

## Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Royal Office Park Association, Inc.**

<b>Certificate of Status</b>	<b>0</b>
<b>Certified Copy</b>	<b>1</b>
<b>Page Count</b>	<b>07</b>
<b>Estimated Charge</b>	<b>\$78.75</b>

**JAN 15 2015**

**S. GILBERT**

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## Help

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**ARTICLES OF INCORPORATION**  
**OF**

**ROYAL OFFICE PARK ASSOCIATION, INC.**

The undersigned incorporator, desiring to form a not for profit corporation under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME, PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS**

The name of the corporation shall be the ROYAL OFFICE PARK ASSOCIATION, INC., which is hereinafter referred to as the "Association." The principal office address and the mailing address of the Association shall be 7900 Glades Road, Suite 600, Boca Raton, Florida 33434.

**ARTICLE II**

**PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the Agreement of Reciprocal Easements, Restrictions and Maintenance Covenants for Royal Office Park recorded (or to be recorded) in the Public Records of Palm Beach County, Florida, as hereafter amended and/or supplemented from time to time (the "Agreement").

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into, or to a Member(s), any duties of the Association except those duties which require the specific approval of the Board of Directors or Members. In the case of such a delegation, the Association shall nevertheless remain responsible to any applicable governmental agencies and to the Members of the Association for the ultimate performance of the duties so delegated.

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 Agreement identified above. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Agreement and to provide for the general health and welfare of its membership.

The definitions set forth in the Agreement are incorporated herein by this reference.

### ARTICLE III

#### MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION

Section 1. Membership. Each Owner shall be a Member of the Association, provided that where there is a condominium, homeowners' or similar association in which membership is mandatory for Owners, such association shall be the Member in lieu and on behalf of all such Owners.

Section 2. Voting Rights. Except as otherwise expressly provided herein, the Members of the Association shall have one (1) vote for each acre, or portion thereof, within the Parcel owned by the applicable Member. The votes attributable to a Parcel as of the date of the recording of the Agreement may not be increased by the subdivision of that Parcel but, rather, shall be allocated between among the resulting Parcels by written assignment executed by the Owner of the original Parcel and recorded in the Public Records of the County; provided, however, that if there is a condominium, homeowners' or similar association is created and in which all Owners of the resulting Parcels are members, then the Board of Directors of that association shall designate, by written notice to the secretary of the Association, a person to cast all of the votes of the Parcels. The foregoing provisions of this Section 2 to the contrary notwithstanding, so long as Royal Office Park, Ltd., a Florida limited partnership ("ROP"), Pebb Enterprises Royal Palm Beach Property LLC, a Florida limited liability company ("Pebb"), or any affiliate of ROP or Pebb is an Owner or a ground lessee of any Parcel or portion thereof (collectively, the "Pebb Parties"), a majority of the voting rights of the Members shall be deemed to be held by the Pebb Parties regardless of the respective acreage owned by the Members; provided, however, that no vote so taken shall materially and adversely increase the obligations or diminish the rights of any other Member or Owner. As used herein, the term "affiliate" shall mean any entity or person which or whom is controlled by, controls, or is under common control with ROP or Pebb.

Section 3. General Matters. When reference is made herein, or in the Articles, Bylaws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members present at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which a quorum exists) and not of the Members themselves or of their Parcels.

### ARTICLE IV

#### CORPORATE EXISTENCE

The Association shall have perpetual existence; provided that if it is ever dissolved, its assets shall be conveyed to another association or public agency having a similar purpose, and the Surface Water Management System shall be conveyed to an entity approved by the South Florida Water Management District.

### ARTICLE V

#### BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the

Association shall be managed by a Board of Directors, which shall consist of not fewer than three (3) persons, but as many persons as the Membership shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

**Section 2. Original Board of Directors.** The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Bruce Weiner	7900 Glades Road, Suite 600 Boca Raton, Florida 33434
Jared Weiner	7900 Glades Road, Suite 600 Boca Raton, Florida 33434
Ian Weiner	7900 Glades Road, Suite 600 Boca Raton, Florida 33434

**Section 3. Election of Members of Board of Directors.** Except as otherwise provided herein for filling vacancies, directors shall be elected by the Members of the Association. In the event that a Parcel, as it exists on the date of the recording of the Agreement, is later subdivided, then the Owners of the resulting Parcel(s) shall, between/among themselves, elect the Director which the Owner of the original Parcel was entitled to elect (unless an association of all of such Owners exists and is therefore the applicable Member hereunder, in which case the Board of Directors of that association shall elect the Director. The foregoing provisions of this Section 3 to the contrary notwithstanding, so long as any of the Pebb Parties is an Owner or ground lessee of any Parcel or portion thereof, the Pebb Parties shall be entitled to elect no fewer than two (2) Directors.

**Section 4. Duration of Office.** Persons elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

**Section 5. Vacancies.** If a director elected by a Member shall for any reason cease to be a director, such member shall elect a successor to fill the vacancy for the balance of the term.

## ARTICLE VI

### OFFICERS

**Section 1. Officers.** The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

**Section 2. Election and Appointment of Officers.** The officers of the Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of

Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the methods of voting in the election, removal from office of officers, filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

#### **ARTICLE VII**

##### **BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed in the manner set forth in the Bylaws.

#### **ARTICLE VIII**

##### **AMENDMENTS AND PRIORITIES**

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection by affirmative vote of 66-2/3% of the Members, all in the manner provided in, and in accordance with the notice provisions of Section 617.1002, Florida Statutes.

Section 2. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Agreement, the Agreement shall control.

#### **ARTICLE IX**

##### **INCORPORATOR**

The name and address of the incorporator of this Corporation is:

NAME:

ADDRESS:

Ian Weiner

7900 Glades Road, Suite 600  
Boca Raton, Florida 33434

#### **ARTICLE X**

##### **INDEMNIFICATION**

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that

he or she is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or that he or she acted in a manner he or she believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he or she believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him or her in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or otherwise, both as to action in his or her official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance shall cover 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 Association would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 5. The provisions of this Article X shall not be amended.

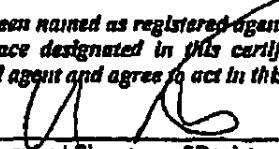
## ARTICLE XI

### REGISTERED AGENT

Unless changed, Ian Weiner shall be the registered agent of the Association and the registered office shall be at 7900 Glades Road, Suite 600, Boca Raton, Florida 33434, Palm Beach County, State of Florida.

**IN WITNESS WHEREOF**, the aforesaid incorporator has caused these Articles of Incorporation to be executed under seal as of the day and year first above written.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
\_\_\_\_\_  
Required Signature of Registered Agent

1/13/15  
\_\_\_\_\_  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
\_\_\_\_\_  
Required Signature of Incorporator

1/13/15  
\_\_\_\_\_  
Date