

Division of Corporations

Page 1 of 2

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

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.

(((H02000212439 2)))

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)205-0381

From:

Account Name : SCOTT, ROYCE, HARRIS, BRYAN & HYLAND, P.A.
Account Number : 070674001534
Phone : (561) 624-3900
Fax Number : (561) 624-3533

FLORIDA NON-PROFIT CORPORATION

RAPB Foundation, Inc.

02 OCT 15 PM 4:06
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

T. SMITH OCT 15 2002

4

(((H02000212439 2)))

**ARTICLES OF INCORPORATION
OF
RAPB FOUNDATION, INC.
A CORPORATION NOT FOR PROFIT**

02 OCT 15 PM 4:06
SECRETARY OF STATE
DIVISION OF CORPORATIONS

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

RAPB FOUNDATION, INC. (herein referred to as the Corporation)

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

1926 10th Avenue North, suite 410
Lake Worth, FL 33461

ARTICLE III DURATION

The period of duration of the Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE IV PURPOSE

The specific and general purposes for which the Corporation is organized are:

- a) The Corporation will support the education of its members through skill training, leadership development, and research that will provide the foundation for their current and future economic success.
- b) To operate exclusively in any other manner for such charitable, religious, educational and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code as amended.

ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

Management of the Corporation shall be vested in its Board of Directors. The number of Directors may vary between a minimum of three and a maximum of five. The president of the REALTORS Association of the Palm Beaches, Inc. a Florida corporation not for profit (herein referred to as RAPB), with the approval of the RAPB Board of Directors, shall appoint members to fill any vacancies on the Corporation's Board of Directors annually. There shall be no limitation on the number of years or terms a Director of the Corporation may be appointed to serve.

ARTICLE VI INITIAL DIRECTORS/OFFICERS

The name(s), address(es) and title(s):

John Pinson	340 Royal Poinciana Way #320, Palm Beach, FL 33480	President
Robert Goldstein	614B Bznyan Trail, boca Raton, FL 33431	Treasurer
William Cozart	1926 10th Avenue North, Ste. 410, Lake Worth, FL 33461	Secretary

The Directors named herein shall hold office until their successors are appointed and qualified.

ARTICLE VII MEMBERSHIP

The Corporation shall have one or more classes of members, who shall be admitted to membership pursuant to such criteria and procedures as shall be stated in the bylaws.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

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

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

ARTICLE IX EARNINGS AND ACTIVITIES OF THE CORPORATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 as set forth in Article IV hereof.

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

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

ARTICLE X DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to religious, educational, charitable and scientific purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any member, director or officer, or to the benefit of any private individual.

ARTICLE XI DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or to the federal, state or local government for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII AMENDMENT OF THESE ARTICLES

The Board of Directors of the Corporation may amend these Articles of Incorporation, as it may deem necessary for the conduct of its business and the carrying out of its purposes, in accordance with procedures established in the Bylaws.

ARTICLE XIII INCORPORATOR

The name and address of the Incorporator is:

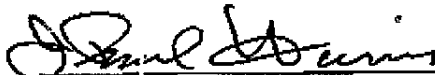
J. Richard Harris
4400 P.G.A. Boulevard, Suite 800
Palm Beach Gardens, FL 33410

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent
J. RICHARD HARRIS

10/15/02
Date



Signature/Incorporator
J. RICHARD HARRIS

10/15/02
Date

(((H02000212439 2)))

02 OCT 15 PM 4:06
SECRETARY OF STATE
DIVISION OF CORPORATIONS