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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**REGENCY SQUARE OFFICES ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION****OF REGENCY SQUARE OFFICES ASSOCIATION, INC.****A Florida Not for Profit Corporation**

STATE OF FLORIDA )

COUNTY OF *Miami Dade* ) ss

THE UNDERSIGNED hereby make, subscribe, swear, acknowledge and file these Articles of Incorporation for REGENCY SQUARE OFFICES ASSOCIATION, INC.

**1. NAME**

The name of the corporation shall be REGENCY SQUARE OFFICES ASSOCIATION, INC., hereinafter referred to as the "Association".

**2. PURPOSE**

An office building development will be created upon certain property located in Davie, Florida, which property will be governed by a Declaration of Covenants and Restrictions for REGENCY SQUARE OFFICES to be recorded in the Public Records of Broward County, Florida (the aforementioned declaration is herein called the "Declaration" and the property which it encumbers is herein called the "Project").

**3. POWERS**

The powers of the Association shall include and be governed by the following provisions:

3.1 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 Declaration, and all the powers set forth in the Declaration.

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**3.2** The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

(a) To operate and manage the common areas of the Project in accordance with the purpose and intent contained in the Declaration;

(b) To make and collect assessments against members to defray the costs of the operations, maintenance, and repair of the common areas of the Project and to borrow funds in accordance with the Bylaws of the Association;

(c) To use the proceeds of assessments in the exercise of its powers and duties;

(d) To maintain, repair, replace and operate the common areas of the Project;

(e) To reconstruct improvements upon the common areas of the Project after casualty and to further improve such property;

(f) To make and amend By-Laws and regulations respecting the use of the common areas of the Project and to enforce same;

(g) To enforce the provisions of the Declaration and these Articles;

(h) To provide for the management and maintenance of the common areas of the Project and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the common areas of the Project;

(i) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

**3.3** All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the members, directors, and officers of the Association.

3.4 The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

#### 4. MEMBERS

4.1 All owners of units in the Project shall automatically be members of the Association, and their membership shall automatically terminate when they are no longer owners of a unit. If a member should transfer his unit, pursuant to the provisions of the Declaration, the grantee will automatically be a member of the Association. Membership certificates will not be issued.

4.2 Each Unit is entitled to voting rights in accordance with the Declaration and in accordance with the By-Laws. An entity or several individuals owning a unit shall designate one (1) voting member for the unit(s) which they own, as set forth in the Declaration and By-Laws.

4.3 The share of a member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Units.

#### 5. EXISTENCE

The Association shall have perpetual existence.

#### 6. SUBSCRIBER

The name and address of the subscriber hereto is Mr. Todd Levine, 1541 Sunset Drive Suite 300, Coral Gables, Florida 33143.

#### 7. DIRECTORS

7.1 The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) Directors. The first Board of Directors shall have three (3) members, and the number of Directors on subsequent Boards will be determined from time to time in accordance with the provisions of the By-Laws of the Association.

7.2 Except for Directors appointed by the Developer in accordance with the Declaration, the Board of Directors shall consist of voting members of the Association. The voting members shall be the individual owners of units, except that when multiple individuals, or any corporation, partnership trust or other entity owns a single Unit, a voting

member shall be designated for such owner(s) in accordance with the By-Laws of the Association.

7.3 Directors shall each serve a one (1) year term, except that a director's term shall end when he or she is no longer a voting member.

7.4 All Officers shall be elected by the Board of Directors in accordance with the By-Laws at regular, annual meetings of the Board of Directors, to be held as provided in the By-Laws.

7.5 The following persons shall constitute the first Board of Directors, and shall hold office and serve in accordance with Article 7.3 herein.

<u>Name</u>	<u>Address</u>
Todd Levine	1541 Sunset Drive, Suite 300 Coral Gables, Florida 33143
Marc Boucher	7050-51 West Palmetto Park Rd. Boca Raton, FL 33433
Jeff Scott	1541 Sunset Drive, Suite 300 Coral Gables, Florida 33143

#### 8. OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers designated in the By-Laws. The names and titles of the officers who shall serve for the first year of the Association's existence are as follows:

<u>Name</u>	<u>Title</u>
Todd Levine	President
Jeff Scott	Vice-President; Assistant
Marc Boucher	Secretary/Treasurer

**9. BY-LAWS**

The By-Laws of the Association shall be adopted by the first Board of Directors and shall be attached to the Declaration to be filed in the public records of Broward County, Florida. The By-Laws may be altered, amended, or rescinded only in the manner provided in the By-Laws.

**10. AMENDMENTS**

**10.1** A majority of the voting members may propose alterations, amendments to, or the rescission of these Articles, so long as the proposals do not conflict with the Declaration. Such proposals shall set forth the proposed alteration, amendment, or rescission; shall be in writing; shall be filed by any two members and shall be delivered to the President of the Association, who shall thereupon call a Special Meeting of the members not less than ten (10) days nor later than thirty (30) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the By-Laws. An affirmative vote of eighty percent (80%) of the voting members of the Association shall be required for the adoption of the proposed alteration, amendment or rescission.

**10.2** Any voting member may waive any or all of the requirements of this Article as to notice or proposals to the President of the Association for the alteration, amendment, or rescission of these Articles. Such waiver may occur before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

**11. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

**11.1** Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder same shall apply only if the Board of Directors approves such settlement or reimbursement as being in the interests of the Association. Such approval shall be made by a majority vote of a quorum consisting of Directors who were not parties to such proceedings. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

**12. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

**12.1** No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, 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 said Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

**12.2** Interested Officers and Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

**13. PRINCIPAL OFFICE**

The Association's principal office shall be 1541 Sunset Drive, Suite 300, Coral Gables, Florida 33143.

**14. ADDRESS OF REGISTERED OFFICE**

The street address of the registered office of this Association in the State of Florida shall be 1541 Sunset Drive, Suite 300, Coral Gables, Florida 33143. The name of the initial registered agent shall be Todd Levine.

**15. MEETINGS BY CONFERENCE TELEPHONE**

The Board may hold its meetings by means of conference telephone as provided by Section 607.131 and 607.007, Florida Statutes.

IN WITNESS WHEREOF, the subscriber has sworn to and executed these Articles,  
at \_\_\_\_\_, ~~Broward~~ County, Florida this 15 day of Oct, 2007.

*Coral Gables, Miami Dade*

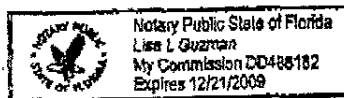
  
\_\_\_\_\_  
Todd Levine

SWORN TO AND ACKNOWLEDGED BEFORE ME this 9th day of Oct, 2007,  
at Coral, Miami-Dade County, Florida, by Todd Levine who is personally known to  
me. Lalala

Lisa L. Guzman  
NOTARY PUBLIC STATE OF FLORIDA AT LARGE

Lisa L. Guzman  
Printed Notary Name

My Commission Expires:





**ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT**

The undersigned, Todd Levine, hereby accepts appointment as the Resident Agent for REGENCY SQUARE OFFICES ASSOCIATION, INC., and does agree to accept service of process on behalf of the Association and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.324.

WITNESS my hand this 9 day of Oct 2007.

  
\_\_\_\_\_  
Todd Levine

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