

Division of Corporations

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## FLORIDA NON-PROFIT CORPORATION

YMCA Foundation of South Palm Beach County, Inc.

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**ARTICLES OF INCORPORATION  
OF  
YMCA FOUNDATION  
OF  
SOUTH PALM BEACH COUNTY, INC.  
(A Florida Not For Profit Corporation)**

The undersigned incorporator hereby forms and establishes a not for profit corporation under Chapter 617 of the Florida Statutes known as the Florida Not For Profit Corporation Act (the "Act").

**ARTICLE I  
NAME**

The name of the corporation (hereinafter called the "Corporation") is "YMCA Foundation of South Palm Beach County, Inc."

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 6631 Palmetto Circle South, Boca Raton, FL 33433.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation in the State of Florida is located at 6631 Palmetto Circle South, Boca Raton, FL 33433. The name of the Corporation's initial registered agent at such address is Neal W. Allen.

**ARTICLE IV  
PURPOSES AND POWERS**

**Section 1. Purpose.** This Corporation is a public benefit corporation. It is organized NOT for profit and the nature of its charitable, educational, and religious purposes to be conducted or promoted is:

(a) To support the mission and operations of the Young Men's Christian Association of South Palm Beach County, Inc. which is an inclusive association of people united in a common effort to put Judeo-Christian ethics into practice and to enrich the quality of spiritual, mental, physical and social life; and

(b) To do all other lawful acts and things necessary or appropriate for, or incidental or ancillary to, the promotion and support of the foregoing purposes.

**Section 2. Powers.** To further such objects and purposes, the Corporation shall have and may exercise all other legal powers permitted a not for profit corporation, as such laws are now in effect or may at any time hereafter be amended. Specifically, this Corporation shall have power to acquire,

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purchase, hold, lease, convey, mortgage and pledge such real and personal property in Florida, other states of the United States and elsewhere, and to engage professional investment advisors, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

**Section 3. Certain Limitations on Powers.** Notwithstanding the provisions of Section 2, in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

(a) **Section 501(c)(3) and 509(a)(3) Activities.** This Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Corporation from qualifying (and continuing to qualify) as an organization described in §§501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law);

(b) **Nonprofit Activities.** This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit;

(c) **Limits on Compensation Paid to Certain Persons.** No compensation or payment shall ever be paid or made to any officer or director or organizer of this Corporation, or substantial contributor to it, except as an allowance for actual expenditures or services in the course of such person's livelihood as disclosed to and actually made or rendered to or for this Corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated of this Corporation shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); and

(d) **Transfers Upon Dissolution.** Upon the dissolution of this Corporation, the Corporation by and through its governing board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to the Young Men's Christian Association of South Palm Beach County, Inc., if then in existence and if it shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or, if it shall not so qualify, to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine; and any of such assets not so disposed of shall be disposed of by the

Circuit Court in the county in which the principal office of the Corporation is then located, exclusively for such purposes.

**ARTICLE V**  
**NO CAPITAL STOCK**

The Corporation shall not have authority to issue capital stock.

**ARTICLE VI**  
**MEMBERS**

The Corporation shall have one member. This member is the Young Men's Christian Association of South Palm Beach County, Inc.

**ARTICLE VII**  
**INCORPORATOR**

The name and mailing address of the incorporator is: Ryland F. Mahathey, Esq., Rutherford Mulhall, P.A., 2600 N. Military Trail, 4<sup>th</sup> Floor, Boca Raton, Florida 33431.

The powers of the incorporator shall terminate upon the filing of these Articles of Incorporation.

**ARTICLE VIII**  
**DIRECTORS AND INITIAL OFFICERS**

**Section 1. Authority.** Except as otherwise required by the Act, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors.

**Section 2. Number, Terms and Qualifications.**

- (a) All directors must be natural persons.
- (b) The Board of Directors shall consist of at least three (3) directors, but no more than twenty-five (25) directors.
- (c) Subject to the foregoing, the number, terms and qualifications of directors shall be fixed from time to time by or in the manner provided by the Bylaws; provided, however, until otherwise fixed by or in the manner provided in the Bylaws, there shall be four (4) directors.

**Section 3. Initial Directors.** The names and mailing addresses of the initial directors of the Corporation are as follows:

J. Randy Justice	6631 Palmetto Circle South Boca Raton, FL 33433
John A. Warner, III	6631 Palmetto Circle South Boca Raton, FL 33433
Randy B. Nobles	6631 Palmetto Circle South Boca Raton, FL 33433
Neal W. Allen	6631 Palmetto Circle South Boca Raton, FL 33433

**Section 4. Election of Directors.** All directors, except the initial directors, shall be elected in the manner prescribed in the Bylaws.

**Section 5. Initial Officers.** The following persons shall serve as officers of the Corporation in the capacities indicated until the first meeting of the Board of Directors. Until otherwise provided by the Bylaws or the Board of Directors they shall have such authority and power as is normally incident to the office indicated:

Randy B. Nobles	President
John A. Warner, III	Vice President
Neal W. Allen	Secretary
J. Randy Justice	Treasurer

#### **ARTICLE IX**

##### **BYLAWS**

**Section 1. Adoption.** The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may contain any provision for regulating and managing the affairs of the Corporation that is not inconsistent with these Articles of Incorporation, the Act or law.

**Section 2. Amendments.** To be adopted, an amendment to these Bylaws must be approved by:

(a) The board if the amendment does not relate to the number of directors, the composition of the board, the term of the office of directors, or the method or way in which directors are elected or selected; and

(b) The sole Member, acting through its Chairman of the Board of Trustees.

#### **ARTICLE X**

##### **DURATION**

The duration of the Corporation is perpetual.

**ARTICLE XI**  
**AMENDMENT**


To be adopted, an amendment to these Articles of Incorporation must be approved by:

(a) The Board if the amendment does not relate to the number of directors, the composition of the Board, the term of the office of directors, or the method or way in which directors are elected or selected; and

(b) The sole Member, acting through its Chairman of the Board of Trustees.

In affirmation of the facts stated above.

Signed by the Incorporator as of this 12<sup>th</sup> day of January, 2004.

  
Ryland F. Mahathey, Esq., Incorporator

## **CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes Chapter 617, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is: YMCA FOUNDATION OF SOUTH PALM BEACH COUNTY, INC.

2. The name and address of the registered agent and registered office are: Neal W. Allen, 6631 Palmetto Circle South, Boca Raton, FL 33433.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

DATED: January 12<sup>th</sup>, 2004.

  
NEAL W. ALLEN

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