

N98000001932



ACCOUNT NO. : 072100000032

REFERENCE : 764157 4312129

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 122.50

ORDER DATE : April 1, 1998

ORDER TIME : 9:47 AM

ORDER NO. : 764157-005

CUSTOMER NO: 4312129

CUSTOMER: Richard Murdoch, Esquire
DICKENSON MURDOCH REX & SLOAN,
CHARTERED
Suite 410
980 North Federal Highway
Boca Raton, FL 33432

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DOMESTIC FILING

NAME: MISSION BAY COMMERCIAL CENTER
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: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -1 AM 8:11

ga 4/3/98
W98-7224



1:07

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT
Please give original
submission date as file date.

April 1, 1998

CSC NETWORK

SUBJECT: MISSION BAY COMMERCIAL CENTER ASSOCIATION, INC.
Ref. Number: W98000007224

We have received your document for MISSION BAY COMMERCIAL CENTER ASSOCIATION, INC. and the authorization to debit your account in the amount of \$122.00. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 098A00017379

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DIVISION OF CORPORATIONS
98 APR -1 AM 8:12

ARTICLES OF INCORPORATION**OF****MISSION BAY COMMERCIAL CENTER ASSOCIATION, INC.**FILED
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DIVISION OF CORPORATIONS
98 APR -1 AM 8:12

THE UNDERSIGNED, acting as incorporator(s) of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of the Corporation.

ARTICLE I**NAME AND PRINCIPAL ADDRESS**

The name of this Corporation shall be MISSION BAY COMMERCIAL CENTER ASSOCIATION, INC., sometimes hereinafter referred to as the Association. The principal address of the Association shall be: 2650 N.W. 23rd Way, Boca Raton, Florida 33431

ARTICLE II**PURPOSES**

The general nature, objects and purposes of the Association are as follows:

A. To own and/or maintain, repair and replace the common areas, preserve areas, access drives, sidewalks, landscaping and other improvements in or benefitting Mission Bay Commercial Center for which obligation to maintain and repair has been delegated and accepted.

B. To control the specifications, architecture, design, appearance, elevation and location of, landscaping around all buildings and structures of any type constructed, places or permitted to remain in the Mission Bay Commercial Center, as well as the alteration, improvement, addition and/or change thereto.

C. To provide for such services the responsibility for which has been or may be accepted by the Association, and capital improvements and equipment related thereto, in the Mission Bay Commercial Center.

D. To operate without profit for the benefit of its members.

E. To perform all of the function contemplated of the Association, and undertaken by the Board of Directors, in the Declaration of Covenants, Easements and Restrictions of the Mission Bay Commercial Center (the "Declaration").

III

GENERAL POWERS

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

A. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles and the Declaration.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles and the Declaration, and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against the property and cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize it Board of Directors, in its discretion, to enter into agreements with mortgage companies and other organizations for the collection of such assessments.

F. To charge recipients for services rendered by the Association and the user for use of Association property when such is deemed appropriate by the Board of Directors of the Association.

G. To pay taxes and other charges, if any, on or against property owned or accepted by the Association.

H. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as specifically prohibited herein.

I. To maintain, repair, replace, operate and manage the Association's property, including all retention areas, water management areas, culverts and related appurtenances, if any, including the right to reconstruct improvements after casualty and further, to improve and add to the Association's property.

IV

MEMBERS

A. There shall be two (2) Members of the Association, one Member shall be the owner of Tract "B" (the "Storage Tract") and one Member shall be the owner of Tract "C" (the "Office Tract"), as more particularly defined in the Plat of Mission Bay Commercial Center to be recorded in the Public Records of Palm Beach County, Florida, a copy of the legal description of the property which is subject to the Declaration is attached hereto as Exhibit "A".

B. "Developer", "Owner", "Tract" and any other defined terms used herein, and elsewhere in the Articles, are used with the definitions given those terms in the Declaration.

C. Mission Bay Commercial Center consists of that certain real property situated in Palm Beach County, Florida, described on the plat thereof.

V

VOTING AND ASSESSMENTS

A. Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one (1) vote for each Tract in which he holds the interest required for membership. When one (1) or more person holds such interest or interests in any Tract the vote for such Tract shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Tract. Except where otherwise required under the provisions of these Articles, the By-Laws, the Declaration, or by law, the affirmative vote of a majority of the Owners represented at any meeting of the members duly called and at which a quorum is present, shall be binding upon the members. Except as otherwise provided in the Bylaws, in the event of a tie vote, as long as HR-441, Ltd., a Florida limited partnership ("HR-441, Ltd.") owns either Tract "B" or Tract "C", the decision of HR-441, Ltd. shall control. Upon HR-441, Ltd. no longer being entitled to appoint a majority of the Board of Directors of the Association as provided in the Bylaws, then as long as HAWC BAY, Ltd., a Florida limited partnership ("HAWC"), owns either Tract "B" or Tract "C", the decision of HAWC shall control.

B. Except as otherwise provided in the Bylaws, HR-441, Ltd. shall have the right (but not the obligation) to appoint a majority of the Board of Directors so long as it owns either Tract "B" or Tract "C" in Mission Bay Commercial Center; provided, however, in the event that HR-441, Ltd. no longer has the right to appoint a majority of the Board of Director, then HAWC shall have the right (but not the obligation) to appoint a majority of the Board of Directors so long as it owns either Tract "B" or Tract "C" in Mission Bay Commercial Center.

C. The Association will obtain funds with which to operate by assessment of its members in accordance with the provisions of the Declaration, as supplemented by the provisions of the Articles and Bylaws of the Association.

VI

BOARD OF DIRECTORS

A. The affairs of the Association shall be managed by the Board of Directors consisting of three (3) Directors. So long as the Owner of Tract "B", the Storage Tract shall have the right to appoint a majority of the Board of Directors, the Directors need not be members of the Association; thereafter, all Directors shall be members of the Association, or duly appointed by a corporate entity or other business entity owning a Tract within the Mission Bay Commercial Center. Any Director appointed by a Member shall serve at the pleasure of the Member, and may be removed from office, and a successor Director may be appointed, as any time by the Member.

B. The names and addresses of the member of the initial Board of Directors who shall hold office until the annual meeting of members to be held in the year 1999 and until their successors are elected or appointed and have qualified, are as follows:

THOMAS A. HEAD

2650 N.W. 23rd Way
Boca Raton, Florida 33431

JAMES M. ROSEMURGY

2844 Banyan Boulevard, N.W.
Boca Raton, Florida 33431

GERALD M. WOCHNA

2095 N.W. 30th Road
Boca Raton, Florida 33431

VII

OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time be resolution create. Officers shall be elected for one (1) year terms in accordance with procedures set forth in the Bylaws. The names of the officers who are to manage the affairs of the Association until the initial annual meeting in 1999 and until their successors are duly elected and qualified are :

President:	THOMAS A. HEAD
Vice President:	JAMES M. ROSEMURGY
Secretary:	GERALD M. WOCHNA
Treasurer:	GERALD M. WOCHNA

VIII

CORPORATE EXISTENCE

The Association shall have perpetual corporate existence.

IX

BYLAWS

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

X

AMENDMENT TO ARTICLES OR INCORPORATION

These Articles may be altered, amended, or repealed by a vote of all Members.

XI

INCORPORATOR

The name and address of the incorporator is as follows:

THOMAS A. HEAD
2650 N.W. 23rd Way
Boca Raton, Florida 33431

XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association shall indemnify each of its officers, directors, employees or agents, whether or not then in office (and his executor, administrator, and/or heirs) or any person who may have served at its request as a director or officer of another corporation in which it owns any interest or of which it is a creditor or in which it has a business interest as well as the executor, administrator and heirs of any of them against all reasonable expenses actually and necessarily incurred by him in connection with the defense of any litigation to which he may have been made a party because he is or was a director, officer, employee or agent of this Association, or such other corporation. He shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Association for negligence or misconduct in the performance of his duties to the Association. The right to indemnity for expenses shall also apply to expenses of suits which are compromised or settled if (i) the court having jurisdiction of the action shall approve such settlement,

or (ii) a majority of the Board of Directors excluding those interested votes to approve such settlement.

B. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent may be entitled under applicable law.

XIII

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transaction between the Association and one (1) or more of its Directors or officers, or between the Association and any other organization in which one (1) or more of its Directors or officers, have a financial interest, shall be invalid, void or voidable, solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

XIV

DISSOLUTION OR MERGER OF THE ASSOCIATION

A. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Tract "A" shall be conveyed to the owners of Tract "B" and Tract "C", as tenants in common, each as to an undivided one-half (1/2) interest, unless either Member refuses to accept the conveyance (in whole or in part).

2. Dedication to any applicable municipal or governmental authority, or other similar non-profit corporation or governmental body determined by the Board to be appropriate for such dedication and which such entity is willing to accept. However, it is expressly understood that the County of Palm Beach or any other entity is not obligated to accept such dedication or maintenance obligation unless done so by appropriate resolution by the County Commission or such other appropriate entity.

3. Remaining assets shall be distributed among the members as tenants in common, each members' share of the assets to be determined in accordance with its voting rights.

B. The Association may be dissolved upon a resolution to that effect being recommended by a majority 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 Section 617.1101, Florida Statutes, or statute of similar import, and approved by a majority of the Association's members.

C. The Association may be merged into another not-for-profit corporation upon a resolution approved by a majority 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 Section 617.1101, Florida Statutes, or statute of similar import, and approved by a majority of the Association's members. Provided, however, no merger shall be effective without the consent of the Developer for so long as the Developer has the right to appoint a majority of the directors of the Association.

XV

REGISTERED AGENT

Until changed, THOMAS A. HEAD, shall be the registered agent of the Association, and the registered office shall be 2650 N.W. 23rd Way, Boca Raton, Florida 33431.

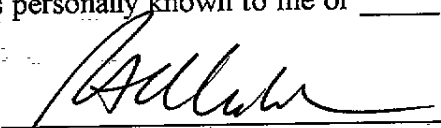
IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 31st day of March, 1998.



THOMAS A. HEAD

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 31 day of March, 1998, by THOMAS A. HEAD, who X is personally known to me or _____ produced _____ as identification.



NOTARY PUBLIC, State of Florida

[Seal]



Richard A. Murdoch
MY COMMISSION # CC661097 EXPIRES
July 11, 2001
BONDED TRULY TRUST FARM INSURANCE, INC.

Printed Name of Notary/Serial Number
My Commission Expires: _____

ACCEPTANCE AS REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -1 AM 8:12

The undersigned being named as Registered Agent to accept service of process of MISSION BAY COMMERCIAL CENTER ASSOCIATION, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date: March 31, 1998



THOMAS A. HEAD

S:\CL\HEAD\MBCC\ARTICLES.INC.wpd
March 31, 1998