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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-7-08

COVER LETTER

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

SUBJECT: Creative City Collaborative of Delray Beach, 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: R. Brian Shutt, Esq.
Name (Printed or typed)

City Attorney's Office, 200 N.W. 1st Ave.
Address

Delray Beach, FL 33444
City, State & Zip

561-243-7091
Daytime Telephone number

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

FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 28, 2008

R. BRIAN SHUTT, ESQ.
200 NW 1ST AVE.
DELRAY BCH, FL 33444

SUBJECT: CREATIVE CITY COLLABORATIVE OF DELRAY BEACH, INC.
Ref. Number: W08000035454

We have received your document for CREATIVE CITY COLLABORATIVE OF DELRAY BEACH, INC. and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Regulatory Specialist II
New Filing Section

Letter Number: 908A00043442

RECEIVED
08 AUG -7 AM 8:00
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
CREATIVE CITY COLLABORATIVE OF DELRAY BEACH, INC.
(A Corporation Not For Profit)

We, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation not for profit pursuant to and under the provisions of Chapter 617, Florida Statutes.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation is CREATIVE CITY COLLABORATIVE OF DELRAY BEACH, INC., and its principal administrative location shall be at 100 N.W. 1st Avenue, Delray Beach, Palm Beach County, Florida 33444.

ARTICLE II. PURPOSE AND POWERS

Section 2.1 Purpose. The purposes for which the Corporation is formed are exclusively charitable and to build the cultural infrastructure that celebrates the City of Delray Beach ("City") as a creative, authentic, and intimate City; to increase and coordinate public and or private funding and support for cultural growth; to strengthen the City's distinctive national brand; and create a learning community through the implementation of the Creative City Collaborative plan adopted by the City Commission of Delray Beach. The purposes for which the Corporation is organized is to serve the public benefit of the City by raising and allocating funds for a vibrant cultural community, by overseeing projects and programs to achieve its mission, and by championing a unified vision for a creative, authentic and intimate brand.

Notwithstanding any other provisions of these articles, the Corporation is organized exclusively for one or more of the purposes as specified in §501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC §501(c)(3) or corresponding provisions of any

subsequent Federal tax laws. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.

In the event of dissolution, all the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC §501(c)(3) or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose.

Section 2.2 Powers. In furtherance, but not in limitation, of the foregoing charitable purposes, the Corporation shall have the following powers:

a. To raise or solicit funds, that are confined to new sources of funding (not existing sources of funding of the current cultural organizations) as determined at the time of the filing of these articles, for the furtherance of its charitable purposes;

b. To do such things as are incidental to the foregoing purposes and powers.

c. The Corporation shall have all of the powers of a not-for-profit corporation under Chapter 617 and 607 of the Florida Statutes, as amended from time to time.

ARTICLE III. MEMBERSHIP

The Membership of the Corporation with full voting rights, in accordance with the Bylaws, shall be as follows.

a. The initial members, who shall have full voting rights at the First Annual Meeting, shall be those persons who have attended at least one meeting as determined by the initial members from the minutes of such meetings.

b. No payment shall be made to its members or officers for serving in such positions.

c. The Corporation is non-sectarian and nonpartisan.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, unless dissolved according to law; provided, however, that upon such dissolution of this corporation, the assets of this corporation shall be distributed as hereinafter provided.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 100 N.W. First Avenue, Delray Beach, Florida 33444, and the name of the initial registered agent of this corporation is ROBERT A. BARCINSKI.

ARTICLE VI. SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is:

NAME	ADDRESS
R. Brian Shutt	200 NW 1st Avenue Delray Beach, Florida 33444

ARTICLE VII. MEMBERS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by the members. The method of the election or appointment of the members is as set forth in the bylaws of this corporation. The number of members of the corporation shall be not less than eleven or more than fifteen persons; provided, however, that number may be changed

by a bylaw duly adopted pursuant to the bylaws of this corporation. The names and addresses of the persons who are to serve as the initial members until the first election or appointment under these Articles of Incorporation are:

1. Jay Alperin
2100 Lake Ida Road, Suite 2A
Delray Beach, FL 33445

2. Frances Bourque
4780 S. Lake Drive
Boynton Beach, FL 33436

3. Vera Farrington
170 SW 5th Avenue
Delray Beach, FL 33444

4. John Harris, Jr.
770 E. Atlantic Avenue
Delray Beach, FL 33483

5. Alberta McCarthy
85 SW 5th Avenue
Delray Beach, FL 33444

6. Rich McGloin
2275 N. Swinton Avenue
Delray Beach, FL 33444

7. Jeff Perlman
971 Delray Lakes Drive
Delray Beach, FL 33444

8. Jamie Ramirez
1107 SW 9th Avenue
Delray Beach, FL 33444

9. Heidi Sargeant
1227 South Ways
Delray Beach, FL 33483

10. Nancy Stewart
223 NE 1st Avenue
Delray Beach, FL 33444

ARTICLE VIII. BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, by following the procedure set forth in the bylaws.

ARTICLE IX. AMENDMENTS

Amendments to these articles of incorporation may be adopted by a vote of at least two-thirds of the entire membership of the corporation.

ARTICLE X. DISTRIBUTION UPON DISSOLUTION

If the Corporation is dissolved, any residual assets of this Corporation will be distributed for one or more exempt purpose or purposes specified in Section 501(c)(3) of the Code or corresponding sections of any future Internal Revenue Law of the United States, or the Authority, or to the Federal, or the Florida State, or local government for exclusively public purposes.

ARTICLE XI. INDEMNIFICATION

Every member and officer of the Corporation shall be indemnified by this Corporation to the full extent permitted by law against all expenses and liabilities, including attorney's fees in trial and appellate proceedings or any settlement thereof, reasonably incurred by or imposed upon him in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having been a member or officer of this Corporation, whether or not he/she is a member or officer at the time such expenses are incurred, unless the liability of the member or officer in question is

adjudged by decision of a court of competent jurisdiction to result from the gross negligence or willful misconduct of such member or officer in the performance of his/her duties; provided, however, that in the event of a settlement, the indemnification herein shall apply only when a majority of a quorum of the members approves such settlement and reimbursement as being in the best interest of this Corporation, The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said member or officer may be entitled.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, has hereunto set my hand and seal, this 1st day of August, 2008, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

R. Brian Shutt

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared R. Brian Shutt, known to me and known to be the person who executed the foregoing Articles of incorporation, and that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and county aforesaid, this 1st of August, 2008.

Catherine Inglese
Notary Public
State of Florida
My Commission Expires:
(seal)

Catherine Inglese
Commission # DD565576
Expires July 22, 2010
Bonded Troy Fain - Insurance, Inc 800-385-7019

I ROBERT A. BARCINSKI, having been named as registered agent to accept service of process for the Creative City Collaborative of Delray Beach, Inc., at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Robert A. Barcinski
Signature/Registered Agent

8/4/08
Date

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2008 AUG -7 P 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA