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TRANSMITTAL LETTER

January 31, 2001

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

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-02/02/01--01099--017  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**SUBJECT:** TOWARD A MORE PERFECT UNION INITIATIVE OF PALM BEACH COUNTY, 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: Thomas A. Sheehan, III  
Name (Printed or typed)  
  
625 N. Flagler Drive, 9th Floor  
Address  
  
West Palm Beach, FL 33401  
City, State & Zip  
  
(561) 659-7500  
Daytime Telephone number

FILED  
01 FEB -2 PM 5:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

2-5-01  
WC

ARTICLES OF INCORPORATION  
OF  
TOWARD A MORE PERFECT UNION  
INITIATIVE OF PALM BEACH COUNTY, INC.

FILED  
01 FEB -2 PM 5:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I**

**Name of Corporation**

The name of this Corporation shall be TOWARD A MORE PERFECT UNION INITIATIVE OF PALM BEACH COUNTY, INC. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be Children's Services Building, 1919 North Flagler Drive, Suite 248, West Palm Beach, Florida 33407.

**ARTICLE II**

**Purposes**

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE III**

**Prohibited Activities**

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its directors, officers or committee members, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to its directors,

officers and committee members and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of this Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political 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 any other corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

#### **ARTICLE IV**

##### **Membership**

This Corporation shall have no members.

#### **ARTICLE V**

##### **Corporate Duration**

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

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation located at such address is Thomas A. Sheehan, III.

## **ARTICLE VII**

### **Board of Directors**

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected or appointed and have qualified pursuant to the Bylaws of this Corporation, are:

Douglas P. Regan

Northern Trust Bank  
11780 U.S. Highway One, Ste. 100  
North Palm Beach, FL 33408

William H. Rothchild

Anti-Defamation League  
324 Datura Street, Ste. 223  
West Palm Beach, Florida 33401

Elvio Serrano

Community Foundation for Palm Beach  
and Martin Counties  
324 Datura Street, Ste. 340  
West Palm Beach, FL 33401

## **ARTICLE VIII**

### **Bylaws**

The Bylaws of this Corporation may be made, altered, amended or rescinded at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

## **ARTICLE IX**

### **Amendment to Articles of Incorporation**

These Articles of Incorporation may be amended at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

## **ARTICLE X**

### **Dissolution**

In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Internal Revenue law of the United States.

## **ARTICLE XI**

### **Incorporator**

The name and address of the incorporator of this Corporation is: Thomas A. Sheehan, III, 625 North Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, Florida 33401.

## ARTICLE XII

### Indemnification

This Corporation shall have the power, to the fullest extent permitted by the provisions of the *Florida Statutes*, Section 617.0831, as the same may be amended and supplemented, to indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any rights to which those indemnified may be entitled under any bylaws, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 31st day of January, 2001.

Thomas A. Sheehan, III  
Thomas A. Sheehan, III

**CERTIFICATE DESIGNATING REGISTERED OFFICE**  
**FOR THE SERVICE OF PROCESS WITHIN FLORIDA,**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
01 FEB -2 PM 5:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT TOWARD A MORE PERFECT UNION INITIATIVE OF PALM BEACH  
COUNTY, INC., DESIRING TO ORGANIZE OR QUALIFY AS A CORPORATION NOT FOR  
PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL  
REGISTERED OFFICES AT 625 NORTH FLAGLER DRIVE, 9<sup>TH</sup> FLOOR, WEST PALM  
BEACH, FLORIDA 33401, HAS NAMED THOMAS A. SHEEHAN, III AS ITS REGISTERED  
AGENT TO ACCEPT SERVICE OF PROCESS FOR THE CORPORATION WITHIN THE  
STATE OF FLORIDA.

Thomas A. Sheehan III  
Thomas A. Sheehan, III, Incorporator  
Located at 625 North Flagler Drive, 9<sup>th</sup> Floor  
West Palm Beach, Florida 33401

January 31, 2001

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated Corporation, at the  
place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and  
agree to comply with the provisions of Florida Statutes relative to keeping open said office and  
further accept the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 31st day of January, 2001.

By: Thomas A. Sheehan III  
Thomas A. Sheehan, III, Registered Agent