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REFERENCE : 741596 4311560

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 16, 1998

ORDER TIME : 10:13 AM

ORDER NO. : 741596-005

CUSTOMER NO: 4311560

CUSTOMER: Ms. Cindy Hartman
SCOTT ROYCE HARRIS BRYAN BARRA
& JORGENSEN, P.A.
Suite 800
4400 Pga Boulevard
Palm Beach Gard, FL 33410

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DOMESTIC FILING

NAME: VILLAGE SQUARE PROFESSIONAL
PARK PROPERTY OWNERS'
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 1:32

RECEIVED
98 MAR 16 AM 11:29
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VILLAGE SQUARE PROFESSIONAL
PARK PROPERTY OWNERS' ASSOCIATION, INC.,
A NOT-FOR-PROFIT CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 1:32

THE UNDERSIGNED INCORPORATOR hereby forms a Florida corporation not-for-profit, pursuant to Chapter 617 of Florida Statutes and certifies as follows:

ARTICLE ONE
DEFINITIONS

The following words and phrases when used in these Articles (unless the context shall prohibit) shall have the following meanings:

A. "Articles" means these Articles of Incorporation for the Corporation, as amended from time to time.

B. "Association" or "Corporation" means the Village Square Professional Park Property Owners' Association, Inc.

C. "Board of Directors" means the Board of Directors of the Association.

D. "Bylaws" means the By-Laws of the Corporation.

E. "Common Areas" means those portions of Village Square Professional Park which have been dedicated to the Association.

F. "Declarant" means Village Square Professional Park, Inc., a Florida corporation, its successors and assigns.

G. "Declaration" means that certain Declaration of Protective Covenants, Restrictions, Reservations and Servitudes for Village Square Professional Park, recorded (or to be recorded) in the Public Records of Palm Beach County, Florida, as amended from time to time.

H. "Lot", which may be expressed in the singular or plural, means Lot 1, 2, 3, or 4, of the Plat.

I. "Operating Expenses" means the expenses for which Owners are liable to the Corporation as described in the Declaration and in any other Village Square Professional Park Documents, and includes, but are not limited to, the costs and expenses incurred by the Corporation in administering, operating, reconstructing, maintaining, repairing and replacing the Corporation's property (whether real or personal), the Common Areas, and any other property which the Corporation is obligated to administer, operate, reconstruct, maintain, repair, and/or replace (including, without limitation, the landscape, cable, and other easements depicted on the Plat).

J. "Owner" or "Member", which may be expressed in the singular or plural, means the owner or owners of the title to a Lot, and includes the Declarant for so long as it is the owner of a Lot.

K. "Plat" means Village Square Professional Park, according to the plat thereof, recorded (or to be recorded) in the Public Records of Palm Beach County, Florida.

L. "Village Square Professional Park" means the property subjected to the Declaration.

M. "Village Square Professional Park Documents" means, in the aggregate, the Plat (and any replats thereof), the Declaration, these Articles, the By-Laws, (as the same may be amended from time to time) and all of the instruments and documents referred to therein or referred to herein.

ARTICLE TWO NAME

The name of this Corporation shall be VILLAGE SQUARE PROFESSIONAL PARK PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE THREE ADDRESS

The address of the principal office of the Corporation shall be 4362 Northlake Blvd., Suite 114, Palm Beach Gardens, FL 33410. The mailing address of the Corporation shall be 4362 Northlake Blvd., Suite 114, Palm Beach Gardens, FL 33410.

ARTICLE FOUR PURPOSES

The Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are:

(a) To accept the dedication of the Common Areas and certain other property rights, including, without limitation, roadway, ingress, egress, drainage, utility, landscape, cable, and other easements, relative to the Village Square Professional Park.

(b) To operate and maintain any and all properties owned by or dedicated to the Corporation, including, without limitation, the Common Areas and the easements dedicated to the Corporation pursuant to the Plat.

(c) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

(d) To make, fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to

the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation and the Operating Expenses.

(e) To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Corporation.

(f) To borrow money and mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(g) To enforce by legal means the obligations of the Members, the provisions of the Declaration, and the provisions of any dedication set forth on the Plat.

(h) To have and exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

ARTICLE FOUR BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) persons. Directors need not be Members of the Corporation. The initial Board of Directors shall consist of three (3) individuals. Thereafter, the number of Directors may be increased or decreased by a majority vote of the existing Directors, but shall never be less than three (3).

(b) Directors shall be elected in the manner set forth in the Bylaws.

(c) The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

MARK T. DAMERAU, D.M.D.
4362 Northlake Blvd. - Suite 114
Palm Beach Gardens, FL 33410

ALBERT DAMERAU
1155 Church Road
Angola, NY 14006

MARGARET DAMERAU
1155 Church Road
Angola, NY 14006

ARTICLE FIVE

REGISTERED AGENT AND OFFICE

The address of the initial registered office of the Corporation in the State of Florida is 4362 Northlake Blvd., Suite 114, Palm Beach Gardens, Florida 33410. The name of the initial registered agent for the Corporation is MARK T. DAMERAU.

ARTICLE SIX
INCORPORATOR

The name and street address of the Incorporator is as follows:

MARK T. DAMERAU
4362 Northlake Blvd.
Suite 114
Palm Beach Gardens, FL 33410

ARTICLE SEVEN
OFFICERS

The Board of Directors shall elect a President, Vice President, Secretary, Treasurer, and such other Officers as the Board of Directors shall from time to time determine.

The names of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

MARK T. DAMERAU	President
MARK T. DAMERAU	Treasurer
MARK T. DAMERAU	Secretary

ARTICLE EIGHT
MEMBERSHIP

(a) The Corporation shall have two classes of members, all of whom shall be entitled to the benefits of membership and all of whom shall be bound to abide by the provisions of the Village Square Professional Park Documents, as amended from time to time. The classes of Membership are designated as follows:

(i) Class A - Class A Members shall be all Owners, other than the Declarant.

(ii) Class B - The sole Class B Member shall be the Declarant.

(b) The Members of the Corporation shall consist of the fee simple title owners of Lots 1, 2, 3 and 4, of the Plat. Membership shall be appurtenant to and may not be separated from ownership of each such Lot.

(c) Transfer of the membership shall be established by the recording in the Public Records of Palm Beach County, Florida, of a warranty deed or other instrument establishing record title to a Lot, with the owner or owners designated by such instrument thereby becoming Members of the Corporation. The membership of the prior owner as to that Lot shall be thereby terminated upon the recording of such instrument of conveyance. Notwithstanding the foregoing, no transfer of a Lot shall be deemed to release or discharge any prior owner(s) thereof from any liability under the Declaration or remaining Village Square Professional Park Documents, accruing prior to the date of such transfer.

(d) Class A Members shall be entitled to one vote for each Lot owned by said Member(s). If a Lot is owned by more than one person or entity, the owners shall designate one such owner to cast votes. The Class B Member shall be entitled to three votes for each Lot owned by said Member.

ARTICLE NINE DISSOLUTION

In the event of a dissolution or final liquidation of the Corporation (other than incident to a merger or consolidation), the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to a non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE TEN DURATION

The Corporation shall exist perpetually.

ARTICLE ELEVEN AMENDMENTS

These Articles may be amended in accordance with the provisions of Florida Statutes governing the amendment of Articles of Incorporation for corporations not-for-profit, as amended from time to time. Notwithstanding the foregoing provisions, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of the Incorporator and/or the Declarant, without the prior written consent thereto by the Declarant, nor shall there be any amendment to these Articles which shall abridge, alter or modify the rights of any institutional mortgagee.

ARTICLE TWELVE
BY-LAWS

By-Laws of the Corporation may be adopted by the Board of Directors and may be altered, amended and rescinded in the manner provided for in the By-Laws.

ARTICLE THIRTEEN
INDEMNIFICATION OF OFFICERS AND DIRECTORS

(a) The Corporation shall indemnify any Director or Officer of the Corporation who is made 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 is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise:

(i) Against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit or proceeding (other than one by or in the right of the Corporation) if he acted in good faith, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; and,

(ii) Against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Corporation, if he acted in good faith.

(b) The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(c) No indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(d) Any indemnification under this Article Thirteen (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or Officer is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article Thirteen. Such determination shall be made (1) 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, or (2) if such a quorum is

not obtainable, or even if obtainable and a quorum of disinterested Directors so directs, by a majority of Members of the Corporation representing a majority of the total votes of the Membership.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation from time to time as incurred rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the Corporation of an undertaking by or on behalf of the Directors or Officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Corporation.

(f) The indemnification provided by this Article Thirteen shall not be deemed exclusive of any rights to which the Corporation's Directors, Officers, employees or agents may be entitled under the Corporation's By-Laws, agreement, vote of members or disinterested Directors, or otherwise, both as to actions in their holding such offices or positions, and shall continue as to a person who has ceased to be a Director, Officer or employee, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) Notwithstanding the foregoing provisions, indemnification provided under this Article Thirteen shall not include indemnification for any action of a Director, Officer or employee of the Corporation for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article Thirteen is deemed to be against public policy, such an event shall not invalidate or affect any other right of indemnification herein provided.

(h) The Corporation shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any Director, Officer or employee of the Corporation in any of his capacities as described in this Article Thirteen, whether or not the Corporation would have the power to indemnify him under this Article.

(i) Any person requesting indemnification shall first look to any insurance maintained by the Corporation for indemnification against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement (as described above). The Corporation shall be obligated to indemnify such person (if entitled to indemnification by the Corporation) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines or amounts paid in settlement are paid pursuant to insurance maintained by such Corporation, the Corporation shall have no obligation to reimburse the insurance company.

ARTICLE FOURTEEN DIRECTOR CONFLICTS OF INTEREST

(a) No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or Officers or are financially

interested shall be either void or voidable because of such relationship or interest, because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

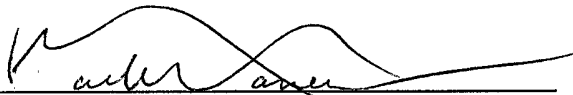
(i) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors;

(ii) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

(iii) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the Members.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the Laws of the State of Florida, I, the undersigned, constituting the Incorporator of this Corporation have executed these Articles of Incorporation this 12th day of March, 1998.


MARK T. DAMERAU, D.M.D.

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 12th day of March, 1998, by MARK T. DAMERAU.

NOTARY PUBLIC

(SEAL)

 Donna A. Nadeau
My Commission CC001903
Expires August 2, 2001


(Print Name)

My commission expires: _____

Commission No. _____

Personally Known OR Produced Identification .
Type of identification Produced .

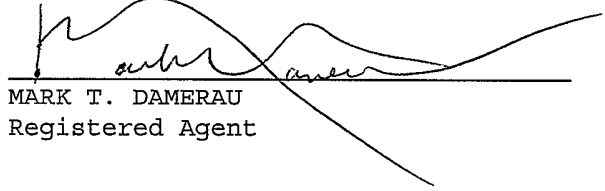
DESIGNATION OF REGISTERED AGENT

Pursuant to and in compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That VILLAGE SQUARE PROFESSIONAL PARK PROPERTY OWNERS' ASSOCIATION, INC., desiring to organize as a corporation not for profit under the laws of the State of Florida, with its principal office in the City of Palm Beach Gardens, County of Palm Beach, State of Florida, as indicated in the Articles of Incorporation has named MARK T. DAMERAU, D.M.D of 4362 Northlake Blvd., Suite 114, Palm Beach Gardens, FL 33410, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


MARK T. DAMERAU
Registered Agent

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