



NO 1000008902

ACCOUNT NO. : 072100000032

REFERENCE : 483002 80473A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

01 DEC 20 PM 1:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 20, 2001

ORDER TIME : 10:10 AM

ORDER NO. : 483002-005

CUSTOMER NO: 80473A

200004734252--0

CUSTOMER: Ms. Ronda Gluck
Bill T. Smith, Jr., P.a.

Suite 402
980 North Federal Highway
Boca Raton, FL 33432

DOMESTIC FILING

NAME: BOCA EL GYM FUND, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

RECEIVED
01 DEC 20 AM 11:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PS 12/21/01

026

001-29129



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 20, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: BOCA EL GYM FUND, INC.
Ref. Number: W01000029129

RESUBMIT

Please give original
submission date as file date.

We have received your document for BOCA EL GYM FUND, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

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.

Please return the 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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 601A00066669

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01 DEC 21 PM 1:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BOCA EL GYM FUND, INC.**

FILED
01 DEC 20 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator to these Articles of Incorporation, natural person competent to contract, do hereby execute these Articles of Incorporation for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is BOCA EL GYM FUND, INC. Its principal office shall be at 980 North Federal Highway, Suite 402, Boca Raton, FL 33432, or at such other place as may be designated from time to time, by the Board of Directors.

ARTICLE II

PURPOSES

The purpose for which this corporation is organized is:

- (1) To organize and operate exclusively for charitable, educational, scientific and literary purposes and all objectives of the corporation shall be subject thereto and in pursuance thereof;
- (2) To bring to the people of Boca Raton, Florida the health, happiness, satisfaction and other spiritual, psychological and material benefits which derive from preserving the historic sites of the city, including saving the Boca Raton Elementary Gym (hereinafter "Boca El Gym"), and, to that end, to strive through education, encouragement, cooperation, organization, persuasion and the expenditure of funds at the disposal of the corporation, but always within the limitations of its charitable,

-
- educational, scientific, community, and literary purposes and of all restrictions contained in these Articles, to achieve, enhance and maintain the historic beauty in the community including saving the Boca El Gym;
- (3) To persuade the Owners and operator of public and private facilities, space, structures, manufacturing establishments, and similar enterprises, to undertake appropriate beautification, including, renovation of the Boca El Gym;
 - (4) To cooperate, when requested, with all public and private entities, official, and persons in their efforts to preserve and beautify the historic sites of Boca Raton;
 - (5) To carry out these purposes, the corporation shall be empowered to acquire, rent lease, let, hold, buy, construct, reconstruct, renovate, relocate, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things, subject to the restrictions herein, as are allowed by the laws of the State of Florida with respect to corporations not for profit, as these laws now exists or as there may hereafter provide;
 - (6) The corporate purposes shall furthermore be in accordance with the provisions of Florida Statutes Chapter 617 and Section 501(c)(3) of the Internal Revenue code as amended;
 - (7) To perform any and all acts that are legal under the United States and State of Florida laws;

- (8) Realizing that, although the ideal of a Historically preserved community is an objective which commands universal consent, it is one which cannot be achieved without the widespread cooperation of many individuals acting in concert.
- (9) The goal is to educate the people of the community in the ideal of a Historically preserved community and in the means of attaining that ideal, and thus to encourage them to undertake whatever efforts and expenses are required of them to maintain the Boca El Gym and to bring distinction to this historical sites and to cooperate with one another in bringing beauty and historical significance to the Boca Raton Community by saving the Boca El Gym;
- (10) To do any and all acts necessary to obtain local, city, state and National approval for Historical designations including, but not limited to, planning, mapping, beautifying, linking and decorating, designating Historic sites, monuments and districts;
- (11) To hire experts, surveyors and consultants to assist with all aspects of determining eligibility of historic sites to be placed in a National and State Register of Historic Districts;
- (12) To research historic sites and research, review and prepare architectural documentation Historic Sites and Districts;

ARTICLE III

MEMBERSHIP

There will be no membership in the corporation. There are no members of the corporation entitled to vote.

ARTICLE IV

TERM OF EXISTENCE

The term of existence of this corporation is perpetual.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is c/o Bill T. Smith, Jr. Esq., Bill T. Smith, Jr. P.A., 980 North Federal Highway, Suite 402, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is Bill T. Smith, Jr.

ARTICLE VI

INCORPORATORS

The name and address of the Incorporator is:

Bill T. Smith, Jr., Esq.
Bill T. Smith, Jr. P.A.
980 N. Federal Highway
Suite 402
Boca Raton, FL 33432

ARTICLE VII

DIRECTORS

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as initial directors are:

Linda Jackson, 175 NE 4th Avenue, Boca Raton, Florida 33432

Arlene Owens, 236 NW 7th Street, Boca Raton, Florida 33432

Carol Aylward, 5700 NW 2nd Avenue, Apt 302, Boca Raton, Florida 33431

Bill Aylward, 5700 NW 2nd Avenue, Apt 302, Boca Raton, Florida 33431

Merle Haber, 730 Coquina Court, Boca Raton, Florida 33432

Diane Borchardt, 625 Heron Drive, Delray Beach, FL 33444

The number of original directors of this corporation may be fixed or changed from time to time by amendment of the By-Laws of this corporation. The method of election of Directors is as stated in the By-Laws.

There shall be no fewer than three (3) directors and no more than nine (9) directors at any one time.

ARTICLE VIII

BY-LAWS

Section 1. The initial By-Laws of the corporation shall be adopted by a majority vote of the Board of Directors.

Section 2. The By-Laws may be made, amended or rescinded by a majority vote of the Board of Directors.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE X

NEGATION OF PECUNIARY GAIN

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends, and no part of its income shall inure to the benefit of any member, director, officer or individual; provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described herein.

ARTICLE XI

PROHIBITION OF CERTAIN ACTIVITIES

This corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities, furthermore, this corporation shall not directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XII

DISSOLUTION

Upon dissolution of this corporation in accordance with Florida Law, the assets and funds remaining after paying or making provision for the payment of all of the liabilities of this corporation shall be distributed by the Board of Directors to either: (i) the City of Boca Raton; (ii) the Boca Raton Historical Society in accordance with the requirements for

exemption under Section 501(c)(3) of Internal Revenue Code of 1986; (iii) any other 501(c)(3) entity as determined by the Board of Directors. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Palm Beach County, or any other court having jurisdiction over this corporation in regard to its dissolution exclusively for the purposes of this corporation.

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIV

MEETINGS BY TELECONFERENCE

Any and all meetings of the Directors or Officers may be attended in person or by telephone or other form of electronic conferencing.

ARTICLE XV

INFORMAL DIRECTOR ACTION

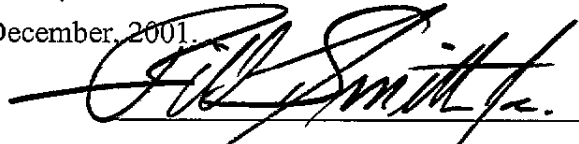
If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings. Evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XVI

LIABILITY

None of the members, directors or officers of this corporation shall be personally liable for its debts, liabilities or obligations.

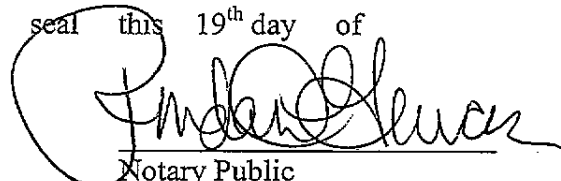
SUBSCRIBED to this 19th day of December, 2001.


Bill T. Smith, Jr., Esq. Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day before me, a Notary Public duly authorized to take acknowledgements, personally appeared BILL T. SMITH, JR., ESQ., to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal this 19th day of
December, 2001.


Notary Public
My Commission Expires:



Ronda D Gluck
My Commission DD083106
Expires December 15, 2006

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

01 DEC 20 PM 1:34

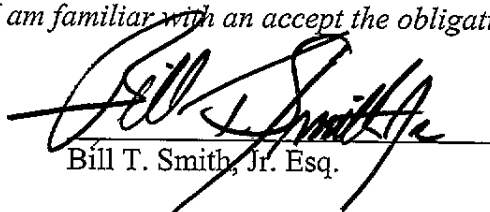
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Corporation is: Boca El Gym Fund, Inc.
2. The name and the Florida street address of the registered agent are:

Bill T. Smith, Jr., Esq.
Bill T. Smith, Jr. P.A.
980 N. Federal Highway
Suite 402
Boca Raton, FL 33432

Having been named as registered agent and to accept services of process for the above stated limited liability company at the place designated in this certificate, 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.


Bill T. Smith, Jr. Esq.