

N110000006973

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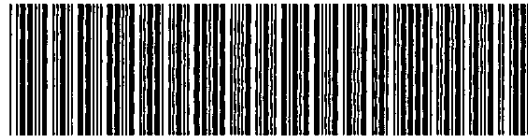
(Business Entity Name)

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DIVISION OF CORPORATIONS
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Amend
@ 8/3/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Boca Raton Commerce Center II Property Owner's
Association Inc.

DOCUMENT NUMBER: N11000006973

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nancy B. Colman Esq.
(Name of Contact Person)

Baritz & Colman LLP
(Firm/ Company)

1075 Broken Sound Parkway NW Suite 102
(Address)

Boca Raton, Florida 33487
(City/ State and Zip Code)

mizzo@baritzcolman.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michelle Izzo at (561) 864-5100
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Boca Raton Commerce Center II Property Owner's Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N11000006973

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 AUG + 2 AM 10:31

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

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(attach additional sheets, if necessary). (Be specific)

Please see attached Amended Articles of Incorporation

[illegible]

**AMENDED
ARTICLES OF INCORPORATION
OF
BOCA RATON COMMERCE CENTER II
PROPERTY OWNERS ASSOCIATION, INC.**

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 and Address of Corporation**

The name and address of this Association (hereinafter the "Association") shall be:

BOCA RATON COMMERCE CENTER II PROPERTY OWNER'S ASSOCIATION, INC.
751 Park of Commerce Drive
Suite 128
Boca Raton, Florida 33487

**ARTICLE II
Purposes**

BOCA RATON COMMERCE CENTER II, LLC (referred to herein as "Declarant"), is developing certain property known as BOCA RATON COMMERCE CENTER (hereinafter the "Property"). The Property is more particularly described in the Declaration of Covenants, Conditions, Restrictions and Easements for BOCA RATON COMMERCE CENTER (hereinafter the "Declaration"). Terms not otherwise contained herein shall have the meaning ascribed to them in the Declaration. The purpose of this Association is to own, lease, maintain, operate, and/or administer certain property within or related to the Property, and to carry out its rights and duties set forth in the Declaration.

**ARTICLE III
Powers and Limitations**

Section 1- Power. The Association shall have the power:

a. To own, sell, lease, operate, maintain, and administer the Common Property, and other property within or related to the Property in accordance with the Declaration.

b. To establish, through its Board, reasonable rules and regulations regarding the property within the Property.

c. To carry out all the powers and duties vested in the Association pursuant to these Articles of Incorporation and the Bylaws of the Association, and pursuant to the Declaration.

d. To do all things necessary to carry out the operation of the Association 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 Chapter 617, Florida Statutes, and Chapter 607, Florida Statutes, respectively.

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

f. To grant easements and leases to any third party over, under, through, and/or across the Common Property, for or without compensation to this Association, without any need to obtain the approval or joinder of any Member or lien holder thereof.

g. To assess Owners, and enforce such Assessments in accordance with the Declaration.

Section 2- Not for Profit. The Association is not organized for profit, nor shall it have the power to issue certificates of stock or pay dividends.

Section 3- Trust for Members. All funds and title to all interests in property acquired by the Association, whether fee simple, leasehold, dedication or otherwise, and the proceeds thereof shall be held in trust for Members.

Section 4-Accumulation of Cash. The Association 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 Association shall have perpetual existence unless sooner dissolved by law. The Association may be dissolved upon unanimous resolution to that effect being adopted by the members of the Board of Directors, and thereafter by an affirmative vote of at least fifty one (51%) percent of all of the total votes entitled to vote per the Bylaws.

ARTICLE V

Qualifications for Members and Manner of Admission and Voting Rights

Section 1- Members. All Owners shall be Members of the Association. An Owner shall automatically be a Member of the Association upon the recording in the Public Records, of the document evidencing the Owner's fee simple title to a Parcel.

Section 2-Voting. Voting rights shall be established in accordance with the Declaration and Bylaws.

ARTICLE VI

Directors

Section 1-Number of Directors. The business of this Association shall be conducted by a Board of Directors, consisting of not less than three (3) nor more than five (5) Directors. The initial Board of Directors shall consist of three (3) Directors.

Section 2-Election. The election of directors, their removal and the filling of vacancies of the Board of Directors shall be in accordance with the Bylaws of this Association.

Section 3 Removal. The directors herein named 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 in accordance with the Bylaws of this Association.

ARTICLE VII

Officers

The affairs of the Association shall be managed by a president, vice president, secretary and 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 Association shall be:

President	Shelly Himmelrich
Vice President	Marty Pechter
Secretary	Jeffrey Pechter
Treasurer	Renee' McGovern

ARTICLE VIII

Bylaws

The first bylaws of the Association shall be adopted by the Board of Directors named herein and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE IX

Indemnification

Section 1- Director and Officer Indemnification. The Association shall indemnify any Director or Officer of the Association (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. This indemnification shall extend to any action of a judicial, administrative, criminal, or investigative nature (including, but not limited to, an action by the Association), brought by or against an Indemnatee, based on an act, or acts, alleged to have been committed by such Indemnatee, in his capacity as an officer or Director. 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.

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

Section 3-Insurance.

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

Section 4-Rights Not Exclusive.

The aforementioned rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officer are entitled by law, pursuant to the Declaration and/or Bylaw, or otherwise.

ARTICLE X
Transactions in Which
Directors or Officers are Interested

No contract or transaction between the Association and one (1) or more of its Officers or Directors, or between the Association or 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 Association, or have a financial interest in this Association, 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 of committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Directors or Officers of the Association shall incur liability merely by reason of the fact that he is or may be interested in any such contract or transaction.

ARTICLE XI
Amendments

Section 1-Required Vote. These Articles of Incorporation may be amended upon the affirmative vote of at least two-thirds (b) of the entire membership of the Board of Directors, and of at least two-thirds (b) of the total votes of Members in the Association.

Section 2- Copy of Amendment. A copy of each amendment to the Articles of Incorporation as approved must be accepted by the Secretary of State of the State of Florida, or such other person required by Florida law, and shall be recorded in the Public Records.

ARTICLE XII
Incorporator

The name and post office address of the Incorporator of these Articles of Incorporation is Nancy B. Colman, 1075 Broken Sound Parkway NW, Suite 102, Boca Raton, Florida 33487.

ARTICLE XIII
Initial Registered Agent

The street address of the initial registered office for this Association is 1075 Broken Sound Parkway NW, Suite 102, Boca Raton, Florida 33487, and the name of the initial registered agent of this Association is Nancy B. Colman, Esquire of Baritz & Colman LLP.

IN WITNESS OF THE FOREGOING, the undersigned has hereunto set her hand and seal in acknowledgment of the foregoing Articles of Incorporation, this 22nd day of July, 2011, which Articles are to be filed in the Office of the Secretary of State.

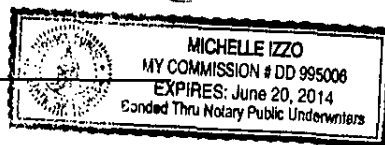
Nancy B. Colman
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me by Nancy B. Colman, Esq., Incorporator of **BOCA RATON COMMERCE CENTER II PROPERTY OWNER'S ASSOCIATION, INC.**, on this 22nd day of July, 2011.

Michelle Izzo
NOTARY PUBLIC

Personally Known ☒
Or Produce Identification _____
Type of Identification Produced _____



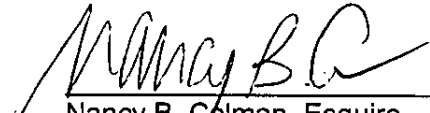
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **BOCA RATON COMMERCE CENTER II PROPERTY OWNER'S 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 Boca Raton, State of Florida, has named **NANCY B. COLMAN of Baritz & Colman LLP**, located at 1075 Broken Sound Parkway NW, Suite 102, Boca Raton, Florida 33487, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Nancy B. Colman, Esquire
Baritz & Colman LLP

The date of each amendment(s) adoption: July 26, 2011
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated July 26, 2011

Signature Nancy B. Colman
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Nancy B. Colman, Esq.
(Typed or printed name of person signing)

Incorporator
(Title of person signing)