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FLORIDA PROFIT/NON PROFIT CORPORATION  
BOGGY CREEK COMMERCIAL OWNERS ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION  
OF  
BOGGY CREEK COMMERCIAL OWNERS ASSOCIATION INC.  
In Compliance with Chapter 617, F.S. (Not for Profit)**

**ARTICLE I - NAME**

**The name of the Corporation shall be: BOGGY CREEK COMMERCIAL OWNERS  
ASSOCIATION INC. (the "Corporation")**

**ARTICLE II- PRINCIPAL OFFICE**

**The initial principal place of business and mailing address of this Corporation shall be:**

**Boggy Creek Commercial Owners Association Inc.  
c/o Ram Realty Services  
4801 PGA Boulevard  
Palm Beach Gardens, FL 33418**

**ARTICLE III - PURPOSE**

The purpose of the Corporation shall be to provide for maintenance, preservation and architectural control of the property known as Boggy Creek/Narcoossee Commercial Center (the "Property") located in Orange County, Florida; to perform all acts provided in the Amended and Restated Declaration of Easements, Covenants, and Restrictions of said subdivision for the association (the "Declaration"); and to take all action necessary to promote the health, safety and welfare of the property owners. All capitalized terms used in these Articles shall have the same definition as in the Declaration.

The Corporation shall operate, maintain and manage the surface water or storm management system(s) in a manner consistent with the South Florida Water Management District (the "District") permit requirements and applicable District rules, and shall assist in the enforcement of the provisions of the Declaration which relate to the Surface Water Management System and in accordance with the SFWMD Permit and the Stormwater Agreement.

The Corporation shall levy and collect adequate assessments against Members of the Corporation for the costs of maintenance and operation of the Surface Water Management System.

**ARTICLE IV - MANNER OF ELECTION**

Directors shall be elected or appointed in the manner provided in the Declaration of the Corporation or Bylaws.

## **ARTICLE V – CORPORATE POWERS**

This Corporation shall have all of the common law and statutory powers of a corporation not for profit under Florida law that are not in conflict with the provisions of these Articles, the Declaration or the By-Laws, as may be amended from time to time.

The Corporation shall have all of the powers and duties set forth in law and equity, except as limited by these Articles, the By-Laws and the Declaration, and all of the powers and duties reasonably necessary to operate the Property pursuant to the Declaration and as more particularly described in the By-Laws and these Articles, as they may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect assessments and other charges against Members as Members, and to use the proceeds thereof in the exercise of its powers and duties.
- (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
- (c) To maintain, repair, replace, reconstruct, add to and operate the Property, and other property acquired or leased by the Corporation.
- (d) To purchase insurance upon the Property and the improvements located thereon, and insurance for the protection of the Corporation, its Officers, directors and Owners.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Property and for the health, comfort, safety and welfare of the Owners.
- (f) To approve or disapprove the leasing, transfer, ownership and possession of the real property owned by the Corporation may be provided by the Declaration.
- (g) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Property.
- (h) To contract for the management and maintenance of the Property and to authorize a management agent (who may be an affiliate of the Declarant) to assist the Corporation in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair, and replacement of the common elements with funds as shall be made available by the Corporation for such purposes. The Corporation and its officers shall, however, retain at all times the powers and duties granted by law, including,

but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Corporation.

- (i) To employ personnel to perform the services required for the proper operation of the Property.
- (j) To exercise all other powers and duties as may be set forth in the By-Laws and the Declaration.
- (k) The power to levy reasonable fines.

#### **ARTICLE VI – INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the registered agent is:

Karen D. Geller, General Counsel  
Ram Realty Services  
4801 PGA Boulevard  
Palm Beach Gardens, FL 33418

#### **ARTICLE VII – INCORPORATOR**

The name and address of the incorporator is:

Karen D. Geller, General Counsel  
Ram Realty Services  
4801 PGA Boulevard  
Palm Beach Gardens, FL 33418

#### **ARTICLE VIII – BOARD OF DIRECTORS & OFFICERS**

The Board of Directors and Officers of the Corporation shall be as provided in the Bylaws and shall be elected or appointed as provided in the Bylaws. The first Board of Directors shall be:

Mark Van Dyke  
c/o Ram Realty Services  
4801 PGA Boulevard  
Palm Beach Gardens, FL 33418

Desanya Daly  
c/o Ram Realty Services  
4801 PGA Boulevard  
Palm Beach Gardens, FL 33418

Phillip C. Heath  
c/o Ram Realty Services  
4801 PGA Boulevard  
Palm Beach Gardens, FL 33418

The first Officers shall be:

Mark Van Dyke, President  
c/o Ram Realty Services  
4801 PGA Boulevard  
Palm Beach Gardens, FL 33418

Phillip C. Heath, Vice President  
c/o Ram Realty Services  
4801 PGA Boulevard  
Palm Beach Gardens, FL 33418

Desanya Daly, Secretary/Treasurer  
c/o Ram Realty Services  
4801 PGA Boulevard  
Palm Beach Gardens, FL 33418

#### **ARTICLE IX – BYLAWS**

The Bylaws of the Corporation shall be adopted by the Board of Directors at their first meeting and may be altered, amended or rescinded in the manner provided in the Bylaws.

#### **ARTICLE X – EXISTENCE**

Existence of the Corporation shall commence with the filing of these Articles of Incorporation with the Department of State, Tallahassee, Florida. The Corporation shall exist in perpetuity.

#### **ARTICLE XI – MEMBERSHIP**

All persons who are Owners of any real property within the Boggy Creek/Narcoossee Commercial Center shall automatically be Members of this Corporation. Such membership shall automatically terminate when such person is no longer the Owner of such real property. Membership in this Corporation shall be limited to such Owners. All voting rights shall be in accordance with the provisions of Section 13.5 of Article 13 of the Declaration.

#### **ARTICLE XII – ASSESSMENTS OF OWNERS**

The Corporation shall have the power and authority to assess the Owners of the Property in the subdivision for the operation and maintenance of the Common Areas of the subdivision, as more fully described and defined in the Declaration and any amendments thereto, and for the operation and maintenance of the Surface Water Management System.

#### **ARTICLE XIII – DUTIES OF CORPORATION**

In addition to its other duties, the Corporation shall be responsible for the maintenance, operation and repair of the Surface Water Management System pursuant to the Stormwater

Agreement. Maintenance of the Surface Water Management System(s) shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other surface water or stormwater management capabilities as permitted by the District and SFWMD Permit.

#### **ARTICLE XIV - EASEMENT FOR ACCESS AND DRAINAGE**

The Corporation shall have a perpetual non-exclusive easement over all areas of the Surface Water Management System for access to operate, maintain or repair the system. By this easement, the Corporation shall have the right to enter upon any portion of any Property which is a part of the Surface Water Management System, at a reasonable time and in a reasonable manner, to operate, maintain or repair the Surface Water Management System as required by the SFWMD Permit. Additionally, the Corporation shall have a perpetual non-exclusive easement for drainage over the entire Surface Water Management System. No person shall alter the drainage flow of the Surface Water Management System, including buffer areas or swales, without the prior written approval of the District.

#### **ARTICLE XV - AMENDMENT**

These Articles of Incorporation may be modified or amended at any duly convened meeting of the Members by the affirmative vote of a majority (based on voting weight determined in accordance with Paragraph 13.5.3 of the Declaration) of the total votes of the Members present at a duly called meeting of the Members of the Corporation; provided, however, no amendment to these Articles shall be valid without the consent of the Class B Member. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the corporate seal, signed by the Secretary, or an Assistant Secretary, and executed and acknowledged by the President, has been filed with the Secretary of State, and all filing fees paid.

The Class B Member, in accordance with the provisions of the Declaration, may amend these Articles consistent with the provisions of the Declaration, without the consent of the Class A Members until the Turn-over Date.

A copy of each amendment shall be filed with the Department of State pursuant to the provisions of applicable Florida law, and a copy certified by the Department of State shall be recorded in the Public Records of Orange County, Florida.

Notwithstanding the foregoing, any amendment to the Declaration or these Articles which alter any provision relating to the Surface Water Management System, beyond maintenance in its original condition, including the water management portions of the Common Areas, must have the prior written approval of the District. The Officers of the Corporation may, by a majority vote, make any amendment to the Declaration or these Articles to come into compliance with District rules the SFWMD Permit, and/or the Stormwater Agreement.

#### ARTICLE XVI - PRINCIPAL OFFICE

The initial offices of the Corporation shall be located at c/o Ram Realty Services, 4801 PGA Boulevard Palm Beach Gardens, FL 33418, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time-to-time be designated by the Board of Directors.

#### ARTICLE XVII - INDEMNIFICATION

The Corporation 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 is or was a director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of non contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

IN WITNESS WHEREOF the undersigned subscribing incorporator to these Articles of Incorporation has hereunto set his hand and this 23rd day of June, 2016.

  
Karen Geller, Esq., Incorporator

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

The name of the corporation is: **BOGGY CREEK COMMERCIAL OWNERS ASSOCIATION INC.**

The name and address of the registered agent and office is:

Karen D. Geller, General Counsel  
Ram Realty Services  
4801 PGA Boulevard  
Palm Beach Gardens, FL 33418

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.

  
Signature/Registered Agent

Date: June 23, 2016