

N 96000001539

ISSUED BY
TALLAHASSEE, FL
904-2-0171
904-2-0171 FAX

FILED

96 MAR 20 AM 9 50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 000445 5011275

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 131.25

ORDER DATE : March 20, 1996

ORDER TIME : 11:23 AM

ORDER NO. : 000445

CUSTOMER NO: 5011275

400001751014

CUSTOMER: Jeffrey Suter, Esq
BROAD AND CASSEL

Suite 500
400 Australian Avenue South
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: QUAD OFFICE PARK ASSOCIATION,
INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: _____

RECEIVED
96 MAR 20 PM 12:13
DIVISION OF CORPORATION

3-21-96
H

ARTICLES OF INCORPORATION
FOR
QUAD OFFICE PARK ASSOCIATION, INC.
(a corporation not-for-profit)

FILED
96 MAR 20 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I. - NAME AND DEFINITIONS

The name of the corporation shall be Quad Office Park Association, Inc. (the "Association"). The capitalized terms herein shall have the same meaning as the defined terms in the Declaration of Restrictions for Quad Office Park, unless otherwise defined herein.

ARTICLE II.
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The initial principal place of business and mailing address of the corporation shall be c/o The Collins Group, 880 Jupiter Park Drive, Suite 14, Jupiter, FL 33458.

ARTICLE III. - PURPOSE(S)

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To promote the health, safety and business, as well as social welfare of the Owners of Buildings and Lots within that area referred to as Quad Office Park in the Declaration of Restrictions and Protective Covenants for Quad Office Park (the "Declaration") executed contemporaneously herewith by Boca Raton Property, Inc., a Florida corporation, to be recorded in the Public Records of Palm Beach County, Florida.
2. To own and maintain, repair and replace the Common Area, landscaping and other improvements in and/or benefitting the Properties for which the obligation to maintain and repair has been delegated and accepted.
3. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings and improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems or other

structures constructed, placed or permitted to remain in the Properties, as well as the alteration, improvement, addition or change thereto.

4. To operate without profit for the benefit of its Members.
5. To perform those functions reserved to the Association in the Declaration.

ARTICLE IV. - GENERAL POWERS

The general powers that the Association shall have are as follows:

1. To hold funds solely and exclusively for the benefit of the members for the purposes set forth in these Articles of Incorporation.
2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
3. To delegate power or powers where such is deemed in the interest of the Association.
4. To affix assessments to be levied against Buildings and Lots and the costs of effectuating the objects and purposes of the Association, to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with management companies and other organizations for the collection of such assessments.
5. To pay taxes and other charges, if any, on or against the Common Area.
6. To have all powers conferred upon a corporation not-for-profit by the laws of the State of Florida, except as prohibited herein.

ARTICLE V. - MANNER OF ELECTION OF DIRECTORS

Each Member shall have the right to appoint one Director to the Board of Directors for each Lot owned by the Member, as provided by the Bylaws of the Association.

ARTICLE VI. - MEMBERS

The Members shall consist of the Owners of the Properties.

ARTICLE VII. - DIRECTORS

The Board of Directors of the Corporation shall be comprised of at least three (3) directors. The initial members of the Board of Directors and their street addresses are:

<u>Name</u>	<u>Address</u>
James E. Goldstein	c/o The Collins Group 880 Jupiter Park Drive, #14 Jupiter, Florida 33458
Leonard Siegel	c/o The Collins Group 880 Jupiter Park Drive, #14 Jupiter, Florida 33458
Christine Smith	c/o The Collins Group 880 Jupiter Park Drive, #14 Jupiter, Florida 33458

ARTICLE VIII. - OFFICERS

The Officers of the Association shall be a President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

James E. Goldstein	President
Christine Smith	Secretary/Treasurer

**ARTICLE IX. -
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the Corporation's initial registered agent and office is: Jeffrey J. Suter, Esq., Broad and Cassel, 400 Australian Avenue South, Suite 500, West Palm Beach, FL 33401.

ARTICLE X. - INCORPORATOR

The name and street address of the Incorporator for these Articles of Incorporation is: Jaffrey J. Sutor, Esq., Broad and Cassel, 400 Australian Avenue South, Suite 500, West Palm Beach, FL 33401.

ARTICLE XI. - CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE XII. - BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles.

ARTICLE XIII. - AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

Amendments to these Articles and the By-Laws shall be made in the same manner as amendments to the Declaration of Restrictions and Protective Covenants of Quad Office Park.

ARTICLE XIV. - INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

a. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity of Director or officer of the Association, or in his capacity as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a

plea of no lo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

b. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XV. - DISSOLUTION

The Association may be dissolved upon a resolution to that effect being recommended by all of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Chapter 617 of the Florida Statutes, and approved by two-thirds (2/3) of the voting rights of the Members of the Association.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of March, 1996.

Jeffrey J. Suter
Jeffrey J. Suter

STATE OF FLORIDA

COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 19th day of March, 1996, by Jeffrey J. Suter, ☒ who is personally known to me or, ☐ who has produced _____ as identification and who did take an oath.

[Notary Seal]



Denise Mahrer
Notary Public

Print Name: Denise Mahrer

My commission expires: 10/15/98


Commission Number: CC 413128

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted as required under Section 48.091,
Florida Statutes:

That QUAD OFFICE PARK ASSOCIATION, INC., desiring to organize
under the laws of the State of Florida, with its principal place of
business in Palm Beach County, Florida, has named Jeffrey J. Suter,
Esq., Broad and Cassel, 400 Australian Avenue South, Suite 500,
West Palm Beach, FL 33401, as the corporation's registered agent
to accept service of process within the State of Florida.


Date: 3/19/96



Jeffrey J. Suter

That, having been named to accept service of process for the
corporation named above, at the place designated in this
certificate, I hereby agree to act in such capacity and to comply
with all provisions contained in the Florida Statutes concerning
the proper and complete performance of my duties as registered
agent.

Date: 3/19/96



Jeffrey J. Suter
Registered Agent

FILED
96 MAR 20 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BROAD AND CASSEL
ATTORNEYS AT LAW

N96000001539

MURRAY D. SHARP, P.A.
MIKE VIDAL, P.A.
DEBBIE A. DUBOIS, P.A.
PATRICIA LUDLOW, P.A.
C. KUNINSKOP, P.A.
ROBERT D. GATTOW, P.A.
RICHARD M. PARLAND, P.A.
C. DAVID BROWN, II, P.A.
P. VERNON BENNETT
MARWIN S. CASSEL, P.A.
CLIFFORD I. HERTZ, P.A.
ARVINE JAFFE, P.A.
M. STEPHEN TURNER, P.A.
RALPH C. DATHED, P.A.
DOUGLAS MANNINGHAM, P.A.
MARTIN H. PRUSS, P.A.
MICHAEL A. DRIDIN, P.A.
ANTHONY W. PALMA, P.A.
ANDREW D. RAKIN
CHARLES S. STRATTON, P.A.
JAMES D. SLATER, P.A.
WILLIAM C. PHILLIPS, P.A.
ALAN S. LUDERMAN, P.A.
GABRIEL E. IMPERATO, P.A.
DAVID K. MILLER, P.A.
ROBERT T. ROMAN, P.A.

ANDREW COZIN, P.A.
KELLY OVERSTREET JOHNSON, P.A.
RANDAL M. ALTHOFF, P.A.
JAMES J. WHEELER, P.A.
JEROME J. JOHNSON
ANDREW D. THOMAS, P.A.
MARK D. TUCKER
THEODORE C. TAUB, P.A.
PETER M. CARDILEO, P.A.
JACK R. ELLIOTT, P.A.
VIRGINIA DANEY JOHNSON, P.A.
JOHN J. RHAN, P.A.
JOHN A. SANTON, JR., P.A.
NINA S. GORDON, P.A.
STEVEN ELLISON
AMY S. SCHLESER, P.A.
DEBORAH H. JOHNSON, P.A.
RONALD M. GACHO, P.A.
RICHARD N. MILIAN, P.A.
LEONORE SCHILLER, P.A.
ANNE NOVICK BRANAN, P.A.
A. JUDITH ROBINSON, P.A.
DALE S. BERGMAN, P.A.
MARSHALL S. HARRIS, P.A.
JAY ADAMS
DAWN LANKFORD HOWLING

JOYCE E. EIDEN
PAUL AHLEID
KATHLEEN J. DEITSCH
JUDITH J. SMITH
BARBARA M. CASALEO
MICHAEL R. KERTNER
ROY S. ROBERT
MICHAEL P. BENNETT
C. CHRISTOPHER KILGER
RICHARD M. BENNETT
DOUGLAS D. STARTER
GARY D. ELLMAN
DAVID J. POWERS
RONALD J. ELLIS
ANDREW A. RICH
KATHLEEN CANTOR
JANE H. PALMER
ROBERT ALPERT, JR.
ROBERT P. MALLITT
KUTIE P. WHITE
DIXIE A. BURNS
TAMARA CARMICHAEL
ROSE PARISH RAMON
PETER M. BERNHARDT
LEIGH ANN MURVIN
LINDA C. TRAZIER

STEVE WASTRSTEN
MICHAEL MARSH
STEVEN MICHAEL STALS
T. KEVIN TAYLOR
LESTER J. PERINO
DAVID A. ROBERTS
DAVID E. LTON
DEBRA B. POTTER
JENNIFER STEWARD
CARL S. ROMAN
CARLOS O. FERNANDEZ
KELLY P. CAMPBELL

OF COUNSEL

SHEPARD BROAD
ALVIN CASSEL
NORMAN BROAD, P.A.
JAMES S. CASSEL, P.A.
LEONARD SPRAKER
WILLIAM M. ROWLAND, JR., P.A.
WANDA L. BROWN
ALAN M. GIBLACH
KENNETH ELLMAN
WILLIAM P. BURNS
JUDITH LAMBERT

FIFTH FLOOR
400 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FL 33401
(407) 832-5300
FAX (407) 655-1100

56 AUG -5 PM 2:38

August 1, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700001513847
-08/06/96--01 106--019
*****35.00 *****35.00

Re: Quad Office Park Association, Inc.

Dear Sir/Madam:

Enclosed please find a Statement of Change of Registered Agent for the referenced corporation. Also enclosed is our check in the amount of \$35.00, for payment of the filing fee.

Kindly forward proof of filing to our office at your earliest convenience.

Thank you for your assistance in this matter. Should you have any questions or comments, please do not hesitate to contact me.

Sincerely,

BROAD AND CASSEL

Clifford I. Hertz
Clifford I. Hertz, P.A.

CIH/ddm

Enclosures

cc: Mr. James E. Goldstein, with enclosures

PA Change
711 AUG -9 1996

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: QUAD OFFICE PARK ASSOCIATION, INC.

2. The mailing address of the corporation is: c/o The Collins Group, 880 Jupiter Park Drive, Suite 14, Jupiter, FL 33458.

3. Date of incorporation/qualification: 3/20/96 Document number: N96000001539

4. The name and address of the current registered agent and office:

Jeffrey J. Suter, Esq., Broad and Cassel

400 Australian Avenue South, Suite 500

West Palm Beach, FL 33401

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Scott F. Brenner, Brenner Real Estate Group

3195 North Powerline Road, Suite 104

Pompano Beach, FL 33069

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

X [Signature]
(Signature of an officer, chairman or vice chairman of the board)

7/19/96
(Date)

James E. Goldstein, President of Quad Office Park Association, Inc.
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

7/19/96
(Date)

If signing on behalf of an entity:

SCOTT BRENNER
(Typed or Printed Name)

PRESIDENT
(Capacity)