u>	William Matz	3325 S. University Drive, Suite 210, Davie, FL 33328
<u>Secretary:</u>	Fredric Newman	7284 W. Palmetto Park Rd., Suite 210, Boca Raton, FL 33433
<u>Treasurer:</u>	Leslie Arouh	7284 W. Palmetto Park Rd., Suite 210, Boca Raton, FL 33433

ARTICLE 6.

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Barry Ross, 3325 S. University Drive, Suite 210, Davie, FL 33328.

ARTICLE 8.

REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Barry Ross, 3325 S. University Drive, Suite 210, Davie, FL 33328.

ARTICLE 9.

INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation this 1st day of July, 2005.



Barry Ross, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT

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AND OFFICE FOR SERVICE OF PROCESS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HERON BAY COMMERCIAL - SOUTH ASSOCIATION, INC., a not-for-profit corporation existing under the laws of the State of Florida, with its principal office and mailing address 3325 S. University Drive, Suite 210, Davie, FL 33328, has named, Barry Ross with his address at 3325 S. University Drive, Suite 210, Davie, FL 33328, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Barry Ross