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(Business Entity Name)

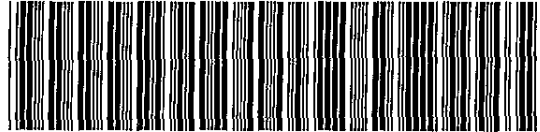
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456

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Baynton Beach Commercial Ventures
Management Inc.

Signature _____

Requested by: _____

Name

Date

Time

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF INCORPORATION OF**BOYNTON BEACH COMMERCIAL VENTURES MANAGEMENT, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE**NAME/PURPOSE**

The name of the corporation is BOYNTON BEACH COMMERCIAL VENTURES MANAGEMENT, INC.

The Corporation's business and purpose shall consist solely of the following:

(i) To acquire a membership interest in and act as a member of BOYNTON BEACH COMMERCIAL VENTURES, LLC (the "LLC"), which is engaged solely ownership, operation and management of the commercial property located at 1325 Congress Avenue, Boynton Beach, Palm Beach County, Florida, (the "Property") pursuant to and in accordance with these Articles of Incorporation and the LLC's Articles of Organization; and

(ii) To engage in such other lawful activities permitted to corporations by the General Corporation Laws of the State of Florida, as are incidental, necessary or appropriate to the foregoing.

ARTICLE TWO**LIMITATIONS**

Notwithstanding any other provision of these Articles and any provisions of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

(i) Engage in any business or activity other than those set forth in Article One or cause or allow the LLC to engage in any business or activity other than as set forth in its Articles of Organization;

(ii) Incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the acquisition of the Property (the "Mortgage"), indebtedness permitted thereunder and normal trade accounts payable in the ordinary course of business;

(iii) Cause the LLC to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage, indebtedness permitted thereunder, and normal trade

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accounts payable in the ordinary course of business;

(iv) Dissolve or liquidate, in whole or in part;

(v) Cause or consent to the dissolution or liquidation, in whole or in part, of the LLC

(vi) Consolidate or merge with or into any other entity or convey or transfer or lease its Property and assets substantially as an entirety to any entity;

(vii) Cause the LLC to consolidate or merge with or into any other entity or to convey or transfer or lease its Property and assets substantially as an entirety to any entity;

(viii) With respect to the Corporation of the LLC, institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against it, or file a petition seeking or consenting to reorganization or relief under an applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or the LLC or a substantial part of property of the Corporation or the LLC, or make any assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally as they become due, or take corporate action in furtherance of any such action; amend Articles One, Two or Three of these Articles of Incorporation, or approve an amendment to Articles I, IV, VII, VIII, IX, and X of the Articles of Organization governing the LLC;

(ix) Withdraw as a member of the LLC.

(x) In addition to the foregoing, so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Corporation shall not, without written consent of the holder of the Mortgage, take any action set forth in items (i) through (vii) and items (ix) and (x).

ARTICLE THREE

SEPARATENESS/ OPERATIONS MATTERS.

The Corporation shall:

(i) Maintain books and records and bank accounts separate from those of any other person;

(ii) Maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

(iii) Hold regular Board of Directors and stockholder meetings, as appropriate, to conduct the business of the Corporation, and observe all other corporate formalities;

(iv) Hold itself out to creditors and the public as a legal entity separate and distinct from

any other entity;

(v) Prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;

(vi) Allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;

(vii) Transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;

(viii) Conduct business in its own name, and use separate stationery, invoices and checks;

(ix) Not commingle its assets or funds with those of any other person; and

(x) Not assume, guarantee or pay the debts or obligations of any other person.

ARTICLE FOUR

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is JUPITER COVE, 1340 U.S. HIGHWAY ONE, #102, JUPITER, FLORIDA 33469.

ARTICLE FIVE

CORPORATE DURATION

The duration of the corporation is perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE SIX

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is Ten Thousand (10,000) Shares. Such shares shall be of a single class, and shall have par value of \$0.01 per share.

ARTICLE SEVEN

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1340 U.S.

HIGHWAY ONE, #102, JUPITER, FLORIDA 33469 and the name of its initial registered agent at such address, is VICTOR A. LOMBARDI.

ARTICLE EIGHT

DIRECTORS

The number of directors constituting the corporation's initial board of directors is Four. The name and address of each person who is to serve as a member of the initial board of directors

VICTOR A. LOMBARDI
JUPITER COVE, 1340 U.S. HIGHWAY ONE, #102
JUPITER, FLORIDA 33469.

GERRY BACH
JUPITER COVE, 1340 U.S. HIGHWAY ONE, #102
JUPITER, FLORIDA 33469.

JOSEPH M. FOGLIA
7428 WILES ROAD
CORAL SPRINGS, FLORIDA 33067

JOSEPH J. FOGLIA
7428 WILES ROAD
CORAL SPRINGS, FLORIDA 33067

The initial Directors shall hold office until their successors are elected and qualified as provided in the bylaws.

ARTICLE NINE

INCORPORATORS

The name and address of the incorporator is VICTOR A. LOMBARDI, JUPITER COVE, 1340 U.S. HIGHWAY ONE, #102, JUPITER, FLORIDA 33469.

ARTICLE TEN

BYLAWS

The initial Directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than Thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by the affirmative vote of the majority of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

NOW THEREFORE, the undersigned incorporator of this Corporation, has executed these Articles of Incorporation at Palm Beach County, Florida, this 8 day of May, 2003.


VICTOR A. LOMBARDI, INCORPORATOR

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

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

BOYNTON BEACH COMMERCIAL VENTURES MANAGEMENT, INC., with its place of business at JUPITER COVE, has named VICTOR A LOMBARDI located at JUPITER COVE, 1340 U.S. HIGHWAY ONE, #102, JUPITER, FLORIDA 33469, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I agree to act in this capacity, and 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 duties and obligations of the Florida Business Corporation Act.

Dated May 8, 2003.


VICTOR A. LOMBARDI

REGISTERED AGENT

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