

N22000003394

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

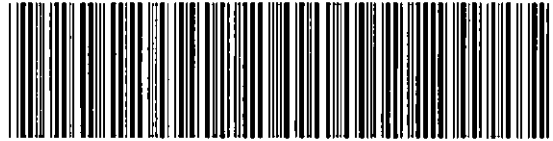
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

Office Use Only



700385139697

FILED

2022 APR -5 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FL

2022 APR -5 PM 3:43

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

ACCOUNT NO. : I20000000195

REFERENCE : 591042 9643A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : April 5, 2022

ORDER TIME : 2:13 PM

ORDER NO. : 591042-005

CUSTOMER NO: 9643A

DOMESTIC FILING

NAME: CENTURY OF BOCA RATON
ACQUISITION GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland - EXT.

EXAMINER'S INITIALS: _____

2022 APR -5 PM 12: 01

SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION OF
CENTURY OF BOCA RATON ACQUISITION GROUP, INC. ("COBRA")
(A Florida Not For Profit Corporation)**

The undersigned, acting as incorporator of CENTURY OF BOCA RATON ACQUISITION GROUP, INC., under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is CENTURY OF BOCA RATON ACQUISITION GROUP, INC. ("Corporation" or "COBRA").

ARTICLE II

Corporate Nature

The Corporation is a not-for-profit corporation organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

Address

The address of the principal office and the mailing address of the Corporation shall be:

9045 La Fontana Blvd. STE 229
Boca Raton, FL 33434

ARTICLE IV

Commencement Of Existence and Term

This Corporation's existence shall begin on the date hereof. The Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE V

Purpose

The Corporation shall be governed by Chapter 617, Fla. Stat., as amended from time to time, shall have all of the rights, duties, and powers of a Florida corporation not for profit, including but not limited to the following:

- (a) To negotiate for the acquisition of recreational properties and community-wide services provided for the use and enjoyment of the unit owners of Century Village of Boca Raton, a community located 19296 Lyons Rd., Boca Raton, FL 33434 ("Century Village of Boca Raton"), and to otherwise assist in the operation, administration, and management of the recreational facilities

within Century Village of Boca Raton, in accordance with the terms and provisions set forth in the Governing Documents, including any amendments to any of the foregoing as applicable;

- (b) To borrow money and issue evidences of indebtedness to further any or all of the objects of its business; and to secure the indebtedness by mortgage, deed of trust, pledge, or other lien;
- (c) To enter into and perform contracts of any kind necessary or incidental to the accomplishment of any one or more of the purposes of the Corporation; and
- (d) To have and exercise all rights and powers that are now or may hereafter be granted to corporations not for profit by law.

The objects, purposes, and powers specified in each of the clauses or paragraphs of these articles of incorporation will be treated as independent objects, purposes, and powers. Except as otherwise specifically provided, the objects, purposes, and powers specified in each clause or paragraph of these articles will be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of these articles.

The Corporation may in its bylaws grant and abate powers not inconsistent with law and powers and authority expressly conferred by statute to its Directors.

ARTICLE VI

Members

The Corporation shall be organized with only one class of membership interests. The qualifications for members and the manner of their admission shall be as set forth in the bylaws. The Corporation shall initially have one Member:

CENTURY OF BOCA RATON UMBRELLA ASSOCIATION, INC. ("COBRUA")
9045 La Fontana Blvd. STE 229
Boca Raton, FL 33434

ARTICLE VII

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of seven (7) Directors. The Member shall be entitled to elect or appoint all Directors of the Corporation in accordance with Member's Bylaws. The initial Directors of the Corporation shall be as follows:

Regina Apicella
9045 La Fontana Blvd. STE 229
Boca Raton, FL 33434

Susan Meltzer
9045 La Fontana Blvd. STE 229
Boca Raton, FL 33434

Lynn Roberts
9045 La Fontana Blvd. STE 229
Boca Raton, FL 33434

Sydney Schwartz
9045 La Fontana Blvd. STE 229
Boca Raton, FL 33434

Stanley Siegel
9045 La Fontana Blvd. STE 229
Boca Raton, FL 33434

Milton Fischberger
9045 La Fontana Blvd. STE 229
Boca Raton, FL 33434

Jerry Walcoe
9045 La Fontana Blvd. STE 229
Boca Raton, FL 33434

The election or appointment of Directors shall be in accordance with the Member's Bylaws. In the event of death, resignation, or vacancy, the Member may replace Directors from time to time. The Member may also replace Directors from time to time, in accordance with its Bylaws.

Directors shall serve with no compensation; provided, however, the Board of Directors may authorize reimbursement of expenses incurred by Directors in conjunction with the Corporation's business or other approved activities directly related to the Corporation's purposes.

ARTICLE VIII **Indemnification**

The Corporation will 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 Corporation, against expenses (including attorney's fees and appellate attorney's 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) a court of competent jurisdiction determines, 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 in a manner he or she reasonably believed to be not in, or opposed to, the best interest of the Corporation, 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 specifically determines that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent will 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 reasonably believed to be not in, or opposed to, the best interest of the Corporation, 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.

ARTICLE IX **Amendment**

Amendment of these articles shall require the approval of a two-thirds (2/3) vote of the full Board of Directors at a meeting of the Board. At least seven (7) days prior to the Board meeting, the text of any proposed amendments shall be furnished to the Directors.

ARTICLE X **Bylaws**

The Bylaws of the Corporation shall be adopted by the initial Board of Directors. Thereafter, any article or section of the Bylaws may be adopted, amended, or repealed pursuant to the terms of the Bylaws.


ARTICLE XI **Registered Agent**

The street address of the registered office in the State of Florida is Sachs Sax Caplan, P.L., 6511 Broken Sound Parkway NW, Suite 200, Boca Raton, FL 33487, 32301, and the name of the registered agent at such office is Peter S. Sachs.

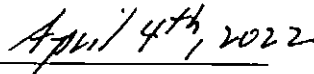
ARTICLE XII **Incorporator**

The name and address of the sole incorporator is Peter S. Sachs, c/o Sachs Sax Caplan, P.L., 6511 Broken Sound Parkway NW, Suite 200, Boca Raton, FL 33487.

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 of Peter S. Sachs, as
Registered Agent



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 Section 817.155 of the Florida Statutes.



Signature of Peter S. Sachs, as
Incorporator



Date

FILED
2022 APR -5 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FL