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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BRODY, COHEN & WINIG, P.A.

ATTORNEYS AT LAW
CENTURION TOWER

1601 FORUM PLACE, SUITE 304
WEST PALM BEACH, FLORIDA 33401-8103

ROBERT BRODY
RICHARD S. COHEN
STEVEN L. WINIG

R. S. Cohen E-Mail:
rscohenesq@aol.com

TELEPHONE
(561) 684-9100

FACSIMILE
(561) 697-3648

August 27, 2003

Via Fedex

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Palm Beach Bridge Club, Inc.

Gentlemen:

Enclosed please find the original and one copy of the above-referenced not for profit company's Articles of Incorporation. Please file the original and return a file-stamped copy of same to this office. Also enclosed is our client's check in the amount of \$70.00 made payable to the Florida Secretary of State to cover the cost of filing the Articles.

If you have any questions, please call.

Very truly yours,



RICHARD S. COHEN

ac
encl.

PALM BEACH GARDENS OFFICE

ADMIRALTY BUILDING - SUITE 700
4400 PGA BOULEVARD
(561) 627-4100
E:\cohen\WORK\PB Bridge Club\Secst

WELLINGTON/ROYAL PALM BEACH OFFICE

EWING BUILDING - SUITE H
11388 OKEECHOBEE BOULEVARD
(561) 753-7500

**ARTICLES OF INCORPORATION
OF
PALM BEACH BRIDGE CLUB, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PALM BEACH BRIDGE CLUB, INC. The street address of the principal office of this corporation is 6930 Osborne Drive, Lantana, Florida 33462.

ARTICLE II - CORPORATE NATURE

This is a non-profit corporation, organized solely for the promotion of educational, informational and social activities for Bridge Players in Palm Beach County, Florida.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

The specific and primary purposes for which this corporation are formed are:

- 1) To encourage and cultivate free intercourse, education, dissemination of information, social activity, and good fellowship among Bridge Players in Palm Beach County, Florida.
- 2) To operate exclusively in any other manner for such charitable purpose as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent Federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code as amended, including private foundations and private operating foundations.

ARTICLE V - MEMBERSHIP

The qualifications for members and the manner for their admission shall be as regulated by the by-laws. The corporation is to be organized upon a stock, certificate of membership basis as provided in the Bylaws. Such memberships shall be nonredeemable, nontransferable and non-dividend bearing.

ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors: The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors consisting of not less than three (3). The initial number of directors of the corporation shall be six (6), provided, however, that such number may be changed by a by-law duly adopted by the members.

The directors named herein as the first board of Directors shall hold office until the first meeting of members at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at the office of the corporation or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting if all members of the board shall 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 and any such action by written consent shall have the same force and effect as if taken by unanimous written consent of the board of directors without a meeting, and that the articles of incorporation and the by-laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the board of directors are as follows:

Name	Address
Maudette Devenow	314 Chilean Avenue Palm Beach, FL 33480
Laurence Dusty	6930 Osborne Drive Lantana, FL 33462
Steven Hess	P. O. Box 621 Rehoboth, MA 02769
Diana Holt	320 Island Avenue Palm Beach, FL 33480
Rachel Kaufman	2377 Golfbrook Road Wellington, FL 33414
Laura Perlmutter	2000 South Ocean Boulevard Palm Beach, FL 33480

ARTICLE VII - INDEMNIFICATION

Each Director and Officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or negligence by him/her as such Director or Officer. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled to by law.

ARTICLE VIII - EARNINGS AND ACTIVITIES OF CORPORATION

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 and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

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 or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on under (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IX - DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the 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, education, religious or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (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 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 as such court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE X - AMENDMENT OF BY-LAWS

Subject to the limitations contained in the by-laws, and any limitations set forth in the corporations not for profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, by-laws of this corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, either by a resolution of the board of Directors, or by following the procedure set forth therefor in the by-laws.

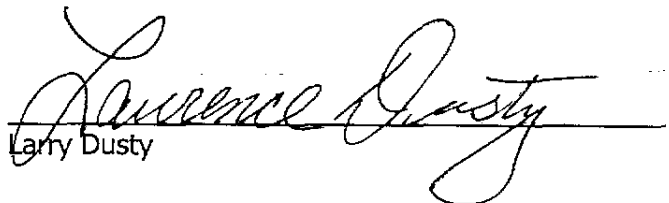
ARTICLE XII - DECLARATION OF ASSETS

The property of this corporation is irrevocably dedicated to the purpose of education and dissemination of information in connection with matters of concern relating to education in bridge playing in Palm Beach County, Florida, 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 private individual.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The registered agent of this corporation shall be Richard S. Cohen, and the place designated for service of process shall be 1601 Forum Place, Suite 304, West Palm Beach, Florida, 33401.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, this the 25th day of August, 2003.


Larry Dusty

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Larry Dusty, who is personally known by me to be the person who executed the foregoing Articles of Incorporation of PALM BEACH BRIDGE CLUB, INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid on August 25, 2003.

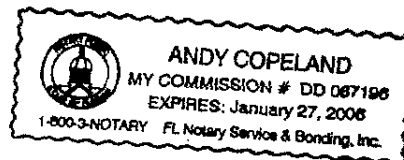


Notary Public, State of Florida

My commission expires: _____

Commission No.: _____

(SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

First--That PALM BEACH BRIDGE CLUB, INC., desiring to organize under the laws of the
State of Florida, with its principal office, as indicated in the articles of incorporation at 6930
Osborne Drive, in the City of Lantana, County of Palm Beach, State of Florida, has named RICHARD
S. COHEN, located at 1601 Forum Place, in the City of West Palm Beach, County of Palm Beach,
State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby accept to act in this capacity and agree to comply with
the provision of said Act relative to keeping open said office.

By: 
Richard S. Cohen
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA