

N32848

(Requestor's Name)

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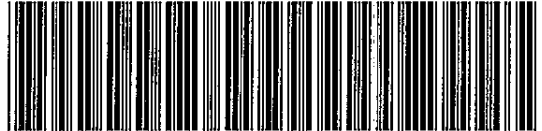
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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04 NOV 23 AM 10:23
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

X02250, 01048, 00672



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 011329 12000A

AUTHORIZATION :

COST LIMIT : \$ ~~70.00~~ 35.00

ORDER DATE : November 29, 2004

ORDER TIME : 10:12 AM

ORDER NO. : 011329-005

CUSTOMER NO: 12000A

CUSTOMER: Renee Ann Winslow, Legal Asst
Robert Lee Shapiro, P.a.
Suite 272
2401 Pga Boulevard
Palm Beach Gard, FL 33410

DOMESTIC AMENDMENT FILING

NAME: OAKBROOK CORPORATE CENTRE
PROPERTY OWNERS ASSOCIATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 30, 2004

RESUBMIT

CSC

Atten: Troy Todd
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: OAKBROOK CORPORATE CENTRE PROPERTY OWNERS
ASSOCIATION, INC.
Ref. Number: N32848

We have received your document for OAKBROOK CORPORATE CENTRE
PROPERTY OWNERS 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:

A certificate must accompany the Restated Articles of Incorporation setting forth
one of the following statements: (1) The restatement was adopted by the board
of directors and does not contain any amendments requiring member approval;
OR (2) If the restatement contains an amendment requiring member approval,
the date of adoption of the amendment by the members and a statement that the
number of votes cast for the amendment was sufficient for approval.

If you have any questions concerning the filing of your document, please call
(850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 104A00066997

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

This Instrument Prepared By:
Record and Return To:
Robert Lee Shapiro, Esq.
Robert Lee Shapiro, P.A.
2401 PGA Boulevard, Suite 272
Palm Beach Gardens, FL 33410
Telephone: (561) 691-0059

FILED
04 DEC -7 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIRST AMENDMENT TO
RESTATED AND AMENDED ARTICLES OF INCORPORATION OF OAKBROOK
CORPORATE CENTRE PROPERTY OWNERS ASSOCIATION, INC.
(a Corporation Not For Profit)**

This FIRST AMENDMENT TO RESTATED AND AMENDED ARTICLES OF INCORPORATION FO OAKBROOK CORPORATE CENTRE PROPERTY OWNERS ASSOCIATION, INC. ("Amendment") to is made by P.G. Partners, a Florida Joint Venture ("PG") and Parcel F, LLC, a Florida limited liability company ("PARCEL F, LLC") and Oakbrook Corporate Center Property Owners Association, Inc., a Florida not-for-profit corporation ("Association"). The amendment was adopted by the members on 11/15/2004 and the number of votes cast was sufficient for approval.

WITNESSETH:

WHEREAS:

- A. PG and Parcel F, LLC are all of the Members of the Association.
- B. There was previously filed in the Office of the Secretary of State of Florida and in the Public Records of Palm Beach County that certain Restated and Amended Articles of Incorporation of Oakbrook Corporate Centre Property Owners Association, Inc. (a Corporation Not For Profit) ("Articles"). The Articles were attached as Exhibit "E" to that certain Restated and Amended Declaration of Covenants, Conditions and Restrictions, Easements and Unity Agreement – Mixed Use Commercial Development ("Restated Declaration") for Oakbrook Corporate Centre recorded in Official Record Book 11651, Page 1762, Public Records of Palm Beach County, Florida.
- C. PG and PARCEL F, LLC are desirous of amending the Articles.

NOW, THEREFORE, PG and PARCEL F, LLC hereby amends the Articles and declares that the Properties described on Exhibit "A", Exhibit "B" and Exhibit "C" to the Restated Declaration are, and shall be held, transferred, sold, conveyed, used and occupied subject to the covenants, conditions, restrictions and easement hereinafter set forth.

- 1. RECITATIONS. The foregoing recitations are true and correct.
- 2. CONFLICT. In the event of any conflict between the provisions of this Amendment and the Articles, the provisions of this Amendment shall prevail.
- 3. AMENDMENT. The Articles are hereby amended as follows (for purposes of reference, all Article

and Section numbers shall be as utilized in the Articles):

Article VII – Voting Rights. Article VII is restated in its entirety as follows:

The Association shall have one (1) class of voting members.

The Owner of each Parcel (other than the Association) shall be a member. Each Member shall be entitled to one (1) vote for each one thousand square feet of buildable (or built) square footage of Building owned by such Member. When more than one (1) Person owns an interest in any Parcel, all Persons shall be members. The vote pertaining to that parcel shall be exercised as they determine, but in no event shall more than the above number of votes be cast with respect to any Parcel.

Notwithstanding anything in these Articles to the contrary, until completion (“Certificate of Occupancy”) of a building on Parcel F, the Owner of Parcel F shall have no voting rights in the Association and the Owner(s) of the other Parcels shall have their respective voting interest as set forth below, and the consent or approval of the Owner of Parcel F shall not be required unless any action or proposed action of the Association materially and adversely affects the development of Parcel F, in which case the prior written consent of the owner of Parcel F shall be required.

Upon Completion (“Certificate of Occupancy”) of a building on Parcel F, the voting rights in the Association shall be as follows:

Parcel A	14.04 votes
Parcel B	14.04 votes
Parcel D	24.23 votes
Parcel E	20.21 votes
Parcel F	72.52 votes

With respect to any Parcel submitted to Condominium Ownership, the Unit Owners shall not be members of the Association and shall have no vote in the Association, but, rather, the votes attributable to such Parcel shall be voted by the Condominium Association responsible for the administration of the Condominium. The Condominium Association shall: (i) take such necessary steps to cause the Unit Owners to comply with the provisions of this Declaration; and (ii) make such necessary assessments against the Unit Owners in order to fulfill its obligations hereunder.

Article XI, Section 3 Vote Necessary. Article XI, Section 3 is restated in its entirety as follows:

In order for an amendment to become effective, it must be approved at a duly called meeting by an affirmative vote of a majority of the votes of the members.

Notwithstanding the foregoing, no amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations of an Owner as set forth in the Declaration, without the consent of the affected owner.

There shall be no amendment to these Articles which shall materially and adversely reduce, amend, affect or modify the rights of: (i) any Owner, including, without limitation, the right to designate and select the Directors as provided herein and the rights reserved to an Owner in the Declaration, without the prior written consent of the affected Owner; and (ii) any Lender without the prior written consent of such Lender.

Until completion ("Certificate of Occupancy") of the building on Parcel F, the Association and the Board shall take no action, including, but not limited to, an amendment to these Articles, which materially and adversely affects the development of Parcel F, without the prior written consent of the Owner of Parcel F.

No action authorized by the Association, Board or any committee shall become effective, nor shall any action, policy or program be implemented until and unless:

The Owner of Parcel F shall have been given written notice of all meetings and proposed actions by certified mail, return receipt requested, or by personal delivery at the address it has registered with the Secretary of the Association, as it may change from time to time.

The Owner of Parcel F shall be given the opportunity at any such meeting to join in or to have its representatives or agents join in discussion from the floor of any prospective action, policy or program.

In the event that the Owner of Parcel F determines that such action or proposed action would materially and adversely affect the development of Parcel F, and the Association does not agree, such matter shall be settled by arbitration as provided in the By-Laws, as amended.

4. OTHER MODIFICATIONS. Except as set forth herein, the Restated Declaration remains unmodified and in full force and effect.

IN WITNESS WHEREOF, the undersigned have hereunto set their hand and seal this 15th day of November, 2004.

Witnesses:

Renee Ann Winslow
Print Name: Renee Winslow
June Emberton
Print Name: June Emberton

Renee Ann Winslow
Print Name: Renee Winslow
June Emberton
Print Name: June Emberton

Renee Ann Winslow
Print Name: Renee Winslow
June Emberton
Print Name: June Emberton

P.G. PARTNERS, a Florida Joint Venture

By: P.G.A. II, Ltd., a Florida limited partnership
Its General Partner

By: P.G.A. II Corp., a Florida corporation

By:

Peter Brock
Print Name: Peter Brock
Its: Manager

Parcel F, LLC, a Florida limited liability company

By:

Peter Brock, Manager

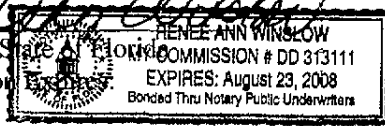
Joined by:

Oakbrook Corporate Property Owners
Association, Inc., a Florida not-for-profit corporation

By: Andrew Brock, President

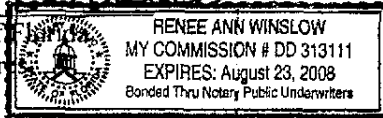
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of November, 2004, by Peter Brock, as President of P.G.A. II Corp., a Florida corporation, general partner of P.G.A. II, Ltd., a Florida limited partnership, a general partner of P.G. Partners, a Florida Joint Venture. He is personally known to me or has produced a driver's license as identification and did/did not take an oath.

Renée Ann Winslow
Notary Public, State of Florida
My Commission Expires


STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of November, 2004, by Peter Brock, as Manager of Parcel F, LLC, a Florida limited liability company. He is personally known to me or has produced a driver's license as identification and did/did not take an oath.

Renée Ann Winslow
Notary Public, State of Florida
My Commission Expires


STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of November, 2004, by Andrew Brock, as President of Oakbrook Corporate Property Owners Association, Inc., a Florida not-for-profit corporation. He is personally known to me or has produced a driver's license as identification and did/did not take an oath.

Renée Ann Winslow
Notary Public, State of Florida
My Commission Expires
