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**Phase II Florida Atlantic University Research and De**

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ARTICLES OF INCORPORATION

OF

PHASE II FLORIDA ATLANTIC UNIVERSITY  
RESEARCH AND DEVELOPMENT PARK  
MAINTENANCE ASSOCIATION, INC.

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The undersigned, acting as Incorporator of Phase II Florida Atlantic University Research and Development Park Maintenance Association, Inc., a corporation organized under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I. NAME

The name of this corporation will be:

Phase II Florida Atlantic University  
Research and Development Park  
Maintenance Association, Inc. (the "Association").

ARTICLE II. PRINCIPAL OFFICE

The address and principal office of the Corporation shall be located at 2300 Corporate Boulevard, N.W., Suite 238, Boca Raton, Florida 33431.

ARTICLE III. DEFINITIONS

All terms used herein which are defined in the Phase II Declaration of Covenants and Restrictions for Florida Atlantic University Research and Development Park (the "Phase II Declaration"), recorded in Official Records Book 13266 at Page 1226 of the Public Records of Palm Beach County, Florida, will be used herein with the same meanings as in said Declaration.

ARTICLE IV. PURPOSE

The general nature, objects and purposes of the Association are as follows:

A. To promote the health, safety and social welfare of the Owners of Property within that area referred to as the Florida Atlantic University Research and Development Park (the "Park") in the Declaration to be recorded in the Public Records of Palm Beach County, Florida.

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B. To own, maintain, repair and replace the general and/or Common Areas, parks, sidewalks and/or access paths, streets and other Common Areas, lakes, structures, landscaping and other improvements in and/or benefitting the Park for which the obligation to maintain and repair has been delegated and accepted.

C. To create and administer innovative programs and activities intended to enhance the quality of, and research and educational activities conducted at the Park.

D. To adopt an annual budget providing funds for the performance of the Maintenance Functions and Research and Development Functions of the Association.

E. To control the specifications, architecture, design, appearance, elevation and location of landscaping around all buildings and improvements of any type, including walls, fences, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in the Park, as well as any alteration, improvement, addition and/or change thereto.

F. To provide or provide for private security, fire protection and such other services the responsibility for which has been or may be accepted by the Association, and the capital improvements and equipment related thereto, in the Park.

G. To provide, purchase, acquire, replace, improve, maintain and/or repair such real property, buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the members of the Association, as the Board in its discretion determines necessary, appropriate, and/or convenient.

H. To operate without profit for the sole and exclusive benefit of its members.

I. To perform all of the functions contemplated of the Association, and undertaken by the Technology Council or the Board, in the Declaration, including without limitation the Maintenance Functions and the Research and Development Functions.

J. The Association will have perpetual existence.

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**ARTICLE V. MANNER OF ELECTION OF DIRECTORS**

The members will consist of the Owners of Lots in the Park as such Property is described in Article II, Section 1 of the Declaration as it may from time to time be amended pursuant to Article II, Section 3 of said Declaration.

A. Subject to the restrictions and limitations hereinafter set forth, each member will be entitled to one (1) vote for each acre of each Lot in which it holds the interest required for membership. When one or more person holds such interest or interests in any Lot, all such persons will be members, and the vote(s) for such Lot will be exercised as they among themselves determine, but in no event will more than one vote be cast with respect to any acre. There will be fractional voting and all such fractions will be rounded off to the nearest one-tenth (.1) of an acre. The votes for any Lot or Lots cannot be divided for any issue and must be voted as a whole. Except where otherwise required under the provisions of these Articles, the Declaration or by law, the affirmative vote of the Owners of a majority of the acre represented at any meeting of the members duly called and at which a quorum is present, will be binding upon all of the members. The presence at any meeting of one-half or more of the members of the Association shall constitute a quorum.

B. The Association will obtain funds with which to operate by assessment of its members owning Lots in accordance with the provisions of the Declaration as supplemented by the provisions of these Articles and the By-Laws of the Association relating thereto, and by application for funding to the Authority.

**ARTICLE VI. BOARD OF DIRECTORS**

A. The affairs of the Association, other than those matters reserved to the Technology Council in the Declaration, the Articles or by resolution of the Board, will be managed by a Board of Directors (the "Board") consisting of seven (7) members, two of whom will be appointed by the Florida Atlantic Research and Development Authority (the "Authority"), two of whom will be appointed by Florida Atlantic University (the "University") and two of whom will be appointed by Developer. The seventh member will be the president of the University, from time to time, or the president's designee. The appointees of the Authority will be members of the Authority, the appointees of the University will be members of the administration or faculty of the University and Developer's appointees will be officers or employees of Developer or Owners of Lots in the Park. Board members need not be members of the Association and need not be residents of the State of Florida. In no event can a Board member be removed except by action of the respective appointing party. Board members appointed will serve at the pleasure of such respective appointing party for the term specified by such respective appointing party and may be removed from office, and a successor member may be appointed, at any time by such respective appointing party.

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B. When (but not before) Owners other than Developer hold a subsubleasehold interest in more than ninety-five (95%) percent of the acreage within Lots comprising the Park, from time to time, the Owners other than Developer will be entitled to elect at the next annual meeting of the Association occurring thereafter, in the manner provided herein and in the By-Laws, one of the Board members previously appointed by Developer to the Board. As long as Developer continues to hold at least one (1) Lot, any other portion of the Property or any property which ultimately may be added as part of the Park as described in Article II, Section 3 of the Declaration, Developer will be entitled to appoint one member of the Board. At such time that Developer ceases to hold such an interest, all of Developer's appointments to the Board will be filled by those persons elected by the Owners other than Developer in the manner provided herein and in the By-Laws. All Board members elected by Owners will be members of the Association and residents of the State of Florida. Board members elected by the Owners other than Developer will be elected by plurality vote. Thereafter, at annual meetings of the Association as many Board members will be elected by the Owners other than Developer, as there are (i) terms of office of previously Owner-elected members expiring at such time and (ii) additional members which such Owners become entitled to elect pursuant to the provisions of these Articles. The terms of Board members elected by Owners other than Developer will be for two (2) years expiring at the second annual meeting following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the members of the Association which elected them.

C. The names and addresses of the first Board members who will hold office until the annual meeting of the members of the Association and until their successors are elected or appointed and have qualified are as follows:

Name	Address
1. President of the University or His designee	777 Glades Road Boca Raton, FL 33431
Authority Appointees:	
2. Scott Ellington	Florida Atlantic University Room 451, Education Bldg. 777 Glades Road Boca Raton, FL 33431
3. John T. Jurewicz	Florida Atlantic University Room 451, Education Bldg. 777 Glades Road Boca Raton, FL 33431

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**University Appointees:**

4. **Bill Shubin** 2300 Corporate Boulevard,  
N.W. - Suite 238  
Boca Raton, FL 33431

5. **John W. Temple** 2300 Corporate Boulevard,  
N.W. - Suite 238  
Boca Raton, FL 33431

**Developer Appointees:**

6. **Judy Magid** 2300 Corporate Boulevard,  
N.W. - Suite 238  
Boca Raton, FL 33431

7. **Diane Lively** 2300 Corporate Boulevard,  
N.W. - Suite 238  
Boca Raton, FL 33431

D. All powers of the Board of Directors in the management of the affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

E. Any powers of the Board of Directors in the management of the affairs of this Corporation may, at the discretion of the members, be exercised by the members of this Corporation.

**ARTICLE VII. BY-LAWS**

By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

**ARTICLE VIII. AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles may be altered, amended or repealed by resolution of the Board. No amendment affecting the Authority or the University, or their respective successors or assigns will be effective without the prior written consent of the Authority or the University, or their respective successors or assigns.

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**ARTICLE IX. DISSOLUTION OF THE ASSOCIATION**

A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution will be distributed in the following manner:

1. Interests in real property contributed to the Association without the receipt of other than nominal consideration by Developer (or its predecessor in interest) will be returned to Developer, unless it refuses to accept the transfer (in whole or in part).

2. Interests in real property used for the purpose of water management, if any, will be transferred to a nonprofit corporation for the purpose of maintenance of such water body or dedicated to a municipal or county government body for the care and maintenance of the same.

3. Remaining assets will be distributed among the Owners, subject to the limitations set forth below, as tenants in common, each Owners' share of the assets to be determined in accordance with its voting rights.

B. The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3) of the voting rights of the Association's members.

**ARTICLE X. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the registered office of the Corporation is 798 South Federal Highway, Suite 100, Boca Raton, Florida 33432 and the name of the registered agent of the Corporation at that address is Linda O. MacLaren.

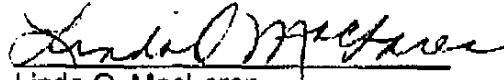
**ARTICLE XI. INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation are:

Linda O. MacLaren  
798 South Federal Highway  
Suite 100  
Boca Raton, Florida 33432

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IN WITNESS HEREOF, the Incorporator has hereto fixed her signature this  
9 day of May, 2007.



Linda O. MacLaren  
Incorporator

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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**


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Florida Atlantic University Research and Development Park Maintenance Association, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 798 South Federal Highway, Suite 100, Boca Raton, Florida, has named Linda O. MacLaren, as its agent to accept services of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accept the responsibility to act in this capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated: May 9, 2007

  
Linda O. MacLaren  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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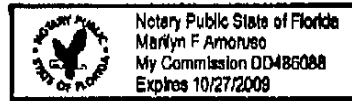
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STATE OF FLORIDA )  
 ) ss:  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of May, 2007, by Linda O. MacLaren.

Marilyn F. Amoroso  
Notary Public  
State of Florida at Large

My Commission Expires:



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