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**FLORIDA PROFIT/NON PROFIT CORPORATION  
BOCA RATON PORTICOS CONDOMINIUM ASSOCIATION,  
INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
BOCA RATON PORTICOS CONDOMINIUM ASSOCIATION, INC., a Florida not for  
profit corporation**

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certifies the following:

**ARTICLE I  
NAME**

The name of the corporation shall be **BOCA RATON PORTICOS CONDOMINIUM ASSOCIATION, INC., a Florida not for profit corporation**, hereinafter referred to as the "Association" or "Corporation" and its duration shall be perpetual.

**ARTICLE II  
PURPOSE**

In accordance with the provisions of Chapter 718, Florida Statutes, a condominium will be created upon certain lands in Palm Beach County, Florida, to be known as the BOCA RATON PORTICOS CONDOMINIUM, a commercial condominium (The "Condominium"), according to a Declaration of Condominium (the "Declaration") to be recorded in the Public Records of Palm Beach County, Florida. This Corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, these Articles of Incorporation, the By-Laws of the Corporation, the Declaration and Chapter 718, Florida Statutes (the "Condominium Act"), and to acquire, hold, convey and otherwise deal in and with real and personal property in the capacity of a condominium association.

**ARTICLES III  
POWERS**

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

Section 1. Common Law and Statutory Powers. The Association shall have all of the (i) common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Declaration and the Condominium Act, (ii) powers conferred by the Condominium Act upon a condominium association, and (iii) powers set forth in the Declaration.

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Section 2. Necessary Powers. 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 Condominium and Condominium property in accordance with the purpose and intent contained in the Declaration; and

B. To make and collect assessments against members to defray the costs of the Condominium, to refund common surplus to members; and

C. To use the proceeds of assessments in the exercise of its powers and duties; and

D. To maintain, repair and replace the Common Elements and the Condominium property; and

E. To reconstruct improvements upon the Condominium property after casualty and to further improve the Condominium property; and

F. To make and amend By-Laws for the Association, as well as rules and regulations respecting the use and appearance of the Condominium property; and

G. To pay all taxes and other assessments which are liens against the common elements; and

H. 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 Condominium property; and

I. To provide for the management and maintenance of the Condominium 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 regulations and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted to it by the Condominium Act which are non-delegable, including but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association; and

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J. To buy and lease both real and personal property for Condominium use, and to sell and otherwise dispose of property so acquired; and

K. To purchase insurance for the Condominium property and the protection of the Association and its members as unit owners, pursuant to the provisions of the Declaration; and

L. 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; and

M. To maintain the official records of the Condominium and Association in compliance with the Condominium Act; and

N. To issue financial reports as required by the Condominium Act.

Section 3. Funds and Title Properties. 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 Condominium documents. No part of the income, if any, of the Association shall be distributed to the members, directors, or officers of the Association.

Section 4. Limitations. The powers of the Association shall be subject to, and be exercised in accordance with, the provisions of the Declaration which govern the use of the Condominium property.

#### ARTICLE IV MEMBERSHIP

Section 1. Qualifications for Membership. All unit owners in the Condominium 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, the grantee from such member will automatically acquire membership in the Association. Membership certificates are not required and may not be used.

Section 2. Voting. A member of the Association shall be entitled to one (1) vote for each Unit owned by the member. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

Section 3. Restriction. 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 his unit.

#### ARTICLE V OFFICERS

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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, who shall serve at the pleasure of the Board of Directors, the names and titles of the officers who shall serve until removed or until the first election at the first annual meeting of the Board of Directors are:

<u>Name</u>	<u>Title</u>
PATRICK S. GAINES	President
ANDREW M. GAINES	Treasurer
CRISTOFER A. BENNARDO	Vice President
STEPHEN PADULA	Secretary

#### ARTICLE VI BOARD OF DIRECTORS

Section 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 four (4) 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.

Section 2. Directors shall be designated in accordance with the By-Laws, or as otherwise provided in, and in the manner set out, in the By-Laws.

#### Section 3.

A. Any employee or officer of a business entity owner shall be eligible to serve as a Director of the association.

B. 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 immediately following the annual meetings of the membership or as otherwise provided in the By-Laws. The Board of Directors shall elect a President, Vice President, Secretary-Treasurer, and such other Officers as it shall deem desirable, consistent with the By-Laws. The President shall be elected from among the Board of Directors; no other officer need be a Director.

C. The following persons shall constitute the first Board of Directors, and shall hold office and serve until removed or until their successors are elected:

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## Unit 100 Directors:

## NAMES:

PATRICK S. GAINES

ANDREW M. GAINES

## ADDRESS:

Suite 100, 3837 NW Boca Raton Blvd.  
Boca Raton, FL 33431Suite 100, 3837 NW Boca Raton Blvd.  
Boca Raton, FL 33431

## Unit 200 Directors:

## NAMES:

CRISTOFER A. BENNARDO

STEPHEN PADULA

## ADDRESS:

Suite 200, 3837 NW Boca Raton Blvd.  
Boca Raton, FL 33431Suite 200, 3837 NW Boca Raton Blvd.  
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16 JUL 12 AM 8:13**ARTICLE VII  
BY-LAWS**

The By-Laws of the Association shall be adopted by the first Board of Directors and attached to the Declaration to be recorded in the Public Records of Palm Beach County, Florida. The By-Laws may be altered, amended, or rescinded only at duly called meetings of the members, in the manner provided in the By-Laws.

**ARTICLE VIII  
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer, 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 based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interest of the Corporation. Such approval shall be made by a majority vote of a

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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.

**ARTICLE IX  
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

Section 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 the reason that such relationship exists, 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 interested Officer's or Director's vote is counted for such purpose. No Director or Officer of the Association shall incur liability solely by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Section 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.

**ARTICLE X  
INCORPORATOR**

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

Name

Address

PATRICK S. GAINES

Suite 100,  
3837 NW Boca Raton Blvd.  
Boca Raton, FL 33431

**ARTICLE XI  
AMENDMENTS**

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not For Profit Corporation Act.

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**ARTICLE XII  
REGISTERED AGENT AND REGISTERED OFFICE**

The name of the registered agent of the Corporation is PATRICK S. GAINES, and the street address of the initial registered office of the Corporation in the State of Florida shall be 3837 NW Boca Raton Boulevard, Suite 100, Boca Raton, Florida 33431. The Board of Directors may from time to time move the registered office to any other address in Florida.

**ARTICLE XIII  
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 3837 NW Boca Raton Boulevard, Suite 100, Boca Raton, Florida 33431. The mailing address of the Corporation shall be the same address.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 12th day of July, 2016.

  
PATRICK S. GAINES

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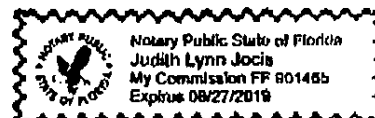
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 12th day of July, 2016, by PATRICK S. GAINES, the incorporator named therein.

  
Notary Public State of Florida  
My Commission Expires:

Personally known ☒ or Produced Identification  
Type of Identification Produced \_\_\_\_\_



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

PURSUANT TO THE PROVISIONS OF SECTION 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.

1. The name of the corporation: **BOCA RATON PORTICOS CONDOMINIUM ASSOCIATION, INC., a Florida not for profit corporation**
2. The name of the registered agent and the registered office is:

PATRICK S. GAINES  
3837 NW Boca Raton Boulevard  
Suite 100  
Boca Raton, Florida 33431

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



July 12, 2016  
PATRICK S. GAINES

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