

TRANSMITTAL LETTER

N00000007847

FILED

00 NOV 27 PM 3:34

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Prime Time Palm Beach County, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Louise Grant
Name (Printed or typed)

1111 Lakeshore Drive
Address

Jupiter, FL 33458
City, State & Zip

(561) 835-4002
Daytime Telephone number

300003475909--3
-11/27/00--01109--017
*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
PRIME TIME PALM BEACH COUNTY, INC.

FILED
00 NOV 27 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be Prime Time Palm Beach County, Inc. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 1111 Lakeshore Drive, Jupiter, Florida 33458.

ARTICLE II

Purposes

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law, including but not limited to convening community resources to provide school-aged children with a choice of high-quality out-of-school activities.

ARTICLE III

Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its directors, officers or committee members, except that this Corporation shall be

authorized and empowered to pay reasonable compensation for services rendered to its directors, officers and committee members and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of this Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV

Membership

This Corporation shall have no members.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1111 Lakeshore Drive, Jupiter, Florida 33458, and the name of the initial registered agent of this Corporation located at such address is Louise Grant.

ARTICLE VII

Board of Directors

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected or appointed and have qualified pursuant to the Bylaws of this Corporation, are:

Louise Grant

1111 Lakeshore Drive
Jupiter, Florida 33458

Alison Adler

School District of Palm Beach County
3300 Forest Hill Boulevard, Suite B-121
West Palm Beach, Florida 33406

David Harris
Director, Florida Philanthropy

John D. & Catherine T. MacArthur Foundation
3801 PGA Boulevard, Suite 604
Palm Beach Gardens, FL 33410

ARTICLE VIII

Bylaws

The Bylaws of this Corporation may be made, altered, amended or rescinded at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE IX

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE X

Dissolution

In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Internal Revenue law of the United States.

ARTICLE XI

Incorporator

The name and address of the incorporator of this Corporation is: Louise Grant, 1111 Lakeshore Drive, Jupiter, Florida 33458.


ARTICLE XII

Indemnification

This Corporation shall have the power, to the fullest extent permitted by the provisions of the *Florida Statutes*, Section 617.0831, as the same may be amended and supplemented, to indemnify any and all persons whom it shall have power to indemnify under said provisions from

and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any rights to which those indemnified may be entitled under any bylaws, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 20th day of November, 2000.



Louise Grant

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
NOV 27 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT PRIME TIME PALM BEACH COUNTY, INC., DESIRING TO ORGANIZE OR QUALIFY AS A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 1111 LAKESHORE DRIVE, JUPITER, FLORIDA 33458, HAS NAMED LOUISE GRANT AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE CORPORATION WITHIN THE STATE OF FLORIDA.

Louise Grant
Louise Grant, Incorporator
Located at 1111 Lakeshore Drive
Jupiter, Florida 33458

November 20, 2000

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open said office and further accept the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 20th day of November, 2000.

By: *Louise Grant*
Louise Grant, Registered Agent