

N00000001285



ACCOUNT NO. : 072100000032

REFERENCE : 604013 81404A

AUTHORIZATION :

COST LIMIT : \$ 78.45 *Patricia Pizit*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 28 PM 2:54

ORDER DATE : February 28, 2000

ORDER TIME : 12:52 PM

ORDER NO. : 604013-005

500003149845--9

CUSTOMER NO: 81404A

CUSTOMER: Stephen S. Mathison, Esq
MATHISON & MATHISON
MATHISON & MATHISON
Suite 211
5606 Pga Boulevard
Palm Beach Gdns, FL 33418

DOMESTIC FILING

NAME: PGA CORRIDOR ASSOCIATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
00 FEB 28 PM 1:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

g 2/28/00

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

00 FEB 28 PM 2: 54

PGA CORRIDOR ASSOCIATION, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation not for profit, pursuant to the provisions of the Florida Not for Profit Corporation Act.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is

PGA CORRIDOR ASSOCIATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The street address of the principal office of the Corporation is:

PGA Corridor Association
3101 PGA Boulevard
Palm Beach Gardens, Florida 33410

ARTICLE III

PURPOSE

To preserve, enhance and promote PGA Boulevard as the premiere business corridor and main street of Northern Palm Beach County.

Notwithstanding any other provisions for these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any United States Internal Revenue Law).

ARTICLE IV

BOARD OF DIRECTORS

The Corporation initially shall be managed by a Board of Directors ("Board") consisting of no less than five (5) nor more than thirty (30) directors. The number of directors may be fixed from time to time within this range pursuant to the By-Laws. Directors shall be elected in accordance with the By-Laws. The Board may appoint an Executive Committee to supervise the day-to-day operations of the Corporation. It may also appoint an Advisory Committee and certain other committees, in each case in accordance with the By-Laws. One-third (1/3) of the authorized number of directors determined pursuant to the By-Laws shall constitute a quorum at any meeting of the Board. The initial Board of Directors of the Corporation are as follows:

Elayne Adams
Tom Cairnes
Joel Channing
Steve Cohen

Marc Barry
Ken Blair
Gary Gottlieb
Stephen Mathison

ARTICLE V

MEMBERS

This Corporation shall have members. The class or classes of members and the qualifications and rights of each shall be established in the By-Laws. Membership dues shall be established by the Board.

ARTICLE VI

OFFICERS

The Board of Directors shall elect the Officers, all of whom shall be directors. The Officers shall consist of a President, a Vice President, a Secretary, an Assistant Secretary and a Treasurer. An additional Assistant Secretary and an Assistant Treasurer who are not directors may be appointed by the Board. An Executive Director may also be appointed by the Board of Directors to manage the day-to-day operations of the Corporation, in accordance with the By-Laws.

ARTICLE VII

INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this not for profit corporation is PGA Concourse Building, 5606 PGA Boulevard, Suite 211, Palm Beach Gardens, FL 33418 and the name of the initial registered agent of this Corporation at this address is Stephen S. Mathison.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE VIII

INCORPORATOR

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

NAME

Elayne Adams

MAILING ADDRESS

PGA Corridor Association
3101 PGA Boulevard
Palm Beach Gardens, FL 33410

ARTICLE IX

LIABILITY

None of the Directors, Officers or Members of this Corporation shall be personally liable for its debts, liabilities or obligations.

ARTICLE X

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify it as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding

provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of general jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

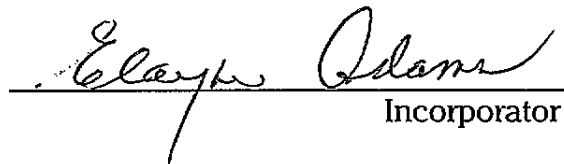
MISCELLANEOUS

The duration of the Corporation shall be perpetual.

This Corporation is organized on a non-stock basis.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, Officers, or their 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 as set forth in Article III hereof.

The corporate existence of the Corporation shall begin upon the date of filing of these Articles of Incorporation.


Incorporator

Having been named as Registered Agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Registered Agent

2/25/00
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 28 PM 2:54