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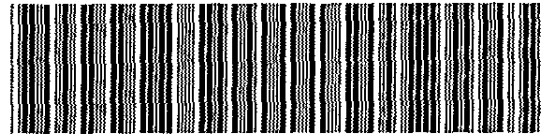
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Chopin & Miller
Attorneys at Law
A Partnership of Professional Associations

505 S. FLAGLER DRIVE
FLAGLER CENTER TOWER, SUITE 300
WEST PALM BEACH, FLORIDA 33401
TELEPHONE: (561) 655-9500

MAILING ADDRESS:
POST OFFICE BOX 4297
WEST PALM BEACH, FLORIDA 33402
FACSIMILE: (561) 655-9508

March 19, 2004

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: ST. Ann Place, Inc.

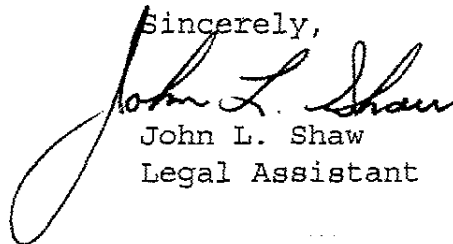
Dear Sir or Madam:

I am enclosing the Articles of Incorporation for the above referenced Not-For-Profit Corporation. I am also enclosing a check in the amount of \$79.75 to cover the filing fee, Registered Agent fee and certified copy fee.

Please file the enclosed Articles of Incorporation and return the certified copy to me in the enclosed self addressed, stamped envelope.

Please contact me if you have any questions.

Sincerely,


John L. Shaw
Legal Assistant

JLS/brc
Enclosures

ARTICLES OF INCORPORATION
OF
ST. ANN PLACE, INC.
(A Florida Not-For-Profit Corporation)

The undersigned acting as incorporator of a corporation under the provisions of Chapter 617 of the Florida Statutes (Florida Not-For-Profit Act) hereby adopt the following Articles of Incorporation of such corporation.

ARTICLE I
NAME

The name of the Corporation is: ST. ANN PLACE, INC. and its principal office is located at 2107 North Dixie Highway, West Palm Beach, Florida.

ARTICLE II
TERMS OF EXISTENCE

The term of existence of the corporation is perpetual.

ARTICLE III
COMMENCEMENT OF EXISTENCE

The Corporation shall commence its existence on the date these Articles of Incorporation are filed with the Secretary of State.

ARTICLE IV
PURPOSES

The Corporation is organized exclusively for the following purposes:

1. To provide services to homeless men, women and children in Palm Beach County, Florida.

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SECRETARY OF STATE

2. . To take and receive by gift, grant, bequest, devise or otherwise any and all property of any kind or nature, without limitation as to amount or value, and to manage, administer, invest, reinvest, and dispose of the same; to administer endowment funds; to pay and/or apply the funds and property of the Corporation, including the principal and the income therefrom, to carry out the purposes of this Corporation.

3. Subject to the limitations and conditions contained in any gift, devise or bequest, to invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities and property as its Directors shall deem advisable, and to that end to purchase, sell, mortgage, lease, pledge, encumber, assign and transfer the same.

4. In furtherance of the above enumerated purposes and functions, the Corporation may engage in any lawful act or activity for which corporations may be organized under the General Corporation of Law of Florida.

With respect to all of the foregoing purposes, however, the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall not be operated for pecuniary profit or financial gain and no part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any other individual (except that

reasonable compensation may be paid for services rendered to or for the Corporation); nor shall any of such net earnings be used otherwise than for charitable, religious, educational, humanitarian or scientific purposes, nor shall any part of the activities of the Corporation consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(b) Upon the liquidation or dissolution of the Corporation or the winding up of its affairs, whether voluntary, involuntary or by operation of law, no member, director or officer of the Corporation or any other individual shall be entitled to any distribution or division of its remaining property or the proceeds of the same, and the balance of all money and other property received by the Corporation from any source, including its operations, after the payment of all debts and obligations of the Corporation of whatever kind and nature, shall be distributed to an organization or organizations which are exempt from Federal income tax under Code Section 501(c)(3), and the purposes of which are in harmony with the purpose set forth in this ARTICLE IV of these Articles.

(c) The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from

Federal income tax under Code Section 501(c)(3) or by an organization contributions to which are deductible under Code Section 170(c)(2).

(d) For any period in which the Corporation is a private foundation within the meaning of Code Section 509(a), the Corporation shall also be subject to the following additional limitations:

(1) The Corporation shall not engage in any act of self-dealing which is subject to tax under Code Section 4941.

(2) The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Code Section 4942.

(3) The Corporation shall not retain any excess business holdings which are subject to tax under Code Section 4943.

(4) The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes as to subject the Corporation to tax under Code Section 4944.

(5) The Corporation shall not make any expenditures which are subject to tax under Code Section 4945.

(e) The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the foregoing purposes, subject to

such limitations as are provided by law.

ARTICLE V
QUALIFICATION OF MEMBERS

1. The Corporation shall have at least three (3) members. The members shall serve for a term of one (1) year or until such time as new (or replacement) members are elected. The Members shall elect their successors and may add such additional members as they determine in their sole discretion.

2. The initial Members of the Corporation shall be Sister Mary Oliver Hudon, SSND, The Honorable Lesly S. Smith and L. Frank Chopin, Esquire.

ARTICLE VI
SUBSCRIBER

The name and address of the incorporator is: L. Frank Chopin, Esquire, Chopin & Miller, 505 S. Flagler Drive, Suite 300, West Palm Beach, Florida 33401.

ARTICLE VII
BOARD OF DIRECTORS

1. The business affairs of the Corporation shall be managed by its Board of Directors. This Corporation shall have three Directors initially. The number of Directors may be increased or decreased from time to time, in accordance with the Bylaws but shall never be less than three.

2. The Members of the Corporation shall appoint the Directors. The Members may remove any and all of the Directors

from the Board, with or without cause, at any time as they may determine in their sole discretion.

3. The names and addresses of the persons who shall serve as directors of the Corporation for the ensuing year, or until the first annual meeting of the Corporation are:

The Honorable Lesly Smith
300 Chapel Hill Road
Palm Beach, FL 33480

Sister Mary Oliver Hudon, SSND
310 North Olive Avenue
West Palm Beach, Florida 33401

L. Frank Chopin, Esquire
Chopin & Miller
505 South Flagler Drive, Suite 300
West Palm Beach, Florida 33401

ARTICLE VIII
OFFICERS

1. The Officers of the Corporation shall include the President, one or more Vice Presidents, the Secretary, the Treasurer, such assistant secretaries or assistant treasurers as may be appointed from time to time, and such other officers as may be provided for in the Bylaws. A person may hold more than one office at a time.

2. The names of the persons who shall serve as Officers of the Corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>
Father Seamus Murtagh	President
Sister Mary Oliver Hudon, SSND	Vice President
The Honorable Lesly Smith	Treasurer
L. Frank Chopin, Esquire	Secretary

3. The Officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE IX
BYLAWS

1. The Members of the Corporation shall adopt the Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary and appropriate.

2. The Bylaws may be amended, altered or rescinded by the Members of this Corporation at any regular meeting or special meeting called for that purpose.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended by the Members of the Corporation at any regular or special meeting call by the Members for that purpose.

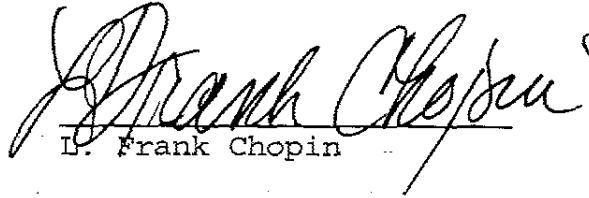
ARTICLE XI
CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in accord with the Articles of Incorporation and Bylaws of this Corporation.

ARTICLE XII
REGISTERED AGENT

L. Frank Chopin is designated as registered agent of the Corporation upon whom process against the Corporation may be served. The post office address to which a copy of any such process shall be mailed is: c/o Chopin & Miller, 505 S. Flagler Drive, Suite 300, West Palm Beach, Florida 33401.

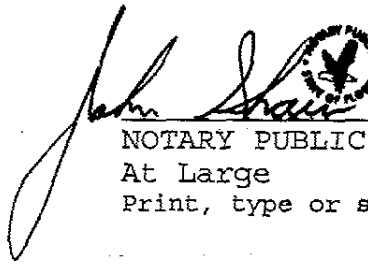
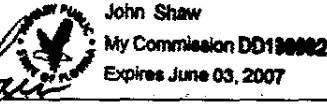
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 19th day of March, 2004, for the purpose of forming this not for profit corporation under the laws of the State of Florida.


L. Frank Chopin

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

SS:

The foregoing instrument was acknowledged before me this 19th day of March, 2004.

 
NOTARY PUBLIC-STATE OF FLORIDA,
At Large
Print, type or stamp Notary name:

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That St. Ann Place, Inc. desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named L. Frank Chopin, Attorney at Law, located at 505 S. Flagler Drive, Suite 300, West Palm Beach, Florida 33401, as its agent to accept service of process within this State.

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


L. Frank Chopin
Registered Agent

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CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA