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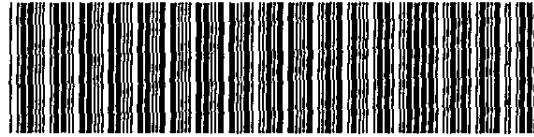
(Business Entity Name)

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05 OCT 20 AM 8:15  
STATE  
OF FLORIDA

VH 10/20/05

## COVER LETTER

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

SUBJECT: Prestige Club of the Palm Beaches, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Theodore Forman  
Name (Printed or typed)

334 NE 1 Ave  
Address

Delray Beach FL 33444  
City, State & Zip

561.266.9998  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
OF  
PRESTIGE CLUB OF THE PALM BEACHES, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION

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05 OCT 20 AM 8:15  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a not for profit corporation under the laws of the State of Florida, by and under provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of not for profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE ONE  
CORPORATE NAME

The name of this corporation is PRESTIGE CLUB OF THE PALM BEACHES, INC.

ARTICLE TWO  
DURATION

This corporation shall exist perpetually unless sooner dissolved according to law. The commencement of corporate existence of this corporation shall be on the date these Articles are filed by the Department of State. The place in this state where the principal office of the corporation is to be located is in the Town of Delray Beach, Palm Beach County, Florida.

ARTICLE THREE  
PURPOSE

PRESTIGE CLUB OF THE PALM BEACHES, INC. is a non-profit organization and is not organized for the private gain of any person. This corporation is organized under the Florida Not for Profit Corporation Act (Chapter 617 Florida Statutes). PRESTIGE CLUB OF THE PALM BEACHES, INC. is dedicated to the relief of the poor, distressed, needy, ill and/or underprivileged children of the Palm Beach County, Florida

area, and, in turn, lessening the burden on various levels of government by assisting such children in ways in which such governmental agencies may not be able. PRESTIGE CLUB OF THE PALM BEACHES, INC.'s purpose is charitable and educational, with its intended goal and purpose to improve, through the provision of education, understanding and relief, the quality of life of poor, distressed, ill, needy and/or underprivileged children throughout the greater Palm Beach County, Florida, area, without regard to race, creed, color, religion or other Constitutionally protected class. Notwithstanding any other provisions of these articles, the corporation shall not carry on any 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, or the corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of this corporation shall involve itself in propaganda or otherwise attempt to influence legislation and the corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for office. In PRESTIGE CLUB OF THE PALM BEACHES, INC. (i) will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code; (ii) will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (iii) will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (iv) will not make any investments in

a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; and, (v) will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE FOUR  
MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

The Board of Directors shall consist of a minimum of seven and not more than fifteen directors, who shall annually elect their own members. The bylaws shall prescribe the time, replacement of vacancies, duties, etc.

The number of directors constituting the board of directors of the corporation is seven, and the name and address of each person who is to serve as a director is as follows:

NAME	ADDRESS
<b>Gina Marie Devine</b>	TGL Environment 2300 Northwest 48 <sup>th</sup> Street Coconut Creek, FL
<b>Dan Dowd</b>	AmeriFinancial 1515 North Federal Highway Boca Raton, FL
<b>Theodore Forman</b>	Forman Law Offices, P.A. 334 Northeast 1 <sup>st</sup> Avenue Delray Beach, FL
<b>Stephen Greenberger</b>	Promotional Associates 2450 Hollywood Boulevard Suite 105 Hollywood, FL

**Angela Randolph**

Randolph & Dewdney  
Construction, Inc.  
1191 North Federal Highway  
Delray Beach, FL

**Seabron Smith**

The Center for Technology,  
Enterprise & Development  
33 Southeast 1<sup>st</sup> Avenue  
Delray Beach, FL

**Linda Watson**

Office Depot  
2200 Germantown Road  
Delray Beach, FL

ARTICLE FIVE  
USE OF FUNDS: DISSOLUTION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private person, except that the 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 Three hereof.

This corporation shall be dissolved and its affairs concluded by a two-thirds vote of the Board of Directors.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which

were organized and operated exclusively for such purposes.

**ARTICLE SIX**  
**LIMITATION OF CORPORATE POWERS**

The corporate powers of this corporation are as provided for in Section 617.0302, Florida Statutes, as limited by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE SEVEN**  
**REGISTERED AGENT AND STREET ADDRESS**

The principal place of business of this corporation shall be 334 Northeast 1<sup>st</sup> Avenue, Delray Beach, FL 33444, County of Palm Beach, State of Florida, 33344, with the privilege of having branch offices at any other place, and the Registered Agent and the initial registered office for service shall be:

**THEODORE FORMAN, ESQ.**  
Forman Law Offices, P.A.  
334 Northeast 1<sup>st</sup> Avenue  
Delray Beach, FL 33444

**ARTICLE EIGHT**  
**STATUTORY REFERENCES**

All references to Sections of the Internal Revenue Code shall mean and refer to those sections as they now exist, or as they may hereafter be amended, supplanted or revised, or the corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE NINE**  
**INCORPORATORS**

The name and address of the incorporator is:

Theodore Forman, Esq.	Forman Law Offices, P.A. 334 Northeast 1 <sup>st</sup> Avenue Delray Beach, FL 33444
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ARTICLE TEN  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

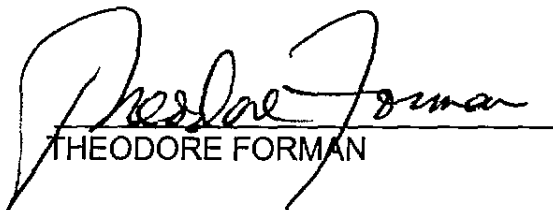
ARTICLE ELEVEN  
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors at a Board of Directors' meeting, after due notice given, by vote of two-thirds majority of the directors entitled to vote thereon and present at said meeting.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10<sup>th</sup> day of October 2005.

WITNESSES:

\_\_\_\_\_  
\_\_\_\_\_

  
THEODORE FORMAN

STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 10 day of October, 2005, by THEODORE FORMAN, who is personally known to me.



David Kellner  
Commission #DD192080  
Expires: Mar 10, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
NOTARY PUBLIC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-- That PRESTIGE CLUB OF THE PALM BEACHES, INC., desiring to organize under the laws of the State of Florida, with its principal office at 334 Northeast 1<sup>st</sup> Avenue, Delray Beach, FL 33444, County of Palm Beach, State of Florida, 33344, has named Theodore Forman, Esq., located at 334 NE 1<sup>st</sup> Avenue, Delray Beach, Florida, 33444, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Signature: Theodore Forman  
THEODORE FORMAN  
Incorporator  
Date: 10/10/05, 2005

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

Signature: Theodore Forman  
THEODORE FORMAN, Esq.  
Resident Agent  
Date: 10/10/05, 2005

05 OCT 20 AM 8:15  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA