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FROM: RUTHERFORD, MULHALL & WARGO, P.A. 01/24/05 15

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**FLORIDA NON-PROFIT CORPORATION**

**The Junior League of Boca Raton Endowment Fund, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
THE JUNIOR LEAGUE OF BOCA RATON  
ENDOWMENT FUND, INC.**

The undersigned, for the purposes of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE I**

(Name)

The name of the corporation shall be THE JUNIOR LEAGUE OF BOCA RATON ENDOWMENT FUND, INC. (hereinafter "Corporation").

**ARTICLE II**

(Principal Office)

The principal place of business and mailing address of the Corporation shall be 261 NW 13<sup>th</sup> Street, Boca Raton, FL 33432-1402.

**ARTICLE III**

(Purpose)

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

The Corporation is hereby created and exists to further the charitable purposes of the Junior League of Boca Raton, Inc., a not for profit corporation organized under the laws of the State of Florida and exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, by providing a permanent fund to be used for the support, maintenance, repair and upkeep of the Junior League of Boca Raton, Inc.'s Vegso Community Resource Center, including its buildings and grounds, located at 261 NW 13<sup>th</sup> Street, Boca Raton, Florida 33432.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, trustees, 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 section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to

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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 candidate for public office.

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 Internal Revenue Code (or 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 corresponding section of any future Federal tax code).

Upon dissolution of this Corporation its assets shall be distributed to The Junior League of Boca Raton, Inc., a not for profit corporation organized under the laws of the State of Florida and exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. If The Junior League of Boca Raton, Inc. no longer qualifies as a 501(c)(3) organization or is no longer in existence at the time of the Corporation's dissolution, then the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

**ARTICLE IV**  
(Manner of Election)

The Corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time as provided in the Bylaws, provided that the Corporation shall always have at least three (3) Directors. Directors shall be elected and removed as provided in the Bylaws.

**ARTICLE V**  
(Initial Directors and Officers)

The names and street addresses of the initial Directors and Officers of the Corporation are:

<u>Name</u>	<u>Address</u>
Cynthia Krebsbach President	748 Parkside Circle North Boca Raton, FL 33486
Lisa Mulhall Vice President	10268 Avenida del Rio Delray Beach, FL 33446
Pattie Damron Secretary	2120 NW 25 <sup>th</sup> Street Boca Raton, FL 33431

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Lucy Craske  
Treasurer

339 Coconut Palm Road  
Boca Raton, FL 33432

ARTICLE VI  
(Registered Agent)

The name of the initial Registered Agent is Linda Donoghue and her street address is 261 NW 13<sup>th</sup> Street, Boca Raton, FL 33432.

**Registered Agent's Acceptance:**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent's signature:

*Linda Donoghue*  
Linda Donoghue

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ARTICLE VII  
(Incorporator)

The name and address of the incorporator is Ryland F. Mahathey, at Rutherford Mulhall, P.A., 2600 N. Military Trail, Fourth Floor, Boca Raton, FL 33431.

In Witness Whereof, the undersigned Incorporator has signed these Articles of Incorporation on the 24<sup>th</sup> day of January, -2005.

*Ryland F. Mahathey*  
Ryland F. Mahathey, Incorporator