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Division of Corporations

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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Speak Up For Kids of Palm Beach County, Inc.

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ARTICLES OF INCORPORATION

OF

SPEAK UP FOR KIDS OF PALM BEACH COUNTY, INC.

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The undersigned, acting as incorporator of a Florida corporation not for profit under the Florida Not-For-Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is **SPEAK UP FOR KIDS OF PALM BEACH COUNTY, INC.**

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 205 N. Dixie Highway, Suite 5.1130, West Palm Beach, Florida 33401. Such address may be revised from time to time by the Board of Directors.

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ARTICLE IV

PURPOSE

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. To that end, the purpose for which the Corporation is organized is to conduct programs and activities, raise funds, request and receive grants, gifts and bequests of money, acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value or other property, real or personal, and make expenditures to or for the direct or indirect benefit of the 15th Circuit Guardian Ad Litem Program, in and for Palm Beach County, Florida, thereby benefitting those abused and neglected children who are served by the 15th Circuit Guardian Ad Litem Program.

ARTICLE V

LIMITATIONS

The Corporation is not organized for a pecuniary profit. The Corporation shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of, or be distributable to, any member, director, trustee, officer, or other private person, 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 II hereof.

No substantial part of the activities of the Corporation shall be devoted to the promulgation 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

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behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its regulations, as they now exist or as they may hereafter be amended, or (b) an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

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5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 205 N. Dixie Highway, Suite 5.1130, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at that address is Vicki A. Tucci.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors shall be as stated in the Bylaws of the Corporation, but shall never be less than three (3). The incorporator shall appoint the initial Board of Directors. The method of election of directors thereafter, and all other matters concerning the directors, shall be as stated in the Bylaws of the Corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or amongst any members or directors of the Corporation, but

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after making provision for the payment of all of the just debts and liabilities of the Corporation, the remaining assets shall be distributed to the State of Florida Guardian ad Litem Foundation, if such entity is at the time exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any later federal tax law, and otherwise, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any later federal tax laws, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be distributed by order of a court of competent jurisdiction of the county in which the principal office of the corporation is then located, to such organization or organizations, as such court shall determine, that are organized and operated exclusively for exempt purposes.

ARTICLE IX

BYLAWS

The Bylaws of this Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of the Board of Directors at any meeting thereof.

ARTICLE X

INCORPORATOR

The name and street address of the incorporator is as follows:

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Name:

Address:

VICKI A. TUCCI

205 N. Dixie Highway, Suite 5.1130
West Palm Beach, Florida 33401

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 3^d day of September, 2008.


VICKI A. TUCCI

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, VICKI A. TUCCI, am familiar with and accept the obligations of the appointment as the
initial registered agent of SPEAK UP FOR KIDS OF PALM BEACH COUNTY, INC., as made
in the foregoing Articles of Incorporation.

DATED this 3^d day of September, 2008

By: 
VICKI A. TUCCI

STATE OF FLORIDA
PALM BEACH COUNTY

The foregoing instrument was acknowledged before me this 3 day of September, 2008, by
Vicki A. Tucci, who is personally known to me or who produced
n/a as authentication and who did not take an oath.




Notary Public, State of Florida
My commission expires:

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