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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850)617-6381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
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Phone : (561)694-8107  
Fax Number : (561)694-1639

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Groves Town Center Master Association, Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 0       |
| Page Count            | 07      |
| Estimated Charge      | \$78.75 |

**ARTICLES OF INCORPORATION  
OF  
GROVES TOWN CENTER MASTER ASSOCIATION, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I  
NAME**

The name of this corporation shall be **GROVES TOWN CENTER MASTER ASSOCIATION, INC.**, a Florida not for profit corporation. For convenience, the corporation shall be referred to in these Articles of Incorporation ("**Articles**") as the "**Association**."

**ARTICLE II  
DURATION**

Existence of the Association shall commence with the filing of these Articles with the Florida Department of State Division of Corporations. The Association shall have perpetual existence.

**ARTICLE III  
PURPOSE AND POWERS OF THE ASSOCIATION.**

The Association is organized for the purpose of enforcing, and fulfilling the objectives and purposes stated in, the Declaration of Master Covenants for Groves Town Center (the "**Declaration**") to be recorded in the Public Records of Palm Beach County, Florida. Capitalized terms used above or herein without definition shall have the same meanings given to such terms in the Declaration. The Association is not formed for pecuniary profit, the Association shall not pay dividends, and no part of any income or assets of the Association shall be distributed to its Members, Owners, Directors, or the officers of the Association.

**ARTICLE IV  
PRINCIPAL OFFICE**

The initial principal office and mailing address of the Association is located at c/o Delaware North, 100 Legends Way, Boston, MA 02114.

**ARTICLE V  
REGISTERED OFFICE AND AGENT**

Corporate Creations Network Inc., whose address is 11380 Prosperity Farms Road #221E, Palm Beach Gardens, Florida 33410, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

## **ARTICLE VI** **MEMBERSHIP**

Each Person which qualifies as a Member of the Association in accordance with the Declaration shall be a Member of the Association, and such membership shall carry all rights, restrictions, benefits, interests, limitations, obligations, and liabilities granted, created, established, or reserved pursuant to the Governing Documents.

## **ARTICLE VII** **VOTING RIGHTS**

7.1 A Member's right to vote shall vest immediately upon such Member's qualification for membership as provided in the Declaration and these Articles. All voting rights of a Member shall be exercised in accordance with and subject to the restrictions and limitations provided in the Governing Documents.

7.2 Unless elsewhere specifically provided to the contrary in the Declaration or these Articles, any provision of the Governing Documents which requires the vote or approval of a majority or other specified fraction or percentage of the total voting interests of the Members, shall be deemed satisfied by either of the following:

A. The vote in person or by proxy of the majority or other specified fraction or percentage of the total voting interests of the Members at a meeting duly called and noticed pursuant to the provisions of the Bylaws dealing with annual meetings or special meetings of the Members.

B. Written consents signed by the majority or other specified fraction or percentage of the total voting interests of the Members.

7.3 Except as provided otherwise in the Declaration or these Articles, a quorum at Member meetings shall consist of a majority of the Members, whether represented in person or by proxy. Subject to any contrary provision or requirement contained in the Declaration, if a quorum is present, the affirmative vote of a majority of voting interests of the Members represented at a meeting and entitled to vote on the subject matter shall constitute the acts of the Members, except when approval by a greater vote is required by the Governing Documents or by Florida law. When a specified item of business is required to be voted upon by a particular class of Members, a majority of the voting interests such class of Members shall constitute a quorum for the transaction of such item of business by that class, unless provided to the contrary in the Articles, in the Declaration, or otherwise required by Florida law. After a quorum has been established at a meeting, the subsequent withdrawal of a Member so as to reduce the number of votes at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors who shall be appointed or elected pursuant to the provisions of the Declaration and the Bylaws. The number of Directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who are to act in the capacity of initial Directors until the election and qualification of their successors are:

| <u>Name</u>    | <u>Address</u>  |
|----------------|---|
| Chris Maher    | Delaware North<br>100 Legends Way<br>Boston, MA 02114                                       |
| Jordan Fallman | Delaware North<br>100 Legends Way<br>Boston, MA 02114                                       |
| Diane Jenkins  | Jenkins Realty, Inc.<br>8259 North Military Trail, Suite 11<br>Palm Beach Gardens, FL 33410 |

**ARTICLE IX**  
**OFFICERS**

The affairs of the Association shall be administered by the Officers. The names and addresses of the persons who are to act in the capacity of Officers until the appointment/election and qualification of their successors are:

|                                 |   |
|---------------------------------|---|
| Chris Maher - President         | Delaware North<br>100 Legends Way<br>Boston, MA 02114                                       |
| Jordan Fallman - Vice President | Delaware North<br>100 Legends Way<br>Boston, MA 02114                                       |
| Diane Jenkins -- Secretary      | Jenkins Realty, Inc.<br>8259 North Military Trail, Suite 11<br>Palm Beach Gardens, FL 33410 |
| Jordan Fallman -- Treasurer     | Delaware North<br>100 Legends Way<br>Boston, MA 02114                                       |

**ARTICLE X**  
**AMENDMENT**

These Articles may be changed, amended, or modified at any time and from time to time, by the Members in the same manner as the Members may change, amend, or modify the Declaration, as set forth in the Declaration.

**ARTICLE XI**  
**INDEMNIFICATION**

11.1 Every Director and every officer shall be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon him/her in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he/she may be a party or in which he/she may become involved by reason of his/her being or having been a Director or officer of the Association, or having served at the Association's request as a director or officer of any other Person, whether or not he/she so serves the Association at the time such expenses are incurred, regardless of by whom the proceeding is brought, except in relation to matters as to which any such Director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. 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.

11.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative, or investigative may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, if authorized by a majority of the Directors or unanimous vote of the Members, only upon receipt of a written agreement or undertaking by or on behalf of such Director or officer to repay such amounts if it shall ultimately be determined that such Director or officer is not to be indemnified by the Association as authorized by these Articles.

11.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any Person who is or was a Director or officer, or is or was serving at the request of the Association as a director or officer of another Person, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of these Articles.

**ARTICLE XII**  
**BYLAWS**

The first Bylaws of the Association shall be adopted by the Parties on even date herewith and may be altered, amended, or rescinded in the manner provided in the Declaration.

**ARTICLE XIII**  
**INCORPORATOR**

The name and address of the Incorporator of this corporation is as follows:

Name

Address

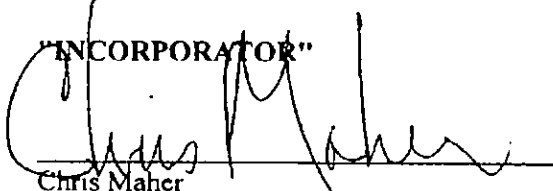
Chris Maher

Delaware North  
100 Legends Way  
Boston, MA 02114

**ARTICLE XIV**  
**NON-STOCK CORPORATION**

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that in the Board's discretion, membership in the Association may, from time to time, be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned has signed this Articles of Incorporation this 10th day of June, 2019.

"INCORPORATOR"  
  
Chris Maher

**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR SERVICE OF PROCESS**

Pursuant to the provisions of Chapters 48 and 617 of the Florida Statutes, the corporation identified below hereby submits the following Certificate Designating Registered Agent for Service of Process ("Certificate") in designation of the registered office and registered agent in the State of Florida.

GROVES TOWN CENTER MASTER ASSOCIATION, INC., desiring to organize as a not for profit corporation under the laws of the State of Florida, with its registered office at c/o Delaware North, 100 Legends Way, Boston, MA 02114, has named Corporate Creations Network Inc., located at 11380 Prosperity Farms Road #221E, Palm Beach Gardens, Florida 33410, as its registered agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named as registered agent for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida, accept to act as registered agent for the above-stated corporation, and agree to comply with the provisions of all laws applicable to the performance of such office.

Corporate Creations Network Inc.

By: 

Print Name: Caitlin Lazarus

Title: Special Secretary

Dated: June 10, 2019