

N180000001368

(Requestor's Name)

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☐ PICK-UP

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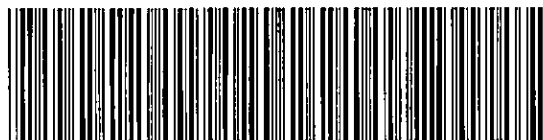
(Business Entity Name)

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Amend

A. RAMSEY

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2023 FEB 21 PM 3:41

CALIFORNIA SECRETARY OF STATE

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2023 FEB 21 AM 8:43

*02250, 00564, 00671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 22, 2023

RESUBMIT
Please give original
submission date as file date

CORPORATION SERVICE COMPANY

TALLAHASSEE, FL 32301

SUBJECT: CENTRAL PARK COMMERCE CENTER MASTER ASSOCIATION,
INC.

Ref. Number: N18000001368

We have received your document for CENTRAL PARK COMMERCE CENTER MASTER ASSOCIATION, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6823.

Annette Ramsey
OPS

Letter Number: 023A00004214

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2023 FEB 28 AM 11:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE :

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE :

ORDER TIME :

ORDER NO. :

CUSTOMER NO:

DOMESTIC AMENDMENT FILING

NAME: CENTRAL PARK COMMERCE CENTER MASTER
ASSOCIATION, INC.

EFFECTIVE DATE:

☐ ARTICLES OF AMENDMENT
☒ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON:

EXAMINER'S INITIALS: _____

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2023 FEB 21 AM 8:43

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
CENTRAL PARK COMMERCE CENTER MASTER ASSOCIATION, INC.**

(Document No. N18000001368)

Pursuant to the provision of Section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment to its Articles of Incorporation:

1. The name of the Corporation is CENTRAL PARK COMMERCE CENTER MASTER ASSOCIATION, INC. (the "Corporation").

2. The date of filing of the original Articles of Incorporation of the Corporation was February 2, 2018, document number N18000001368.

3. Section 3 of Article VII of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Section 3. The sole Class B Member shall be the Declarant. The rights of the Class B Member are specified in the Declaration and the By-laws. The Class B Member may assign and transfer its Class B Membership status. Upon termination of the Class B Membership, the Declarant shall become a Class A Member and entitled to Class A votes for all Assessment Units which it owns."

4. Sections 4(a) and (b) of Article VII of the Corporation's Articles of Incorporation are hereby deleted in their entirety and replaced with the following:

"(a) Subject to the terms and provisions of the Declaration, Declarant shall have the right, but not the obligation, until the end of the Declarant's Control Period, from time to time, within its sole and absolute discretion, to merge or consolidate this Association with any other property owners association if such action is deemed to be in the best interest of the Association and is approved in writing by PBA Holdings, Inc., a Florida corporation ("PBAH") provided PBAH owns property subject to the Declaration, such approval not to be unreasonably withheld, conditioned or delayed, and does not cause a materially adverse impact on any Owner's development, use or cost of development or use of its Parcel and any improvements thereon.

(b) Subject to the terms and provisions of the Declaration, after the end of the Declarant's Control Period, the Association may be merged with another association if approved by two-thirds of the votes of Members of the Association present in person or by proxy at a duly constituted meeting or by written consent."

5. Article VIII of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"The affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall be appointed and/or elected in accordance with the By-

Laws and Declaration. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Enrique Tomeu	20125 Southern Blvd. Loxahatchee, FL 33470
Albert Moragues	20125 Southern Blvd. Loxahatchee, FL 33470
Christopher B. Cortez	20125 Southern Blvd. Loxahatchee, FL 33470"

6. Article X of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Subject to the terms and provisions of the Declaration, during the Declarant's Control Period, the Association may be dissolved by a majority vote of the Board provided such dissolution is approved in writing by PBAH if PBAH owns property subject to the Declaration, such approval not to be unreasonably withheld, conditioned or delayed. Subject to the terms and provisions of the Declaration, after termination of the Declarant's Control Period, the Association may be dissolved with the approval of two-thirds of the votes of Members present in person or by proxy at a duly constituted meeting of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to the appropriate government authorities to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes. Any portion of the Common Area which is maintained by the Association as part of the Surface Water Management System must be conveyed to an entity approved by the District, if required by its Permit."

7. Article XIV of the Corporation's Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Subject to the terms and provisions of the Declaration, during the Declarant's Control Period, the Declarant reserves the exclusive right to unilaterally amend or repeal any of the provisions of these Articles of Incorporation or any amendments hereto for any purpose, at any time and from time to time without the consent of any other person so long as there is no materially adverse impact on the

Association's ability to operate the Project in accordance with the Governing Documents or materially adverse impact on any Owner's development, use or cost of development or use of its Parcel and any improvements thereon and so long as such amendment is approved in writing by PBAH provided PBAH owns property subject to the Declaration, such approval not to be unreasonably withheld, conditioned or delayed. Thereafter, subject to the terms and provisions of the Declaration, the Association shall have the right to amend or repeal any of the provisions contained in these Articles of Incorporation or any amendments hereto, provided, however, that any such amendment shall be approved by two-thirds of the votes of Members present in person or by proxy at a duly constituted meeting of the Association. For so long as the Declarant, or any related entity or affiliate, owns any real property in the Property, or fifty (50) years after the recording of the Declaration, whichever is earlier, no amendment shall conflict with any provisions of the Declaration, nor amend, modify, alter or rescind any rights of the Declarant provided herein, without the express prior written consent of the Declarant which may be granted or withheld in the Declarant's sole and absolute discretion. Any amendments to these Articles of Incorporation which affect the rights of the District, shall be subject to the approval of the District, if required by its permit. Amendments to these Articles of Incorporation need only be filed with the Secretary of State and do not need to be recorded in the public records of the Palm Beach County, Florida."

8. Pursuant to Article XIV of the Corporation's Articles of Incorporation, the Members are not entitled to vote on the foregoing Amendment to Articles of Incorporation for Central Park Commerce Center Master Association. The foregoing Amendment to Articles of Incorporation for Central Park Commerce Center Master Association, Inc. was adopted by the Board of Directors of the Corporation on the 14th day of February, 2023.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment effective this 14th day of February, 2023.

CENTRAL PARK COMMERCE CENTER
MASTER ASSOCIATION, INC., a Florida not for
profit corporation

By: _____


Enrique Tomeu, President

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