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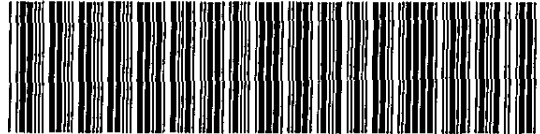
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05 APR 26 PM 3:06

CLERK OF SUPERIOR COURT
JANET L. FLETCHER

T. Burch APR 27 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 330365 6099A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : April 22, 2005

ORDER TIME : 3:34 PM

ORDER NO. : 330365-010

CUSTOMER NO: 6099A

CUSTOMER: Thomas A. Sheehan, Iii
Moyle Flanigan Katz Raymond &
Sheehan, P.a.
P.O. Box 3888

West Palm Beach, FL 33402-3888

Please file 2nd.

DOMESTIC FILING

NAME: HANLEY CENTER FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
HANLEY CENTER FOUNDATION, INC.**

FILED
05 APR 26 PM 3: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be HANLEY CENTER FOUNDATION, INC. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 5200 East Avenue, West Palm Beach, Florida 33407.

ARTICLE II

Purposes

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law, including but not limited to supporting Hanley Center, Inc., a Florida non-profit corporation.

ARTICLE III

Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Member, directors, or officers, except that this 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 II hereof.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV

Qualification and Admission of Member

The Member of this Corporation shall be Help Becomes Hope, Inc.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 5200 East Avenue, West Palm Beach, Florida 33407, and the name of the initial registered agent of this Corporation at such address is Terry H. Allen.

ARTICLE VII

Board of Directors

This Corporation shall have three (3) Directors initially. Thereafter the number of Directors shall be increased or decreased by the Member, who may remove any Director(s) at any time, but shall never be less than three (3) nor more than thirty (30). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are appointed by the Member and have qualified pursuant to the Bylaws of this Corporation, are:

Jim Myers
1249 Breakers West Blvd.
West Palm Beach, FL 33411

Gil Messing
632 Fern Street
West Palm Beach, FL 33401

Anita Hamilton
425 Worth Avenue, 5E
Palm Beach, FL 33480

ARTICLE VIII

Bylaws

The Bylaws of this Corporation shall be made, altered, amended or rescinded at any regular or special meeting of the Board of Directors of this Corporation by the affirmative vote of one-third (1/3) of all then-sitting Directors.

ARTICLE IX

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended only by vote of the Member.

ARTICLE X

Indemnification

Every Director and every officer of this Corporation shall be indemnified by this Corporation to the full extent permitted by law against all expenses and liabilities, including attorney's fees in trial and appellate proceedings, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of this Corporation, or any settlement

thereof, whether or not he or she is a Director or officer at the time such expenses are incurred unless the liability of the Director or officer in question is adjudged by decision of court to result from the gross negligence or willful misconduct of such officer or Director in the performance of his or her duties; provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of this Corporation. The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said Director or officer may be entitled.

ARTICLE XI

Dissolution

In the event of dissolution, any residual assets of this Corporation shall be distributed as directed by the Member for one or more exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Internal Revenue law of the United States, or to the federal, or a state, or a local government for exclusively public purposes.

ARTICLE XII

Incorporator

The name and address of the Incorporator of this Corporation is:

Terry H. Allen	5200 East Avenue
	West Palm Beach, FL 33407

ARTICLE XIII

Effective Date

The effective date of these Articles of Incorporation is April 21, 2005.

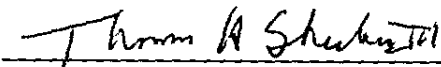
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation, this 21st day of April, 2005.


TERRY H. ALLEN

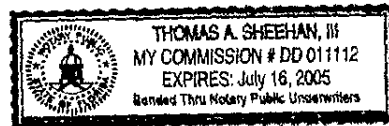
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 21st day of April, 2005, by
Terry H. Allen and

☒ he/she is personally known to me, OR
_____ has produced _____ as identification.


Notary Name: _____
Notary Public Serial (Commission) Number
(if any) _____

(NOTARY STAMP)



**CERTIFICATE DESIGNATING REGISTERED OFFICE
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 HANLEY CENTER FOUNDATION, INC. DESIRING TO ORGANIZE OR
QUALIFY AS A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 5200 EAST AVENUE, WEST
PALM BEACH, FLORIDA 33407 HAS NAMED TERRY H. ALLEN, LOCATED AT 5200 EAST
AVENUE, WEST PALM BEACH, FLORIDA 33407 AS ITS REGISTERED AGENT TO ACCEPT
SERVICE OF PROCESS FOR THE CORPORATION WITHIN THE STATE OF FLORIDA.


TERRY H. ALLEN
Incorporator

05 APR 26 PM 3:06

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ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place
designated in this Certificate, I am familiar with and I hereby accept the obligations of this position,
and agree to comply with the provisions of Florida Statutes relative to keeping open said office and
further accept the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 21st day of April, 2005.


TERRY H. ALLEN
Registered Agent