



ATTORNEYS AT LAW

SCOTT, ROYCE, HARRIS, BRYAN, BARRA & JORGENSEN, P.A.

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March 31, 1999

Via Federal Express

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002826511--3
-04/01/99-01063-016
*****78.75 *****78.75

RE: **COMMERCE PARK PROPERTY OWNERS ASSOCIATION, INC.**

Dear Sirs:

Enclosed herein you will find proposed Articles of Incorporation for **COMMERCE PARK PROPERTY OWNERS ASSOCIATION, INC.**, together with an extra copy for certification and return. Please file these Articles and return the certified copy to the undersigned by regular mail.

I am including a check in the amount of \$78.75 to cover the following expenses:

Filing Fee	\$35.00
Certified Copy	\$ 8.75
Registered Agent Fee	\$35.00
TOTAL:	\$78.75

Thank you for your cooperation.

Very truly yours,

Kathleen M. Brandon
Real Estate Department

/kmb

Enclosure(s)

RICHARD K. BARRA • JOHN L. BRYAN, JR.
J. RICHARD HARRIS • JOHN M. JORGENSEN • DONNA A. NADEAU
RAYMOND W. ROYCE • KEVIN M. WAGNER • ROBERT C. SCOTT (1925-1982)

4400 PGA BOULEVARD, SUITE 800 • PALM BEACH GARDENS, FLORIDA 33410
(561) 624-3900 • FAX (561) 624-3533 • EMAIL: scottroyce@ibm.net

BROWN APR - 6 1999

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ARTICLES OF INCORPORATION
OF
COMMERCE PARK PROPERTY OWNERS ASSOCIATION, INC..

(A Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth the following:

ARTICLE I - Definitions

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

- A. **"Declaration"** means that certain Declaration of Protective Covenants and Restrictions for Commerce Park recorded in the Public Records of Palm Beach County, Florida, as amended from time to time.
- B. **"Article"** means this document.
- C. **"By-Laws"** means the By-Laws of the Corporation.
- D. **"Commerce Park"** means the property subjected to the Declaration.
- E. **"Common Area"** means those portions of Commerce Park which have been dedicated to the Corporation.
- F. **"Plat"** means the instrument entitled **"Cedar Ridge, a P.U.D., and High Ridge Commerce Park, a P.I.D."** as recorded in the Public Records of Palm Beach County, Florida.
- G. **"Lot"** means a portion of Property with boundaries as set forth on the Plat and that portion of any abandoned right of way adjacent to the Lot.
- H. **"Undeveloped Lot"** means a lot upon which no improvements have been constructed.
- I. **"Lot Owner"** 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.
- J. **"Owners"** means all owners of Lots, collectively.

K. **"Declarant"** means Condor Investments of Palm Beach County, Inc., a Florida corporation, its successors and assigns.

L. **"Corporation"** means Commerce Park Property Owners Association, Inc., a Florida corporation not for profit.

M. **"Association"** means the Corporation.

N. **"Board"** means the Board of Governors of the Corporation.

O. **"Governor"** means a member of the Board.

P. **"Commerce Park Documents"** means, in the aggregate, the Plat, any replats, the Declarations, any amendments to the Declaration, these Articles, the By-Laws, and all of the instruments and documents referred to therein or referred to herein.

Q. **"Operating Expenses"** means the expenses for which Owners are liable to the Corporation as described in the Declaration and in any other Commerce Park Documents, and includes, but is not limited to, the costs and expenses incurred by the Corporation in administering, operating, reconstructing, maintaining, repairing and replacing the Corporation's Property and the Common Areas.

ARTICLE II - Name

The name of the Corporation shall be Commerce Park Property Owners Association, Inc. The present address of the Corporation is 430 North "G" Street Lake Worth, FL 33460.

ARTICLE III - Purposes

The purpose for which the Corporation is organized is to receive the dedication to and operate and maintain the Common Areas as are dedicated to the Corporation in the Plat or any replat thereof, in accordance with the terms and purposes set forth in such dedication, and to carry out the covenants and enforce the provisions of the Declaration or any amendment thereto.

ARTICLE IV - Powers

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not for profit.

B. The Association shall have all of the powers reasonably necessary to implement its

purposes, including, but not limited to, the following:

(1) To do all acts required to be performed by it under the Declaration or any amendment to the Declaration.

(2) To make, establish and enforce rules and regulations governing the use of the Common Areas and any Property owned by the Corporation.

(3) To make, levy, and collect assessments for the purpose of obtaining funds from its members to pay the operational expenses of the Corporation; operating expenses, and costs of collection; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder and as set forth in the Declaration.

(4) Maintain, repair, replace and operate the Corporation Property and the Common Areas specifically including the surface water management system , culverts and related appurtenances in accordance with the requirements of the Declaration and any amendment thereto, and in accordance with the requirements of any governmental agency or entity having jurisdiction over the Property: also specifically including all street lighting and all obligations regarding street lighting under the terms of an agreement between the Corporation and Florid Power and Light Company, and also specifically including any other facilities and improvements which become the maintenance obligation of the Corporation under the terms of any agreement now existing or hereafter arising between the Corporation and any governmental or private entity or in accordance with any governmental mandate.

(5) To enforce by legal means the obligations of the members of the Corporation; the provisions of the Declaration and any amendment thereto; and the provisions of any dedication set forth on the Plat or any replat with respect to the use and maintenance of the Common Areas and any Property owned by the Corporation.

(6) To contract for professional management with a "Manager", which may be an individual, corporation, partnership or other entity and to delegate to such Manager the powers and duties of the Corporation.

ARTICLE V - Members

The Members shall be comprised of Class A members and Class B members who shall be the members and have the powers and the right to vote as set forth in the Declaration, as the Declaration may be amended from time to time. Each and every such member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Corporation Documents and the Declaration as amended from time to time. Until the establishment and the effectiveness of the first Association member, the membership of the Corporation shall be comprised of the subscribers of these Articles, and in the event of the resignation or termination of membership by voluntary agreement by any such subscriber, then the remaining subscribers may nominate and

designate a successor subscriber. Each of the subscribers and successors shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

ARTICLE VI - Term

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VII - Incorporator

The name and street addresses of the Incorporator of the Corporation is as follows:

J. Richard Harris	Suite 800
	4400 P.G.A. Blvd
	Palm Beach Gardens, FL 33410

ARTICLE VIII - Officers

The affairs of the Association shall be managed by the President of the Association, a Vice President, a Secretary and a Treasurer.

The Governors shall elect the officers. The President shall be elected from among the Governors but no other officer need be a Governor. The same person may hold two offices, the duties of which are not incompatible, provided, however, the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary be held by the same person.

ARTICLE IX - First Officers

The names of the officers who are to serve until the first election of officers by the Board of Governors, are as follows:

President	James Vander Woude
Vice President	Harold D. Kilpatric
Secretary	Daniel Harrison
Treasurer	James Vander Woude

ARTICLE X - Board of Governors

A. The number of members of the first Board of Governors (First Board) shall be three

(3). Thereafter, the number of members of the Board of Governors shall be determined by the members.

B. The names of the persons who are to serve as the First Board of Governors are as follows:

James Vander Woude

Harold D. Kilpatric

Daniel Harrison

C. Declarant shall have the right to appoint, designate the elect all of the members of the First Board and shall have the right to appoint, designate and elect all successor members of the Board so long as the Declarant owns any lot or portion thereof. Thereafter, Directors will be elected annually by members at the annual meeting of the members of the Corporation.

ARTICLE XI - Indemnification

Every Governor and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved, by reason of his being or having been a Governor or officer of the Corporation, or any settlement thereof, whether or not he is a Governor or officer at the time such expenses are incurred, except in such cases wherein the Governor or officer is judged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply when the Governors approve such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all rights which such Governor or officer may be entitled by common law or statutory law.

ARTICLE XII - By-Laws

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

ARTICLE XIII - 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 Declarant, including the right to designate and select the Governors as provided in Article X hereof, without the prior written consent thereto by Declarant, nor shall there be any amendment to these articles which shall abridge, alter or modify the rights of any institutional mortgagee.

ARTICLE XIV - Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is Suite 800, 4400 P.G.A. Blvd, Palm Beach Gardens, FL 33410, and the initial Registered Agent at that address shall be J. Richard Harris, who shall also be Resident Agent.

ARTICLE XV - Successor Entities

In the event of the dissolution of the Corporation, or any successor entity hereto, the Corporation property, including the surface water management system, shall be transferred to either a successor entity or an appropriate agency of local government or public body to be maintained for the purposes for which the Corporation, or a successor hereto, was maintaining such Corporation Property in accordance with the terms and provisions under which such Corporation Property was being held by the Corporation, or such a successor. Provided, however, that nothing herein contained shall be deemed to impose any obligation on any municipality, county, agency of local government, or public body to accept any dedication, conveyance, or transfer of any property, streets, roads, easements or drainage structures dedicated to or owned by the Corporation, or to maintain such facilities.

ARTICLE XVI - Dissolution

In the event of a dissolution or final liquidation of the Corporation, the assets utilized in connection with the surface water management system, both real and personal, of the Corporation, or dedicated to the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes of as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non profit corporation, association, trust, or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Corporation. Provided, however, that nothing herein contained shall be deemed to impose any obligation on any municipality, county, agency of local government, or public body to accept any dedication, conveyance, or transfer of any property, streets, roads, easements or drainage structures dedicated to or owned by the Corporation, or to maintain such facilities

IN WITNESS WHEREOF, the Incorporator has affixed his signature this 29th day of March, 1999.

J. Richard Harris
J. Richard Harris

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29 day of March, 1999, by J. Richard Harris.

NOTARY PUBLIC

Kathleen M. Brandon

(Print Name)
My commission expires: _____
Commission No.: _____

(SEAL)



Personally Known OR Produced Identification _____
Type of identification Produced _____

DESIGNATION OF REGISTERED AGENT

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

That Commerce 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 Lake Worth, County of Palm Beach, State of Florida, as indicated in the Articles of Incorporation has named J. Richard Harris of Suite 800, 4400 Palm Beach Gardens, FL 33410, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this Certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



J. Richard Harris, Registered Agent