

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet
L2100041798448

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H21000411798 3))



H210004117983ABC0

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : HAILE, SHAW & PFAFFENBERGER, P.A.
Account Number : 076326003550
Phone : (561) 627-8100
Fax Number : (561) 622-7603

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: serjavec@cfpbmc.org

FLORIDA LIMITED LIABILITY CO.
CFPBMC Holdings, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

2021 NOV -5 PM 4:23

2021 NOV -5 PM 11:13

**ARTICLES OF ORGANIZATION
OF
CFPBMC HOLDINGS, LLC**

The undersigned Authorized Representative of a Member, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Act, Florida Statutes Chapter 605 (the "Act"), hereby makes, acknowledges and files the following Articles of Organization:

ARTICLE I — NAME

The name of the limited liability company is CFPBMC Holdings, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is:

700 South Dixie Highway, Suite 200
West Palm Beach, FL 33401

ARTICLE III - PURPOSES

The purposes for which the Company is formed are:

(A) The Company is organized and shall operate exclusively for the benefit of The Community Foundation for Palm Beach and Martin Counties, Inc. ("Foundation") and solely to further the charitable and tax-exempt purposes of Foundation within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any succeeding law. In furtherance of such purposes, the Company may exercise such powers which are now or which hereafter may be conferred by law upon a limited liability company organized for the purposes hereinabove set forth or necessary or incidental or conducive to the purposes of the Company; *provided, however*, that the Company shall only exercise powers which are in furtherance of Foundation's exempt purposes.

(B) The property of the Company shall be irrevocably dedicated to the charitable purposes of Foundation consistent with the requirements of section 501(c)(3) of the Code. No part of the income or earnings of the Company shall inure to the benefit of, or be distributed to, any director, officer, manager or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code section 501(c)(3). Reimbursement for expenditures or the payment of reasonable compensation for services shall not be deemed to be a distribution of income or earnings.

(C) No part of the activities of the Company shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent that the

Company makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Code, and the Company shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office any time.

(D) In the event of the complete or partial liquidation or dissolution of the Company, whether voluntary or involuntary, no director, officer or manager of the Company or any other private individual shall be entitled to any distribution or division of the Company's proceeds and the balance of all money and other property received by the Company from any source, after the payment of all debts and obligations of the Company, shall be distributed to Foundation or, if such corporation is not in existence or an organization described in Code section 501(c)(3), such property shall be distributed exclusively to an organization or organizations which themselves are exempt as organizations described in Code section 501(c)(3) or to a federal, state or local government, for a public purpose.

(E) Notwithstanding any other provision of these Articles to the contrary, (1) the Company may engage in only such activities as shall constitute activities in furtherance or Foundation's exempt purposes and (2) the Company shall not carry on any activities or exercise any power or authority not permitted to be carried or exercised (i) by an organization exempt from federal income tax under Code section 501(c)(3) or (ii) by an organization contributions to which are deductible under Code section 170(c)(2).

(F) The Company is wholly owned by Foundation, a tax exempt organization under Section 501(c)(3) of the Code and will be treated as a disregarded entity by Foundation. Foundation will treat the operations and finances of the Company as its own. The Company shall not make any election to be classified as an association pursuant to 26 C.F.R. 301.7701 or take any action which would cause the Company not to be classified as an entity disregarded from its owner pursuant to such regulations.

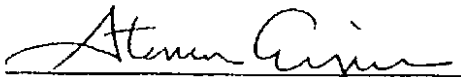
(G) No member, manager, officer or employee of the Company shall take any action which is insistent with the provisions of these Articles and any such action shall be null and void *ab initio* and of no force or effect.

ARTICLE IV - REGISTERED AGENT

The name and Florida street address of the registered agent are:

Steven Erjavec
700 South Dixie Highway, Suite 200
West Palm Beach, FL 33401

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 605, F.S.

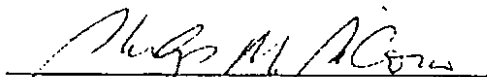

Steven Erjavec

ARTICLE V — MANAGEMENT

The management of the Company shall be vested in its sole member, The Community Foundation for Palm Beach and Martin Counties, Inc., a Florida not-for-profit corporation.

Dated: November 5, 2021

REQUIRED SIGNATURE


Philip M. DiComo
Authorized Representative

(In accordance with Section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)