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GUNSTER, YOAKLEY & STEWART, P.A.

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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
PALM BEACH RETAIL CENTER PROPERTY OWNER'S
ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION
OF**

PALM BEACH RETAIL CENTER PROPERTY OWNER'S ASSOCIATION, INC.

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Palm Beach Retail Center Property Owner's Association, Inc., a Florida not for profit corporation, are hereby certified as follows:

**ARTICLE I.
NAME OF CORPORATION**

The name of this corporation shall be Palm Beach Retail Center Property Owner's Association, Inc. (the "Association").

**ARTICLE II.
PRINCIPAL OFFICE**

The principal office and mailing address of the Association is:

c/o New England Development
One Wells Avenue
Newton, MA 02459

**ARTICLE III.
PURPOSE**

The purpose for which this corporation is organized is to operate and maintain the Common Areas as more particularly described in, and in accordance with the conditions set forth in, that certain Declaration of Covenants, Easements and Restrictions (the "Declaration") made by PALM BEACH MALL HOLDINGS, LLC, a Delaware limited liability company, to be recorded in the Public Records of Palm Beach County, Florida, governing that certain retail property containing 86.17 acres, more or less, located in Palm Beach County, Florida, as more particularly described in the Declaration (the "Property"), and to perform all acts provided in the Declaration and applicable Florida Statutes. All capitalized terms not otherwise defined herein shall be given the meanings ascribed to such terms in the Declaration.

**ARTICLE IV.
POWERS**

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

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Section 1. Common Law and Statutory Powers. 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.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the powers set forth in the By-Laws of the Association and the Declaration.

Section 3. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration and the By-Laws of the Association. The foregoing enumeration of powers shall not limit or restrict the exercise of others and further powers which may now or hereafter be permitted by law.

ARTICLE V.

ELECTION OF DIRECTORS

The directors shall be elected in the manner provided in the Bylaws.

ARTICLE VI MEMBERSHIP

All Owners owning a vested present interest in the fee title to any of the Lots within the Property, as evidenced by a duly recorded proper instrument in the Public Records of Palm Beach County, Florida, and the Developer, so long as the Developer owns any of the Property subject to the Declaration, shall be Members of the Association. Other matters relating to membership are set forth in the Declaration and the By-Laws and incorporated herein by reference.

ARTICLE VII EXISTENCE

The Association shall exist perpetually unless dissolved according to law.

ARTICLE VIII REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at 2 South Biscayne Boulevard, Miami, Florida 33131, and the registered agent shall be GY Corporate Services, Inc. Pursuant to Florida Statute 617.0501(3), a written acceptance is attached.

ARTICLE IX NUMBER OF DIRECTORS

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The business of the Association shall be conducted by a Board of Directors which shall consist of not less than three (3) nor more than nine (9) persons, as determined by the Members in accordance with the Bylaws.

ARTICLE X
FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and officers, all of whom shall hold office until such time as the Developer relinquishes control of the Association, as described in the Declaration, and their successors are duly elected and qualified, or until replaced by the Developer, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Stephen R. Karp	Director	c/o New England Development One Wells Avenue Newton, MA 02459
Steven S. Fischman	Director	c/o New England Development One Wells Avenue Newton, MA 02459
Douglass E. Karp	Director	c/o New England Development One Wells Avenue Newton, MA 02459

<u>Name</u>	<u>Office</u>	<u>Address</u>
Stephen R. Karp	President	c/o New England Development One Wells Avenue Newton, MA 02459
Steven S. Fischman	Vice President	c/o New England Development One Wells Avenue Newton, MA 02459
Douglass E. Karp	Secretary/ Treasurer	c/o New England Development One Wells Avenue Newton, MA 02459

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ARTICLE XI
BYLAWS

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

ARTICLE XII
INCORPORATOR

The name and address of the incorporator of the Association is:

Name

Cynthia C. Russomano

Address

Gunster, Yoakley & Stewart, P.A.
777 South Flagler Drive
Suite 500E
West Palm Beach, Florida 33401

ARTICLE XIII
CONSTRUCTION

These Articles of Incorporation and the Bylaws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the Bylaws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of March, 2014.


Cynthia C. Russomano, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GY Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, Florida Statutes.

GY CORPORATE SERVICES, INC.By: /s/ David G. BatesName: David G. BatesTitle: Vice PresidentDated: March 24, 2014

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