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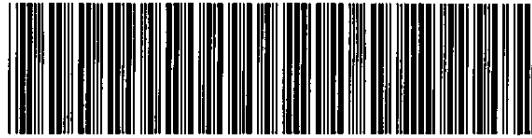
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-24-07
CO. 42-5

COVER LETTER

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

SUBJECT: DELRAY BEACH PRESERVATION TRUST, 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: THOMAS M. STANLEY, ESQ.

Name (Printed or typed)

29 NE 4TH AVENUE

Address

DELRAY BEACH, FL 33483

City, State & Zip

(561) 276-6363

Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
DELRAY BEACH PRESERVATION TRUST, INC.**

A Non-Profit Corporation

We, the undersigned, with other persons being desirous of forming a not-for-profit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

Article I

Name

The name of this corporation is DELRAY BEACH PRESERVATION TRUST, INC.

Article II

Registered Office

The name and address of the registered agent and registered office of this corporation is

Livia Landry
701 North Swinton Avenue
Delray Beach, FL 33444

Article III

Principal Place of Business and Mailing Address

701 North Swinton Avenue
Delray Beach, FL 33444

Article IV

Purpose and Powers

Section I - Purpose

This corporation is organized exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)3 exempt organizations. All funds, whether income or principle, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

In particular, the corporation shall operate to further perform the following goals:

1. Stimulate and foster residential, commercial and economic redevelopment of historic properties and historic districts in the City of Delray Beach, Florida.

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TALLAHASSEE, FLORIDA

2. Foster understanding and appreciation by the general public and civic leaders of the cultural, social and economic benefits of historic preservation and Delray Beach's historic resources.
3. Research, discover, procure, purchase, restore and assure the preservation of buildings, homes or other articles that may relate to the history and architecture of Delray Beach.
4. Renovate and rehabilitate structures according to preservation standards in accordance with local government designation.
5. Own, manage, lease, and/or promote the rental or sale of acquired properties.
6. Hold meetings, provide technical assistance, and promote other educational activities to improve the quality of restoration, maintenance and interpretation of historic buildings and sites.
7. Establish a program to promote and purchase facade conservation easements for historic properties within the Historic Districts of Delray Beach and in other parts of the city to preserve and protect the historical and architectural heritage of the City of Delray Beach and its environs.

Section II - Powers

In general, and subject to such limitations and conditions as may be prescribed by law, or in the corporation's Articles of Incorporation or Bylaws, the corporation shall have all powers which now or hereafter are conferred by law (F.S. 617.0302 and any future amendments thereto) upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the corporations purposes.

Article V

Limitations

At all times, the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporations not qualifying as exempt under Section 501(c)3 of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Notwithstanding any other provision of these articles, the 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, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation (unless such loan program is regularly conducted as a part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members), or guarantee to any person the payment of a loan by an officer or director of this corporation.

Article VI

Directors

The following individuals were official incorporators of this organization:

Livia Landry	Director/President	701 N. Swinton Avenue, Delray Beach, FL
Claudia Willis	Director/Vice President	160 Marine Way, Delray Beach, FL 33483
Lois Brezinski	Director/Secretary	110 NE 7th Street, Delray Beach, FL 33444

They also served as the first Board of Directors of the organization. Any changes to the initial Board of Directors will be noted in the organization's meeting minutes and appropriate Bylaw revisions.

Article VII

Appointment of Directors

The Board of Directors shall be composed of not fewer than five (5) nor more than fifteen (15) persons, the number to be determined each year by the Board of Directors at the Annual Meeting. Directors shall be members of the DELRAY BEACH PRESERVATION TRUST, INC. Further, the Board of Directors shall be made up of no less than three (3) persons that reside and/or own property in one of the five Historic Districts of Delray Beach. It is preferable that the Board of Directors consist of at least one representative from each of the five Historic Districts of Delray Beach.

All other requirements regarding appointment and qualifications of Directors are stated in the Bylaws.

Article VIII

Duration / Dissolution

The period of duration of this corporation is indefinite. Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs, and expenses of the corporation, for one or more exempt purposes within the meaning of the 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 are organized and operated exclusively for such purposes.

Article IX

Members

The corporation may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

Article X

Debt Obligations and Personal Liability

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation. Indemnification specifics are noted in the Bylaws of this corporation.

Article XI

Bylaws

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend, or repeal bylaws is vested in the board of directors and may be exercised at any regular or special meeting of the board of directors.

Article XII

Incorporators

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.


Livia Landry

Date


Claudia Willis

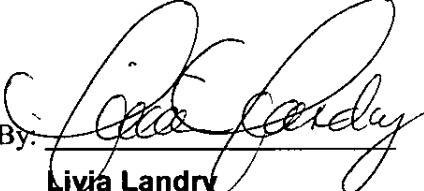
Date


Lois Brezinski

Date

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION**

Livia Landry has been designated as the Registered Agent in the above and foregoing Articles of Incorporation of Delray Beach Preservation Trust, Inc.; Livia Landry is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Livia Landry

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