

N 000000005397

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State


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.

(((H00000042975 3)))

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) 922-4001

From:  BOOSE, CASEY, CIRLIN, ET AL
Account Name :
Account Number : 076376001447
Phone : (561) 832-5900
Fax Number : (561) 833-4209

FLORIDA NON-PROFIT CORPORATION

The Borland Center, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$78.75

00 AUG 17 PM 2:13

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 16, 2000

BOOSE, CASEY, CIKLIN, ET AL

SUBJECT: THE BORLAND CENTER, INC.
REF: W00000020152

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

FAX Aud. #: H00000042975
Letter Number: 100A00044031

ARTICLES OF INCORPORATION

THE BORLAND CENTER, INC.

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under the Chapter 617, Florida Statutes, and certify as follows:

Article I

Name and Address

The name of this Corporation shall be: The Borland Center, Inc.

The initial principal office of the Corporation is 3970 R.C.A. Boulevard, - Suite 7009, Palm Beach Gardens, Florida 33410

Article II

Purpose

The Corporation is being formed for the purpose of enriching the lives of the citizens of (northern) Palm Beach County by establishing a culturally-relevant Community Gathering Place anchored in Judeo-Christian values where the performing arts touch hearts. Toward this purpose, the Corporation will engage in any and all permitted actions allowed and within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 as amended, and all lawful actions allowed within the meaning of Chapter 617 of the Florida Statutes.

Article III

Powers

The powers of the Corporation shall include and be governed by the following provisions:

- (a) The Corporation shall have all the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 17 PM 2:14

- (b) The Corporation shall have the powers and duties set forth in Chapter 617 of the Florida Statutes. In order to promote the purposes of this Corporation, it may acquire property by grant, gift, purchase, lease, devise or bequest and hold and dispose of such property as the Corporation shall require for the benefit of its members and not for pecuniary profit. The Corporation shall have the right to maintain and use appropriate bank accounts for the purpose of the Corporation and to execute all necessary documents which might be reasonably necessary to further the purpose of the Corporation. The Corporation shall have the right to enter into contracts, conveyances, and to acquire, solicit, borrow, lend, and otherwise deal in monies and assets, which are reasonably necessary to further the primary purposes of the Corporation. Officers and directors may be compensated for services provided. The Corporation shall have the right to employ and pay salaries to necessary personnel to perform the services required for the proper operation of the purposes of this Corporation. The Corporation has the right to maintain offices anywhere in the State of Florida. The forgoing powers are illustrative only and in no way limit the powers of The Corporation.

Article IV

Prohibitions

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual. Members, directors, and officers of the Corporation may, however, receive reasonable compensation for services provided. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication and distribution of statement) any campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal 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 or (b) a corporation, contribution to which are deductible under the Internal Revenue Code of 1986, or any other corresponding provision of any future United States Internal Revenue law, or the laws of the State of Florida as they now exist or may hereinafter be amended.

Article V

Membership, Qualification and Admission

The qualification of members and the manner of their admission shall be as follows:

Section 1: Qualification

Any natural person over the age of eighteen (18), corporation, or organization, that has paid such annual fees or equivalent in-kind service, as the Board of Directors may from year to year establish, and has satisfied such other membership requirements that are set, from time to time in the By-Laws, shall be eligible for membership in the Corporation. Any natural person, who shall not have attained the age of eighteen (18) years and has paid such annual fees as the Board of Directors shall from year to year establish and who shall have satisfied such other membership requirements as are established by the By-Laws, shall be eligible for junior membership in the Corporation.

Section 2: Admission to Membership

Those natural persons, corporations, or organizations, who shall have satisfied the membership requirements established by the By-Laws of the Corporation, and paid their annual dues, shall be admitted to membership.

Section 3: Limits

There shall be no limit as to the number of members of the Corporation.

Section 4: Voting

Members shall have voting rights in accordance with the By-Laws of the corporation. Junior members shall have no voting rights.

Article VI

Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

Article VII**Registered Office/Registered Agent**

The street address of the registered office of this Corporation is 3970 R.C.A. Boulevard, Suite 7009, Palm Beach Gardens, Palm Beach County, Florida 33410, and the name of the Registered Agent of the Corporation is Amy Smith, Esquire, Walton, Lantoff, Schroeder and Carson, 1645 Palm Beach Lakes Boulevard - #800, West Palm Beach, Florida 33401.

Article VIII**Board of Directors****Section 1:**

~~The affairs of this Corporation shall be overseen by a Board of Directors. This~~
Corporation shall have three Directors initially and may increase the number of directors from time to time in accordance with the by-laws of the Corporation.

Section 2:

Members of the Board of Directors shall hold office in accordance with the by-laws of the Corporation.

Article IX**Incorporators/Subscribers**

The names and residences of the subscribers to these Articles are:

Dr. Raymond Underwood
268 Coco Plum Drive North
Jupiter, Florida 33458

Michael Kelly
One Old Meadow Way
Palm Beach Gardens, FL 33418

H. R. Gonzalez, Jr.
117 Elsa Road
Jupiter, Florida 33477

Article X

Officers

Section 1: The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the by-laws.

Section 2: The officers shall be elected by the Board of Directors as provided in the by-laws.

Section 3: The Officers shall serve and their duties shall be set forth in the by-laws of the Corporation.

Article XI

By-Laws

Section 1: The Board of Directors of the Corporation may provide for such By-Laws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws may be amended, altered, or rescinded by a 75% vote of those members of the Board present at any regular meeting or any special meeting called for that purpose.

Article XII

Amendments

Section 1: These Articles of Incorporation may be amended at a special meeting of the Board of Directors for that purpose by the seventy-five percent (75%) vote of those present.

Section 2: Amendments to these Articles of Incorporation may also be made at a regular meeting of the Board of Directors upon notice given as provided by the By-Laws of intention to submit such amendments.

Article XII

Affiliation

The Corporation shall be affiliated with Palm Beach Community Church and shall look to the Church for guidance on matters of values, codes of ethics, and corporate culture.

Article XIII**Indemnification**

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding or any settlement of a proceeding to which they may be a party or in which, or arising out of, which they may become involved by reason of being or having been a director or an officer of the Corporation, whether or not the director or officer is serving at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled under law. This indemnification shall apply except for acts of gross negligence or fraud by such officers or directors.

Article XIV**Dissolution**

In the event of dissolution, the residual assets of the corporation shall be returned over to one or more organizations which are themselves exempt as organizations described Section 170 and Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue Code or to the federal, state, or local government for exclusive public purposes. The last Board of Directors shall make the determination.

IN WITNESS THEREOF, the undersigned subscribing incorporators have herein set our hands and seals this 10th day of August, 2000, for the purpose of forming this Corporation and not for profit under the laws of the State of Florida.

Raymond E. Underwood
Raymond E. Underwood

Michael E. Kelly
Michael Kelly

H. R. Gonzalez, Jr.
H. R. Gonzalez, Jr.

THE STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:

BEFORE ME, the undersigned authority, personally appeared Raymond E. Underwood, Michael Kelly, and H. R. Gonzalez, Jr. to me well known and known to be to be the persons described in and who executed the foregoing and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of August, 2000.

RuthAnn Ingersoll
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



RuthAnn Ingersoll
Commission # CC 920269
Expires March 20, 2004
Bonded Through
Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties.


Amy Smith, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 17 PM 2:14