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FILED  
OCT -9 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 5, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32301

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-10/09/00--01106--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

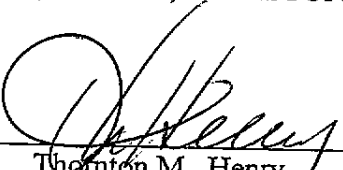
Re: The Sovereign Order of St. John of Jerusalem, Knights Hospitaller, Commandery of the Palm Beaches Foundation, Inc.

Enclosed are the original and a copy of the Articles of Incorporation of the captioned proposed non-profit corporation. Please file the original and return the copy certified.

A check in the amount of \$78.75 is enclosed to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy, and the \$35.00 Registered Agent fee.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By   
Thornton M. Henry

N:\TMH\order of st. john\letter to secretary of state.wpd  
Enclosures

*gjro/11*

**ARTICLES OF INCORPORATION  
OF  
THE SOVEREIGN ORDER OF ST. JOHN OF JERUSALEM, KNIGHTS  
HOSPITALLER, COMMANDERY OF THE PALM BEACHES FOUNDATION,  
INC.**

00 OCT -9 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

**A Florida Corporation Not for Profit**

I, the undersigned, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, and file these Articles for that purpose, as follows:

**ARTICLE I**

Name

The name of this corporation shall be The Sovereign Order of St. John of Jerusalem, Knights Hospitaller, Commandery of the Palm Beaches Foundation, Inc..

**ARTICLE II**

Initial Registered Office and Agent,  
Principal Office and Mailing Address

The initial registered office and principal office of this corporation shall be located at 505 S. Flagler Drive, Suite 100, West Palm Beach, FL 33401, and the name of the initial Registered Agent of this corporation at said address shall be Thornton M. Henry. The mailing address of the corporation shall be 115 Cascade Lane, Palm Beach Shores, FL 33404.

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## ARTICLE III

### Purposes and Powers

The corporation shall not provide for pecuniary gain or profit to its members. The principal purpose for which it is formed is to receive and administer funds for the purpose of promoting the services, objectives, and general non-profit charitable activities which benefit the sick and the poor; and other purposes related to the foregoing, including the possibility of making distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future law of the Internal Revenue Service or Department of Treasury).

The corporation shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Final control of and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of Trustees who shall, among other duties,

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insure that the corporation shall not be subject to tax under Section 4942 of the Internal Revenue Code.

No substantial part of the activities of the corporation shall be attempting to influence legislation by propaganda or otherwise.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

A. by a corporation exempt from Federal income tax under Section 501(c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or

B. by a corporation, contributions to which are deductible under Section 170 (c) (2) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or

C. by a corporation formed pursuant to Chapter 617, Florida Statutes, with particular reference to Florida Statutes 617.0105 dealing with the prohibited activities of private foundations.

The Trustees are further prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code; from retaining any excess business holdings, within the meaning of Section 4943(c) of the Code; from making or retaining any investments which would subject the Trust to tax under Section 4944 of the Code; and from making any taxable expenditures as defined in Section 4945(d) of the Code. The Trustees shall make

distributions at such time and in such manner as not to subject the Trust to tax under Section 4942 of the Code.

No part of the activities of this Trust shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

#### ARTICLE IV

##### Limitations on the Disposition of Corporate Assets and Net Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, supra.

#### ARTICLE V

##### Dissolution

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c) (3) of the United States Internal Revenue Code of 1986 (or the

corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

## **ARTICLE VI**

### Term of Existence

This corporation shall have perpetual existence.

## **ARTICLE VII**

### Names and Addresses of the Incorporators

The name and address of the Incorporator is:

Thornton M. Henry	3028 Washington Road West Palm Beach, FL 33405
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## **ARTICLE VIII**

### Officers and Times of Their Election

The Board of Trustees shall choose annually, to manage the affairs of the corporation, subject to the control of the Board of Trustees, the following officers: a President, one or more Vice Presidents, a Secretary, a Treasurer, or a Secretary/Treasurer, and such other officers as the Board of Trustees may deem advisable or necessary. The President must also be a Trustee. Each of such officers shall hold office - until the next annual election or until

his successor is chosen and qualified.

## ARTICLE IX

### Board of Trustees

The number of trustees of the corporation shall not be less than three (3) nor more than fifteen (15). The names and residences of the persons who are to be the initial Trustees of the corporation until their successors are nominated and appointed as provided in the By-Laws are:

Suzanne Turner	2811 Village Boulevard West Palm Beach, FL 33409
Claude Rosinsky	200 El Brillo Palm Beach, FL 33480
Gaile Landen	158 Lost Bridge Drive Palm Beach Gardens, FL 33410
Thornton M. Henry	3028 Washington Road West Palm Beach, FL 33405

## ARTICLE X

### By-Laws

The first By-Laws shall be made by the Incorporators. All alterations or revisions of the By-Laws shall be made by the Trustees at any regular or special meeting duly called and held for that purpose in accordance with the By-Laws.

**ARTICLE XI**

Amendments to Articles of Incorporation

The Articles of Incorporation may be amended from time to time by resolution of the Trustees at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State, State of Florida.

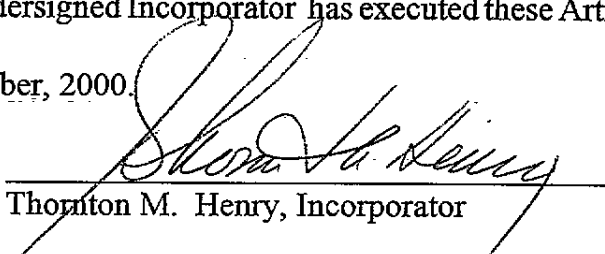
**ARTICLE XII**

Special Provisions

A. This trust is subordinate to and created under the authority of the Grand Prior of the Americas, Sovereign Order of St. John of Jerusalem, Knights Hospitaller, and the Grand Master and the Sovereign Council of the Sovereign Order of the Knights of St. John of Jerusalem, Knights Hospitaller, International Order.

B. This trust shall be dissolved by the trustees whenever its permission is surrendered to the Grand Priory of the Americas or is taken away or revoked by the Grand Priory of the Americas. In the event of its termination for any reason, all assets of the trust shall be distributed as provided herein.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5 day of October, 2000.

  
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Thornton M. Henry, Incorporator



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That The Sovereign Order of St. John of Jerusalem, Knights Hospitaller, Commandery of the Palm Beaches Foundation, Inc., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its Registered Office as indicated in the Articles of Incorporation at 115 Cascade Lane, Palm Beach Shores, FL 33404, has named THORNTON M. HENRY as its Registered Agent to accept service of process within this state.

FILED  
00 OCT -9 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby 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.

  
THORNTON M. HENRY