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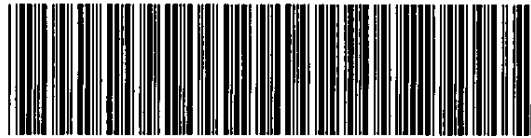
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**MOYLE, FLANIGAN, KATZ, BRETON, WHITE & KRASKER, P.A.**  
ATTORNEYS AT LAW

Office Address:  
625 North Flagler Drive - 9<sup>th</sup> Floor  
West Palm Beach, Florida 33401-4025

Post Office Delivery:  
P.O. Box 3888  
West Palm Beach, Florida 33402-3888

Telephone: (561) 659-7500  
Facsimile: (561) 659-1789

**PETER L. BRETON**  
BOARD CERTIFIED REAL ESTATE LAWYER  
Direct Line: (561) 822-0385  
E-mail: pbreton@moylelaw.com

Tallahassee Office  
(850) 681-3828  
Wellington Office  
(561) 227-1560

May 15, 2007

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
Clifton Building - Corporate Filings  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Indiantown Commerce & Technology Park Property Owners' Association, Inc.**

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for the above-referenced company, together with a check in the amount of \$78.75 payable to Department of State to cover the costs of Florida incorporation. Please furnish the undersigned with a certified copy of the Articles of Incorporation subsequent to filing same.

Thank you for your prompt attention to this matter.

Very truly yours,

  
Peter L. Breton

PLB:smw  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**INDIANTOWN COMMERCE & TECHNOLOGY PARK**  
**PROPERTY OWNERS' ASSOCIATION, INC.**

**FILED**  
2007 MAY 16 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, hereby establishes the following for the purpose of becoming a nonprofit corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I**  
**Name of Corporation**

The name of this Corporation (hereinafter the "Corporation") shall be INDIANTOWN COMMERCE & TECHNOLOGY PARK PROPERTY OWNERS' ASSOCIATION, INC.

**ARTICLE II**  
**Purposes**

ILICO B LLC, a Florida limited liability company, its successors and assigns, collectively referred to herein as "Declarant", is developing certain property in Palm Beach County, Florida, known as "Indiantown Commerce & Technology Park" (hereinafter the "Park"). The Park is more particularly described in the Declaration of Protective Covenants of the Indiantown Commerce & Technology Park (hereinafter the "Declaration"), to which these Articles of Incorporation are attached as an Exhibit. The purpose of this Corporation is to own, lease, maintain, operate, and/or administer certain property within or related to the operation of the Park.

**ARTICLE III**  
**Powers and Limitations**

- A. The Corporation shall have the power:

1. To own, lease, operate, maintain, and administer the Common Areas, and other property within or related to the operation of the Park, for the common good of members of the Corporation.

2. To establish reasonable rules and regulations regarding the property within the Park.

3. To carry out all the powers and duties vested in the Corporation pursuant to these Articles and the Bylaws of the Corporation, and pursuant to the Declaration.

4. To do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of the applicable laws of the State of Florida.

5. To engage professional management agents to manage its affairs, and pay a fee therefor.

6. To grant easements and leases to any Person (as said term is defined in the Declaration) over, under, through, and/or across the Common Areas, for or without compensation to this Corporation, without any need to obtain the approval or joinder of any member or lienholder thereof.

7. To exercise all powers set forth in Section 617.0302, Florida Statutes.

B. The Corporation is not organized for profit, nor shall it have the power to issue certificates of stock or pay dividends.

C. All funds and title to all interests in property acquired by the Corporation, whether fee simple or leasehold or otherwise, and the proceeds thereof shall be held in trust for members of the Corporation.

D. The Corporation shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

#### **ARTICLE IV** **Corporate Existence**

This Corporation shall have perpetual existence unless sooner dissolved by law. The Corporation may be dissolved upon unanimous resolution to that effect being adopted by the members of the Board of Directors and approved by an affirmative vote of at least eighty-five percent (85%) of all of the total voting rights in the Corporation, and, after receipt of an appropriate decree of dissolution, if such decree is necessary at the time of dissolution as set forth in applicable Florida law.

#### **ARTICLE V** **Qualifications for Members and Manner of Admission and Voting Rights**

The qualifications for members and the manner of their admission and voting rights shall be as regulated by the Bylaws of the Corporation.

#### **ARTICLE VI** **Directors**

1. The business of this Corporation shall be conducted by a Board of Directors, consisting of not less than three (3) nor more than seven (7) Directors. The initial Board of Directors shall consist of three (3) Directors.

2. The election of directors, their removal and the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of this Corporation.

3. The directors herein named (see Article VIII) shall serve until their successors are duly elected and qualified, or until they are removed in the manner elsewhere provided, or until they

resign, whichever first occurs, and any vacancies in their number occurring before a successor has been duly elected and qualified shall be filled by the remaining members of the Board of Directors. If there are no remaining members of the Board of Directors, the vacancies shall be filled by vote of the members of the Corporation.

## **ARTICLE VII**

### **Officers**

The affairs of the Corporation shall be managed by a president, vice president, secretary, treasurer, assistant secretary, assistant treasurer, and such other officers as may be authorized by the Board of Directors. A person may hold more than one office except that the offices of President and Secretary shall not be held simultaneously by the same individual. Said officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors and shall hold office until their successors shall be duly elected and qualified, or until they are removed, or until they resign, whichever first occurs. The first officers of the Corporation shall be:

President:	Richard C. Sheehan
Vice President:	David Powers
Secretary:	Kevin Powers
Treasurer:	Brian Powers

## **ARTICLE VIII**

### **Names and Post Office Addresses of Directors**

The names and addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles of Incorporation and Bylaws of the Corporation shall be:

- |    |                    |  |
|----|--------------------|--|
| 1. | Richard C. Sheehan | 500 University Boulevard, Suite 207, Jupiter, FL 33458 |
| 2. | David Powers       | P.O.Box 38, Indiantown, FL 34956                       |

3. Kevin Powers

P.O. Box 38, Indiantown, FL 34956

## **ARTICLE IX**

### **Bylaws**

The first Bylaws of the Corporation shall be adopted by the Board of Directors named herein and may be altered, amended or rescinded in the manner provided by the Bylaws, which shall be by (1) *the members and the Board of Directors and/or* (2) *the members as provided therein.*

## **ARTICLE X**

### **Indemnification**

1. The Corporation shall indemnify any Director or Officer of the Corporation, and/or any member of the Architectural Review Committee (as defined in the Declaration), collectively referred to herein as the "Indemnities" and individually referred to herein as an "Indemnatee," made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding as follows. *This indemnification shall extend to any action of a judicial, administrative, criminal, or investigative nature (including but not limited to, an action by the Corporation), brought by or against an Indemnatee, based on an act, or acts, alleged to have been committed by such Indemnatee, in his or her capacity as an Officer, Director or member of the Architectural Review Committee. In any such action, the Indemnatee shall be indemnified against judgments, losses, liabilities, costs, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit, or proceeding or any appeal therein, provided such Indemnatee did not act with gross negligence or willful misconduct. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in itself, create a presumption that any such Indemnatee acted with gross negligence or willful misconduct.*

2. Indemnification as provided in this Article shall continue as to a person who has ceased to be a Director, Officer, or member of the Architectural Review Committee, and shall inure to the benefit of the heirs, executors, and administrators of such person. References herein to Directors, Officers and members of the Architectural Review Committee, shall include not only current Directors, Officers, and members of the Architectural Review Committee, but former Directors, former Officers, and former members of the Architectural Review Committee as well.

3. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is a Director or Officer of the Corporation, or a member of the Architectural Review Committee, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

4. The aforementioned rights shall be in addition to, and not exclusive of, all other rights to which such Director, Officer, or member of the Architectural Review Committee may be entitled.

**ARTICLE XI**  
**Transactions in Which**  
**Directors or Officers Are Interested**

No contract or transaction between the Corporation and one (1) or more of its officers or directors, or between the Corporation and any other corporation, partnership, association, or other organization in which one (1) or more of its directors or officers are directors or officers of this Corporation, or have a financial interest in this Corporation, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at, or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because his, her, or their votes are counted for such purpose. No directors or officers of the Corporation shall



incur liability merely by reason of the fact that he or she is or may be interested in any such contract or transaction.

## **ARTICLE XII**

### **Amendments**

1. Amendments to these Articles of Incorporation shall be approved by the affirmative vote of at least two-thirds (2/3) of the entire membership of the Board of Directors and by the affirmative vote of at least a majority of the Voting Rights in the Corporation, or (2) the affirmative vote of at least two-thirds (2/3) of the Voting Rights in the Corporation.

2. A copy of each amendment to the Articles of Incorporation as approved must be accepted by the State of Florida Corporation Commissions, or such other person required by Florida law, and shall be recorded in the Public Records of Palm Beach County, Florida.

3. Anything to the contrary herein notwithstanding, during the period that Declarant is entitled to vote one hundred percent (100%) of the Voting Rights of the Corporation, these Articles of Incorporation may be amended by the affirmative vote of at least a majority of the Board of Directors without membership approval.

## **ARTICLE XIII**

### **Definitions**

The definitions set forth in the Declaration shall apply to these Articles of Incorporation.

## **ARTICLE XIV**

### **Incorporator**

The name and post office address of the Incorporator of these Articles of Incorporation is Peter L. Breton, 625 N. Flagler Drive, Ninth Floor, West Palm Beach, Florida 33401.

## **ARTICLE XV**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 500 University Boulevard, Suite 207, Jupiter, Florida 33458, and the name of the initial registered agent of this Corporation is Richard C. Sheehan.

**IN WITNESS OF THE FOREGOING**, the undersigned has hereunto set its hand and seal in acknowledgment of the foregoing Articles of Incorporation, this 15<sup>th</sup> day of MAY, 2007, which Articles are to be filed in the Office of the State of Florida Division of Corporations.

  
Peter L. Breton, Incorporator

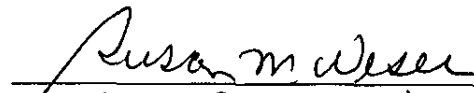
STATE OF FLORIDA        )  
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of MAY, 2007, by Peter L. Breton, as the Incorporator, and

X       he is personally known to me, **OR**

\_\_\_\_\_ has produced \_\_\_\_\_ as identification.



  
Notary Name: Susan M. Weser  
Notary Public  
Serial (Commission) Number  
if any: DD 523420

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


Pursuant to the Florida Not For Profit Corporations Act, the following is submitted in compliance with said Act:

THAT, **INDIANTOWN COMMERCE & TECHNOLOGY PARK PROPERTY OWNERS' ASSOCIATION, INC.**, a Florida Corporation Not For Profit, desiring to organize under the laws of the State of Florida, with its initial principal offices at 500 University Drive, Suite 207, Jupiter, Florida 33458 has named Richard C. Sheehan, whose address is 500 University Drive, Suite 207, Jupiter, Florida 33458 as its duly authorized Registered Agent to accept service of process for the Corporation within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of applicable Florida law relative to keeping open said office and further accept the duties and obligations of Registered Agent.

DATED this 11<sup>th</sup> day of MAY, 2007.

  
Richard C. Sheehan  
REGISTERED AGENT — Florida

**FILED**  
2007 MAY 16 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA