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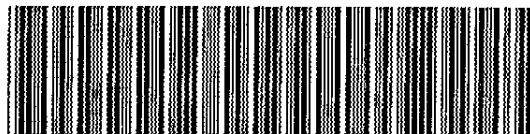
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03 OCT -2 AM 11:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Law Office of Betty C. Resch, Esq.

521 Lake Avenue, Suite 1
Lake Worth, FL 33460
(561) 533-8118, fax (561) 533-5007
Bettyresch@aol.com

September 30, 2003

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

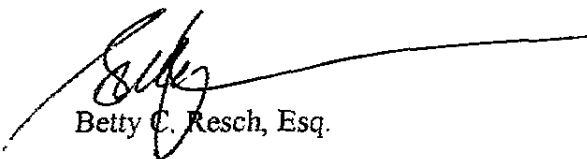
Re: Articles of Incorporation

Dear Sir or Madam,

Please find enclosed the Articles of Incorporation for the "Downtown Jewel Neighborhood Association," a corporation not for profit.

Also, please find a check in the amount of \$78.75 to cover the costs of filing as well as a certified copy. A self-addressed, postage-paid envelope is enclosed for your return of that certified copy.

Thank you very much,



Betty C. Resch, Esq.

FILED

DOWNTOWN JEWEL NEIGHBORHOOD ASSOCIATION, INC.

A Florida Corporation in the City of Lake Worth, Fla., Not for Profit

03067-2 AM11:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 617, Corporations Not for Profit, the undersigned subscribers to these Articles, hereby adopt the following Articles of Incorporation for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I
NAME

The name of the corporation is **DOWNTOWN JEWEL NEIGHBORHOOD ASSOCIATION, INC.**, hereafter called the "Association".

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the corporation shall be:

414 South M Street, Lake Worth, FL 33460

ARTICLE III
DURATION

The Association shall exist perpetually unless sooner dissolved by law.

ARTICLE IV
COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence of the Association shall commence at the time these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof. The specific purposes for which it is formed are:

- A. To be a non-profit educational organization serving the residents of the Downtown Jewel Neighborhood of the City of Lake Worth, Florida and other residents of the City of Lake Worth and Palm Beach County, Florida. The Association shall sponsor and support lectures, public forums, workshops, discussions, research, publications, special programs, and other activities to educate residents, government officials, and other

organizations on public issues such as the unique character of the Downtown Jewel neighborhood, public safety, neighborhood concerns, and governmental operations and services.

- B. To hold regular meetings and publish a newsletter or disseminate information in other ways to keep Members informed about traffic, law enforcement, historic preservation and other issues that affect their homes, their neighborhood, and their community.
- C. To cooperate, as far as possible, with the City of Lake Worth and other organizations to help convey important information to Members.
- D. As far as possible to help Members to inform the City of Lake Worth and other governmental agencies and organizations about Members' needs, concerns and opinions.
- E. To operate in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Code. No part of the net earnings of the Association shall inure to the benefit of or be distributed to its Members, Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to make reasonable compensation for services rendered and to make payments and distributions to further the purposes set forth in the Articles of Incorporation and these Bylaws.
- F. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- G. The purposes for which the Association is organized are exclusively religious, charitable, scientific, literary, and educational; within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Code.
- H. Notwithstanding any other provision of these Bylaws, to avoid any activities not permitted to be carried out by an organization 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 Code.
- I. To have and exercise all the powers granted to it by law, by these Articles of Incorporation and by the Bylaws, all of which powers and duties shall

be exercised by its Board of Directors unless the exercise thereof is otherwise restricted by law, the Articles of Incorporation or the Bylaws.

To accomplish these purposes, the Association may:

- A. Exercises all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in law or in the Bylaws; and
- B. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, repair, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association; and
- C. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes; and
- D. Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise, or which may be necessary or incidental to the powers so conferred; and
- E. Purchase insurance for the protection of the Association, its officers, directors and Owners; and
- F. Employ personnel to perform the services required for the proper operation of the Association.

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable laws and any amendments thereto.

ARTICLE VI

MEMBERSHIP AND VOTING

A. Membership

- 1. The Association shall issue no shares of stock of any kind or nature.
- 2. Membership in the Association shall be open to all persons who are eighteen (18) years of age or older who:
 - a. Live within or own or rent a legal business with the Downtown Jewel Neighborhood of the City of Lake

Worth, Florida (the "Neighborhood") which is the area bounded:

- (1) On the north by south of the center line of Lucerne Avenue,
- (2) On the east, by the west of the center line of Federal Highway,
- (3) On the south, by the north of the center line of Sixth Avenue South, and
- (4) On the west, by east of the center line of Dixie Highway.

b. Otherwise comply with the eligibility requirements contained in the Bylaws of the Association.

3. The Bylaws may provide for other categories of non-voting membership in the Association.
4. The boundaries of the Association may be changed by amendment of the Bylaws.

B. Voting. All votes shall be cast by the designated Members in accordance with the Bylaws, as the same may be amended from time to time.

ARTICLE VII **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office is 414 South M Street, Lake Worth, Fl, 33460 and the name of the initial resident agent at such address is James Mitchell.

ARTICLE VIII **DIRECTORS**

A. Numbers and Qualifications. The affairs of this Association shall be managed by a board of not less than three (3) nor more than nine (9) directors (the "Board of Directors"), all of whom shall be Members of the Association. The first Board of Directors shall be comprised of three (4) persons. The number of Directors within the limits of not less than three (3) nor more than nine (9), may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection or election of their successors are:

NAMES:

ADDRESSES:

James Mitchell, President 582-9939	414 South M Street, Lake Worth, Fl 33460
Barbara Aubel, Vice President 582-4851	422 South J Street, Lake Worth, Fl 33460
William Mead, Secretary 582-6839	310 South L Street, Lake Worth, Fl 33460
Cassandra Weston, Treasurer 586-4615	432 South J Street, Lake Worth, Fl 33460

- A. **Duties and Powers.** All of the duties and powers of the Association existing under these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Members when such approval is specifically required.
- B. **Election and Removal of Directors.** Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- C. **Term of Initial Director.** The first Board of Directors and their replacements shall hold office for the periods described in the Bylaws.

ARTICLE IX

OFFICES AND TERMS

- A. The affairs of the Association are to be managed by the following officers: President; a Vice President/President Elect; a Secretary; a Treasurer; and any assistants to such officers as the Board of Directors may deem appropriate from time to time.
- B. Officers shall be elected for one year terms at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board of Directors. Any officer may be removed in the manner prescribed in the Bylaws of the Association, either with or without cause, and any vacancy in any office may be filled by the Board of Directors in the manner prescribed in the Bylaws.
- C. The names of the officers who are to serve in the office indicated until the first election or appointment are:

NAMES:

ADDRESSES:

James Mitchell, President 582-9939	414 South M Street, Lake Worth, Fl 33460
Barbara Aubel, Vice President 582-4851	422 South J Street, Lake Worth, Fl 33460
William Mead, Secretary 582-6839	310 South L Street, Lake Worth, Fl 33460
Cassandra Weston, Treasurer 586-4615	432 South J Street, Lake Worth, Fl 33460

ARTICLE X
NAME AND ADDRESS OF SUBSCRIBERS

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

NAMES:

ADDRESSES:

James Mitchell, President 582-9939	414 South M Street, Lake Worth, Fl 33460
Barbara Aubel, Vice President 582-4851	422 South J Street, Lake Worth, Fl 33460
William Mead, Secretary 582-6839	310 South L Street, Lake Worth, Fl 33460
Cassandra Weston, Treasurer 586-4615	432 South J Street, Lake Worth, Fl 33460

ARTICLE XI
AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles shall be proposed in the following manner:

- A. Proposal.** Notice of the subject matter for proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.
- B. Adoption.** The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors or by not less than a

majority of the Members entitled to vote at any Annual or special meeting of the Members of the Association at which a quorum is present; provided, however, that a full statement of the proposed amendment is set forth in the notice of such meeting, and that no amendment shall conflict with the terms and provisions of the Articles.

- C. **Recording.** A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE XII **BYLAWS**

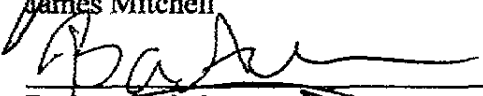
The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.


ARTICLE XIII **DISSOLUTION**

The Association may be dissolved by a unanimous vote of Members at any regular or special meeting.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporators of this Association have executed these Article of Incorporation.


James Mitchell


Barbara Aubel


William Mead


Cassandra Weston

STATE OF FLORIDA)
 ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 21 day of September 2003 by James Mitchell, Barbara Aubel, William Mead and Cassandra Weston, who constitute the Incorporates of the DOWNTOWN JEWEL

NEIGHBORHOOD ASSOCIATION, INC. They produced identification or were personally known to me and did not take an oath.



Betty C. Resch
MY COMMISSION # DD257623 EXPIRES
August 9, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

Notary Public, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION
48.091. FLORIDA STATUTES.**

THE FOLLOWING IS SUBMITTED:

THAT DOWNTOWN JEWEL NEIGHBORHOOD ASSOCIATION, INC.
DESIRING TO ORGANIZE OR QUALIFY AS A CORPORATION NOT FOR PROFIT
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
BUSINESS IN THE CITY OF LAKE WORTH, STATE OF FLORIDA, HAS NAMED
JAMES MITCHELL, WHOSE ADDRESS IS 414 SOUTH M STREET, CITY OF
LAKE WORTH, STATE OF FLORIDA, 33460, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

**DOWNTOWN JEWEL NEIGHBORHOOD
ASSOCIATION, INC., A Florida
Corporation, Not for Profit**

By:

Date: Sept 29, 2003.

(Corporate Seal)

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGEMENT OF RESIDENT AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF MY DUTIES.

Date: Sept 29/, 2003.

BEFORE ME, the undersigned authority, personally appeared James Mitchell to me well known, and known to be to be the individual described in and who executed the foregoing instrument for the purposes therein stated.

WITNESS my hand and official seal this 29 day of Sept, 2003.

Betty C. Resch
MY COMMISSION # DD237623 EXPIRES
August 9, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
03 OCT -2 AM 11:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA