

No 4000003742

Hank Porcher

1400 Clare Ave

West Palm Beach, FL  
33407

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**ARTICLES OF INCORPORATION OF SOSO NEIGHBORHOOD  
ASSOCIATION, INC.**

A Florida Corporation Not for Profit

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation not for profit adopt the following Articles of Incorporation:

1. The name of the corporation not for profit is SOSO Neighborhood Association, Inc.

2. The text of the Articles of Incorporation is as follows:

**EFFECTIVE DATE**

4-7-04

**ARTICLE I -NAME**

The name of the corporation not for profit is "SOSO Neighborhood Association, Inc.

**ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business and mailing address shall be 1400 Clare Avenue, West Palm Beach, FL 33401.

**ARTICLE III- DURATION AND COMMENCEMENT**

This corporation shall exist perpetually beginning on April 7, 2004.

**ARTICLE IV -PURPOSES**

A. The general purposes for which this corporation is organized are:

1. To promote responsible residential investment, development, revitalization and social and racial harmony in that area of West Palm Beach, Florida bounded by Southern Boulevard to the North, the Palm Beach Canal to the South, Intracoastal Waterway to the East and the FEC railroad tracks to the West (the "SOSO Neighborhood").
2. To involve the residents of SOSO in combating crime and property deterioration and improving safety and security for all residents.
3. To fight community deterioration by investigating complaints of possible violations of building codes and zoning ordinances and reporting same to the proper authorities.
4. To preserve and develop the beauty and safety of SOSO and prevent community deterioration by (a) cooperating with municipal authorities in planning and implementation of the City's Strategic Plan for the creation, maintenance, repair, renovation and replacement of streets, sidewalks, public parks, walking paths and recreational areas in the SOSO Neighborhood (including as part thereof, designing, planting,

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installing, maintaining, repairing and replacing trees, plant materials, benches, trash cans, water fountains, "public art" and traffic calming), (b) assisting municipal authorities in keeping the SOSO Neighborhood clean and in good order, and (c) informing the residents of the SOSO Neighborhood of the advantages of such programs.

B. To achieve its general purposes, specific purposes consistent with such general purposes may be prescribed from time to time in its By Laws.

C. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons. Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by corporations (a) exempt from federal income tax under Section 501(c)(3) or described in Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding Section of any subsequent federal tax code (the "Code"); or (b) contributions to which are deductible under Section 170(c)(2) of the Code.

D. It is the intent and purpose of this corporation to qualify as a "public" charity. During any period in which this corporation is a "private foundation" as defined in Section 509(a) of the Code, it

1. May not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;
2. May not retain any "excess business holdings" as defined in Section 4943(c) of the code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;
3. May not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(A) of the Code;
4. May not make any "taxable expenditures," as defined in Section 4945 (d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a); and
5. Shall distribute, for the purposes specified above, for each taxable year, Amounts at least sufficient to avoid liability for the tax imposed by Section (4942(a) of the Code.

## **ARTICLE V – MEMBERS**

All residents and/or property owners within above mentioned boundaries are automatically members of this corporation. Details regarding meeting dates, time and location will be described in by-laws.

#### **ARTICLE VI – BOARD OF DIRECTORS AND OFFICERS AND MANNER OF ELECTION.**

Elections will be held at a general meeting and open to all property owners of legal voting age of above detailed boundaries. The number of directors and officers, the exact method of elections, their respective duties and their indemnification shall be stated in the By-Laws.

#### **ARTICLE VII – DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of this corporation, its assets shall be distributed (1) for one or more exempt purposes within the meaning of Section 501© (3) of the Code, or (2) to the federal, state or local government for public purposes. Any assets not so disposed of shall be disposed of by final order of the appropriate court of the county in which the principal office of this 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 VIII – REGISTERED OFFICE AND AGENT**

The name and Florida street address of the registered agent is:

Hank Porcher  
1400 Clare Avenue  
West Palm Beach, Florida 33401

#### **ARTICLE IX – BY-LAWS**

The By-Laws to be adopted by the Board of Directors may be amended by the Board of Directors from time to time as provided in the By Laws.

#### **ARTICLE X – AMENDMENT OF ARTICLES**

The Articles of Incorporation may be amended from time to time by vote of two-thirds (2/3) of all directors and a majority of the Members present at a meeting of the Members called for that purpose.

**ARTICLE XI – INITIAL DIRECTORS AND/OR OFFICERS**

**Hank Porcher**                      **101 Palmetto**                      **Director**  
   **West Palm Beach, FL. 33407**

**Kieran O'Brien**                      **225 Worth Court North**                      **Director**  
   **West Palm Beach, FL 33407**

**Don Moore**                      **242 Bloomfield Drive**                      **Director**  
   **West Palm Beach, FL 33407**

**EXECUTION**

**The undersigned has executed these Articles of Incorporation on April 6, 2004.**

**Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.**

  
\_\_\_\_\_  
**Hank Porcher Registered Agent**

4/6/2004  
Date

  
\_\_\_\_\_  
**Hank Porcher Incorporator**

4/6/2004  
Date

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NOTARY PUBLIC  
STATE OF FLORIDA