

Jul. 20. 2006 9:02AM

Koeppel, Gottlieb, Mesches

No. 6985 P. 1

NO6000007713

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.

((H060001847003)))



H060001847003ABC

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 : KOEPPEL, GOTTIEB, MESCHES, HERZFELD & RUBIN
Account Number : 104447002647
Phone : (561) 659-4020
Fax Number : (561) 659-4438

FLORIDA PROFIT/NON PROFIT CORPORATION

The Palm Beach Police Foundation, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

T. Burch JUL 21 2006

2006 JUL 20 PM 1:14

FILED

SECRETARY OF STATE
ALLAHSEE, FLORIDA

HO6000184700 3

**ARTICLES OF INCORPORATION
OF
THE PALM BEACH POLICE FOUNDATION, INC.**

The undersigned, for the purpose of forming a not for profit corporation under the Florida Not For Profit Corporation Act, hereby organizes and incorporates under the laws of the State of Florida, as follows:

ARTICLE ONE - Name

The name of the Corporation is THE PALM BEACH POLICE FOUNDATION, INC.

ARTICLE TWO - Principal Office and Address

The address of the principal office of the Corporation is 1676 South Ocean Boulevard, Palm Beach, Florida 33480, and the mailing address of the Corporation is 1676 South Ocean Boulevard, Palm Beach, Florida 33480.

ARTICLE THREE - Purpose

The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom and the principal, or part thereof, for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive such property, real, personal and mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift,

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 JUL 20 PM 1:14

FILED

H06000184700 3

bequest or devise of any such property shall be received and accepted if to be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of Florida Statute Sections 617.01011 *et seq.* for charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers is in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its director, 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 these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with § 501(h) of the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including 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 § 501(c)(3) of the 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 § 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) Included among the charitable and educational purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article Three, are the following:

- (i) lessening the burdens of government;
- (ii) defending human and civil rights secured by law;
- (iii) lessening neighborhood tensions;
- (iv) eliminating prejudice and discrimination; and
- (v) combating community deterioration and juvenile delinquency.

(d) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected

HO6000184700 3

with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

ARTICLE FOUR - Members

The Corporation shall have no members.

ARTICLE FIVE - Directors

The affairs of the Corporation shall be managed by a Board of Directors, the number of Directors of which shall not be less than five (5) nor more than nine (9); and the exact number shall be fixed by the Bylaws of the Corporation. Two (2) of the Directors shall be members of the Fraternal Order of Police Lodge 19; three (3) of the Directors shall be members of the Fraternal Order of Police Associates Lodge 19; and all remaining Directors, if any, shall be residents of the Town of Palm Beach, Florida. At or before each annual meeting of the Directors, they shall appoint such Directors to manage the affairs of the corporation for the ensuing year or until their successors are duly appointed as provided for in the Bylaws; and those Directors shall be appointed from nominations submitted pursuant to the provisions of the Bylaws. The following shall constitute the initial Directors who shall act until the first meeting of the Directors or until their successors are duly chosen and qualified:

Fred Hess
Joel P. Koepfel
Tim Moran
Michele Pagan
John F. Scarpa

ARTICLE SIX - Registered Office and Agent

The initial registered office of the Corporation shall be located at 525 South Flagler Drive, Suite 200, West Palm Beach, Florida 33401. The initial registered agent of the Corporation at that address shall be Stuart M. Gottlieb.

ARTICLE SEVEN - Incorporator

The name and residence address of the incorporator is:

<u>Name</u>	<u>Address</u>
John F. Scarpa	1676 South Ocean Boulevard Palm Beach, Florida 33480

B06000184700 3

ARTICLE EIGHT - Initial Officers

The initial officers of the Corporation, who shall serve until the first annual meeting of the Directors of the Corporation or until their successors are duly chosen and qualify are:

<u>Name</u>	<u>Office</u>
John F. Scarpa	President
Tim Moran	Vice President
Joel P. Koeppel	Secretary
Joel P. Koeppel	Treasurer

ARTICLE NINE - Corporate Existence

Except as provided herein or by applicable law, the existence of the Corporation shall be perpetual.

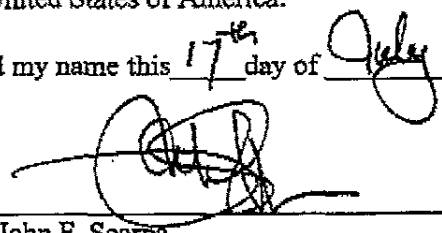
ARTICLE TEN - Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Directors shall determine.

ARTICLE ELEVEN - Territory

The territory in which the operations of the Corporation are principally to be conducted is the Town of Palm Beach, Florida; however, the Corporation shall not be limited to such territory, but shall be limited to conduct its operations in the United States of America.

IN WITNESS WHEREOF, I have subscribed my name this 17th day of July, 2006.


John F. Scarpa

B06000184700 3

H06000184700 3

STATE OF NEW JERSEY)
COUNTY OF Atlantic) ss:

The foregoing instrument was acknowledged before me this 17th day of July, 2006, by JOHN F. SCARPA, who is personally known to me [Yes] or [No] or who has produced as identification.

Sign name:

Print name:

Notary Public

[Notary Seal]

My commission expires:

My commission number is:

H06000184700 3

HQ6000184700 3

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

FILED
2006 JUL 20 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuant of Florida Statutes the following is submitted:

The Palm Beach Police Foundation, Inc. has named Stuart M. Gottlieb, who is located at c/o Koepfel Gottlieb Mesches, 525 South Flagler Drive, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



Stuart M. Gottlieb