

109000001385

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

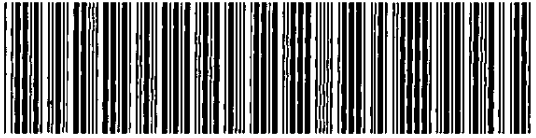
(Business Entity Name)

(Document Number)

Certified Copies Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



100142972371

02/06/09--01047--004 **87.50

FILED
2009 FEB -6 P 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-11-09

RAE FRANKS, ESQUIRE, P.A.
224 Datura Street , Suite 900
West Palm Beach, Florida 33401-5637
(561) 820-9177 Fax: (561) 820-9607

February 4, 2009

Department of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Dissolution, Notice of Dissolution, and Affidavit of Non-Revocation,
for "profit" corporation, The Meeting Place, Inc., fee of \$52.50
Articles of Incorporation for The Meeting Place, Inc., a "non-profit corporation",
fee of \$87.50
Our File No.: 97-1841

Dear Sir/Madam:

Enclosed herein please find the original and two (2) copies of the Articles of Dissolution,
Notice of Dissolution, and Affidavit of Non-Revocation, for the profit corporation, The Meeting
Place, Inc., along with your fee of \$52.50.

Also enclosed herein please find the original and two copies of the Articles of Incorporation
for the new, non-profit corporation, The Meeting Place, Inc., along with your fee of \$87.50.

Please provide me with the certificates of status and certified copies of such items.

Thank you in advance for your prompt attention to this matter. If you have questions, kindly
contact me.


RAE FRANKS, ESQUIRE

RF/rf
Enclosures

COVER LETTER

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

SUBJECT: The Meeting Place, 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: Rae Franks Esquire
Name (Printed or typed)

224 Datura Street #900
Address

West Palm Beach Fla 33401-5637
City, State & Zip

561-820-9177
Daytime Telephone number

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

ARTICLES OF INCORPORATION OF
THE MEETING PLACE, INC.,
A Florida "Not for Profit" Corporation

FILED
2009 FEB -6 P 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

- A. Name of Corporation: The name of the Corporation is "The Meeting Place, Inc."
- B. Principal Office: The principal office of the Corporation is located at 655 No. Military Trail, Unit 3, West Palm Beach, Florida 33415.
- C. Mailing Address: The mailing address of the Corporation is 655 No. Military Trail Boulevard, Unit 3, West Palm Beach FL 33415.
- D. Registered Agent: The name of the registered agent of the Corporation is John S. Richards. The address of the registered agent is 2790 Holly Road, West Palm Beach, Florida 33406.
- E. Duration/Membership: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the Bylaws of the Corporation.
- F. Board of Directors/Trustees: The method of selection of the Board of Directors/Trustees and number of directors shall be stated in the Bylaws of the Corporation. The initial Board of Directors/Trustees are:
John Richards, as President/Chair
Kim Flintom, Vice President/Vice Chair
Marcia Schappacher, Treasurer
Ellen DeCarlo, , Secretary
Jack Bahl, Trustee
Chet Davis, Trustee
Kathy Maenza, Trustee
- G. Incorporators: The name and address of the incorporator is John S. Richards, 2790 Holly Road, West Palm Beach, Florida 33406.
- H. Corporate Purposes: The purposes for which this Corporation is formed are exclusively charitable, and educational and consist of the following:
 - 1. The Corporation is formed exclusively for charitable and educational 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.
 - 2. To aid, support, and assist by gifts, contributions or otherwise, this Corporation,

other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
4. To provide and maintain facilities for fellowship, Twelve-step work, and meeting places for all interested Twelve Step groups in the area; and to provide a center for members of the recovery community for social, educational, recreational and entertainment functions consistent with the overall aims for its members.
5. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

I. 501(C)(3) Limitations

1. **Corporate Purposes:** Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and State income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. **Exclusivity:** The Corporation is organized exclusively for charitable and educational purposes.
3. **No Private Inurement:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits, or dividends to the Directors, Trustees, Officers or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
4. **Lobbying and Political Campaigns:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise

attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. Dissolution: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization continuing the work and goals of The Meeting Place, Inc., or to an organization also recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed appropriately by the Board of Directors/Trustees.
6. "Private Foundation" provisions: In the event this Corporation is considered to be a "private foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:
 - A.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - B.) The Corporation will not engaged in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - C.) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - D.) The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - E.) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Execution

These Articles of Incorporation are hereby executed by the incorporator on this 4th day of February, 2009.



John S. Richards, incorporator

Registered Agent's Acceptance of Appointment

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 my appointment as registered agent for "The Meeting Place, Inc., a Florida not for profit Corporation, and agree to act in this capacity.

Date: February 4, 2009



John S. Richards, Registered Agent

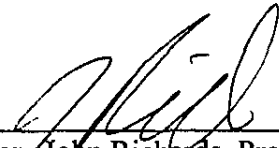
FILED
2009 FEB - 6 P 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF NON-REVOCATION OF DISSOLUTION
AND TRANSFER OF CORPORATE NAME**

State of Florida
County of Palm Beach

The undersigned affiant, John Richards, as incorporator, member of the Board and officer of The Meeting Place, Inc., a profit corporation to be dissolved, hereby swears, affirms and states that the original corporation, The Meeting Place, Inc., a Florida for-profit corporation, shall not shall revoke its dissolution, and further, that it transfers all rights and all use of the name, "The Meeting Place, Inc.", to the new Florida non-profit corporation to be formed, also to be known as "The Meeting Place, Inc."

IN WITNESS WHEREOF, the undersigned, being an officer/director and incorporator of the corporation, has executed this affidavit his action this 4th day of ~~January~~ ^{February}, 2009.



By: John Richards, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this 4th day of ~~January~~ ^{February}, 2009, at the above location, before me, an officer duly authorized to take such acknowledgments, personally appeared John Richards, as director and incorporator of The Meeting Place, Inc., and that he severally acknowledged this affidavit on behalf of such corporation. The above foregoing is personally known to me or produced the following identification: _____ and did not take _____



NOTARY PUBLIC

Printed name: _____
Commission expires: _____

(Commission seal affixed)

