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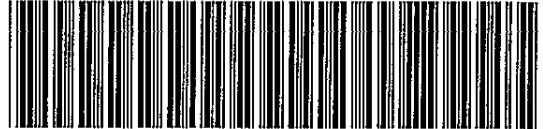
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TALLAHASSEE, FLORIDA

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## Brady & Brady, P.A.

*Attorneys at Law*

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November 27, 2002

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

Re: Articles of Incorporation - non-profit

Gentlemen:

Enclosed are the original Articles of Incorporation of Community Partnership Group, Inc., together with a copy so that I may receive a certified copy of the articles of incorporation. Also enclosed is a check for the filing fee, registered agent fee and certified copy charge. Please file the original articles, and return a certified copy of the articles to me at your earliest convenience. A return addressed, postage prepaid envelope is enclosed for your convenience in returning the requested copy.

Thank you for your attention to this request.

Very truly yours,

BRADY & BRADY, P.A.

By: 

Frank R. Brady, Esq.

FRB/nb  
encl.

**Articles of Incorporation  
of Community Partnership Group, Inc.**

Pursuant to the provisions of §§ 617.0202 et seq., Florida Statutes the undersigned, being the incorporators of COMMUNITY PARTNERSHIP GROUP, INC. (the "Corporation") do hereby execute, on behalf of the Corporation, the following Articles of Incorporation:

**ARTICLE ONE**

The name of this corporation is COMMUNITY PARTNERSHIP GROUP, INC. The corporation is organized and incorporated under the Florida Not For Profit Act, § 617.001 et seq., Florida Statutes, as a charitable organization the net earnings of which are devoted exclusively to charitable, scientific, educational, literary and fraternal purposes.

**ARTICLE TWO**

The corporation is to have perpetual existence.

**ARTICLE THREE**

§3.01 The corporation may transact any and all lawful business for which corporations authorized to engage in charitable, scientific, educational, literary and fraternal purposes may be incorporated under the Florida Not For Profit Act and the Florida General Corporation Act. The purposes of the Corporation shall include, in addition to the other purposes described in the preceding sentence, the following:

(i) any and all purposes permissible under Rev. Proc. 96-32, 1996-20 I.R.B. 14 and the fostering of low-income housing;

(i) making available mental health services for children and families within the State of Florida, with a primary focus on children's services, providing early childhood mental health services through the Parent Child Study Center and Tree House Programs in the areas of developmental, emotional, behavioral and social problems so as to meet the mental health needs of children in the community; working with these childhood cases in a therapeutic setting free from labeling young children as mentally ill so that parents and children can receive needed services without fear or social stigma; providing these mental health services through a child-oriented and family-oriented staff; and provide diagnostic evaluative services, treatment and medical services as well as other direct and non-direct services of an educational and consultative nature; holding and administering such funds as may be earned by it or given to the Corporation by any governmental bodies, corporations, persons or other entities for the operation of its center and all other activities and providing flexibility in its fee system so as to meet expenses incurred by the family.

(i) such other business activities as may be necessary or permissible for the purposes permissible under Rev. Proc. 96-32, 1996-20 I.R.B. 14;

(i) In order to facilitate the ends and purposes described in paragraph C above, the corporation shall be authorized to promote, facilitate, develop and finance the creation of affordable housing for sale or rent in Palm Beach County, Florida. It shall serve as a catalyst for community action, a conduit for funds and an advocate for people who desire better and affordable housing but who are not organized for such purposes. The corporation shall also be authorized to engage in such other business activities as may be necessary or permissible for the foregoing purposes, including the coordination of the delivery of social services at its residential rental properties under its "Campus for Living" program. In order to facilitate the ends and purposes described in paragraphs C and D of this Article IV, the corporation may elect to obtain the following certifications:

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- a "community development corporation" pursuant to section 290.033(2), Florida Statutes;
- a "local development corporation" as defined in the Community Block Grant regulations contained in Title 24 C.F.R. §570.204(C)(3);
- a conduit for Small Business Administration funds pursuant to section 301(d) of the Small Business Investment Act of 1958, as amended;
- a "community housing development organization" pursuant to the Home Investments Partnership Program.

(i) The corporation shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation.

§3.01 This corporation is created as a "subordinate organization" that is owned or controlled by a "central organization" (as each such term is defined in Rev. Proc. 80-27, 1980-1 C.B. 677) and is intended to comply in all material respects with §501(c)(3) of the Internal Revenue Code of 1986, Rev. Proc. 80-27 and all applicable Federal Income Tax Regulations.

#### ARTICLE FOUR

§4.01 The corporation shall be organized on a non-stock basis pursuant to Fla. Stat § 617.0505. The corporation shall not have members. The powers of this Corporation shall be exercised, its properties controlled and its affairs managed, by a board of directors consisting of not less than three (3) persons. A statement as to the manner in which the members of the Board of Directors shall be elected or appointed shall be set forth in the Corporation's bylaws.

§4.02 Any action required or permitted to be taken by the members of a corporation under any provision of law shall be taken by the Board of Directors, and may be taken without a meeting or notice thereof if all persons then serving on the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors of the Corporation, and any such written action shall have the same force and effect as if taken upon a vote of the board of directors at a regular or special meeting thereof. Any certificate or other document filed under any provision of law which relates to action taken as provided in this paragraph shall state that the action was taken by unanimous written consent of the board of directors of the Corporation without a meeting and that these Articles of Incorporation and the bylaws of the Corporation authorize the members to so act. Such a statement shall be prima facie evidence of such authority.

#### ARTICLE FIVE

§5.01 The mailing address of the principal corporate office of the corporation is 4016 Broadway, West Palm Beach, Florida 33407.

§5.02 The name and street address of the initial Registered Agent for this corporation to accept service of process within the State of Florida is John Corbett c/o Housing Partnership, Inc., 4016 Broadway, West Palm Beach, Florida 33407.

#### ARTICLE SIX

§6.01 The names and addresses of the incorporators of this corporation are:

John Corbett  
4016 Broadway  
West Palm Beach, FL 33407

Robin Todd  
4016 Broadway  
West Palm Beach, FL 33407

Mike Ramos  
4016 Broadway  
West Palm Beach, FL 33407

§6.02 Said incorporators are over the age of eighteen (18) years, sui juris and citizens of the United States and Florida.

#### ARTICLE SEVEN

§7.01 The powers of this Corporation shall be exercised, its properties controlled and its affairs managed, by a board of directors consisting of not less than three (3) persons. The incorporators shall manage the affairs of the Corporation until the organizational meeting of the Corporation, at which time an election of directors shall be held in the manner prescribed by the Corporation's bylaws. The Bylaws may provide for such increase or change, from time to time, in number thereof as is authorized by law.

§7.02 The Board of Directors shall elect officers of the Corporation to the offices specified in the bylaws, which officers shall have the powers and duties set forth in the bylaws. Initially, such officers shall be elected at the first annual meeting of directors and shall serve until their successors in office are elected and qualify.

#### ARTICLE EIGHT

§8.01 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or in behalf of the Corporation.

§8.02 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization described in either §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or §501(c)(10) of the Code and exempt from federal income taxation under §501(a) of the Code (such an organization hereinafter referred to as an "Exempt Organization").

§8.03 The property of this Corporation, whether tangible or intangible, real or personal, is hereby dedicated exclusively to charitable, educational, literary, scientific and fraternal purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any other private individual.

§8.04 Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific, literary or fraternal purposes as shall qualify as an Exempt Organization, as the Board of Directors may determine in its discretion. Any assets of the Corporation not so disposed of shall be disposed of by any court of competent 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 organized and operated exclusively for such purposes as such court shall determine.

#### ARTICLE NINE

§9.01 The qualification for membership on the Corporation's board of directors, serving as an officer and the manner of their admission shall be regulated by the bylaws of this Corporation.

§9.02 Amendments to these Articles of Incorporation may be proposed by resolution of the directors adopted at a duly called meeting thereof or as otherwise provided by law.

§9.03 The bylaws of the Corporation may be altered, rescinded, added to or amended, and new bylaws may be adopted, by following the procedures therefor specified in the bylaws of the Corporation.

ARTICLE TEN

The effective date of this corporation shall be the filing date of these Articles of Incorporation in accordance with Florida Statutes §607.0203.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the Corporation, has hereunto set his hand in the name and on behalf of the Corporation this 22nd day of November, 2002.

  
\_\_\_\_\_  
INCORPORATOR

STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within this State and Naming Agent Upon Whom Process May be Served.

The following is submitted, in compliance with, Florida Statutes:

Community Partnership Group, Inc. is a non-profit corporation organized under the laws of the State of Florida, with its principal office located at 4016 Broadway, in the municipality of West Palm Beach, County of Palm Beach, State of Florida 33407, and has named \_\_\_\_\_ as its agent to accept service of process within this State at the office specified in his acceptance below.

  
\_\_\_\_\_  
INCORPORATOR

ACCEPTANCE:

I hereby agree, as Registered Agent of Community Partnership Group, Inc. to accept Service of Process; to keep my office at 4016 Broadway, West Palm Beach, Florida 33407 open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service or process at the Florida designated address) in some conspicuous place in said office as required by law.

  
\_\_\_\_\_  
, as Registered Agent

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