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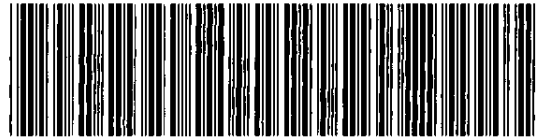
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TALLAHASSEE FLORIDA

MRD  
5/1

*The Law Office of*  
***Glen J. Torcivia and Associates, P.A.***  
*Northpoint Corporate Center*  
*701 Northpoint Parkway*  
*Suite 209*  
*West Palm Beach, Florida 33407-1950*

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April 28, 2009

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

Re: Wellington Foundation, Inc.

Dear Sir/Madam:

Enclosed please find one original and a copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Officer for Wellington Community Foundation, Inc., a not for profit corporation along with the \$70.00 check for the filing fee.

Should there be any questions concerning the filing of these Articles, please contact the undersigned directly.

Sincerely,



JEFFREY S. KURTZ

Enclosures: as stated

JSK/jlb

**ARTICLES OF INCORPORATION  
OF  
WELLINGTON COMMUNITY FOUNDATION, INC.**

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09 APR 30 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers hereby adopt the following Articles of Incorporation in order to form a non-for-profit corporation under Chapter 617, Florida Statutes, as amended.

**ARTICLE I**

**NAME AND ADDRESS**

The name of the Corporation shall be Wellington Community Foundation, Inc. a Florida not for profit corporation which is hereunder referred to as the Corporation. The principal address of the Corporation is 14000 Greenbrair Boulevard, Wellington, Florida 33414.

**ARTICLE II**

**OBJECTS AND PURPOSES**

The Corporation is organized exclusively for the charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any further federal tax laws.

The object and purpose of the organization shall be to raise, receive and maintain a fund or funds of real property or personal property, or both, and to distribute and administer the fund or funds, including any income or interest generated therefrom, exclusively for charitable or educational purposes. The purpose shall include, but not be limited to, the promotion of charity throughout the community. Further such activities may include, but not be limited to:

1. planning fostering, encouraging, supporting and promoting community improvements in the Village of Wellington in an effort to enhance the quality of life of the residents of the Village of Wellington.
2. assist in the development of projects located on publicly owned lands or rights of way which are of benefit to the public within the municipal boundaries of the Village of Wellington.
3. soliciting, receiving or generating funds from any source not inconsistent with the purposes of this corporation and soliciting, receiving or generating contributions, grants, gifts or subventions from persons, entities or any unit or agency of government.
4. doing and performing any and all acts as may be necessary and or appropriate in order to carry out the stated purposes of the corporation.

This corporation is an entity which is separate, independent and autonomous from the Village of Welling and or the Acme Improvement District and or the Pine Tree Water Control District and is not intended to exist or be construed as an agency or arm of such entity or entities above referenced.

### ARTICLE III

#### POWERS

The Corporation is empowered to do, in general, all things which shall be necessary or desirable to carry out the purposes and objects herein above set forth, as permitted under Florida law. However, notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

### ARTICLE IV

#### NON-PROFIT

The Corporation is not organized for profit and no part of the net earnings, if any, or assets of the Corporation shall inure to the benefit of any director, individual, person, for-profit firm or corporation.

### ARTICLE V

#### DURATION

*The Corporation shall have perpetual existence*

### ARTICLE VI

#### CAPITAL STOCK

*The Corporation shall have no capital stock.*

### ARTICLE VII

#### BOARD OF TRUSTEES

**Section 1. Management of Trustees.** The property, business and affairs of the Corporation shall be managed by a Board of Trustees consisting of a minimum of Five (5) people, however, the exact number to be determined by the By-Laws. A majority of the Board of Trustees in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of Trustees, including an annual meeting.

**Section 2. Original Board of Trustees.** The names and addresses of the first Board of Trustees of the Corporation, who shall hold office until qualified successors are duly elected and have taken office, shall be as follows: Darell Bowen, Dr. Carmine A. Priore, Lizbeth Benacquisto, Howard K. Coates, Matt Willhite all are located at 14000 Greenbriar Boulevard, Wellington, Florida 33414.

**Section 3. Election of Trustees of the Board of Trustees.** The By-Laws may provide for the method of voting in any election and for removal from office of Trustees. The Board shall consist of the then current members of the Village of Wellington Council.

**Section 4. Duration of Office.** The individuals elected to the Board of Trustees shall hold office in the exact same fashion as the members of the Village of Wellington's Council and serve for the same term as the individual Council Member's term in office. After such Council Members term expires they, he or she as the case may be shall resign from the Board and the new Village of Wellington Council Member shall become a Trustee hereunder and pursuant to the Bylaws. The term of office for the Trustees of the first Board of Trustees shall commence with the filing of the Articles of Incorporation and shall continue as provided herein and in the Bylaws.

**Section 5. Vacancies.** If a Director shall for any reason cease to be a Director, the Board of Trustees at a special meeting called for such purpose may elect a successor to fill the vacancy, which shall hold office until a qualified successor has been duly elected and has taken office but no later than 30 days from the selection of a new Council Member. Such new Member shall be the replacement of such Trustee and shall hold the same office as the former Council Member.

**Section 6. Committees.** In accordance with the By-Laws, the Board of Trustees may from time to time establish other committees to facilitate the purposes and functioning of the Corporation. The powers and functions of any such committees shall be as provided by the Board of Trustees in establishing such committee.

## **ARTICLE VIII**

### **OFFICERS**

**Section 1. Officers Provided For.** The Corporation shall have a Chairperson, and such other officers as the Board of Trustees may from time to time elect.

**Section 2. Election and Appointment of Officers.** The officers of the Corporation, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Trustees for terms as provided for herein and in the Bylaws. If any office shall become vacant for any reason, the Board of Trustees may elect or appoint an individual to fill such vacancy in the same fashion as Village of Wellington as to Council Membership and vacancies. This is regardless of any provision other provision to the contrary herein.

**Section 3. First Officers.** The names and addresses of the first officers of the Corporation, who shall hold office as provided herein and as provided in the Bylaws:

CHAIRPERSON: Darell Bowen  
TRUSTEE: Dr. Carmine Priore  
TRUSTEE: Lizbeth Benacquisto  
TRUSTEE: Matt Willhite  
TRUSTEE: Howard K. Coates

**ARTICLE IX**  
**BY-LAWS**

The Board of Trustees shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed only as provided in Article XI.

**ARTICLE X**  
**AMENDMENTS**

Amendments to these Articles of Incorporation may be adopted only by the Trustees pursuant to notice of a meeting, whether annual or special, for such purpose. Such amendments must be pursuant to a resolution of the Board of Trustees which has been duly adopted. Any such amendment must be approved by not less than a majority of those Trustees voting at a meeting at which a quorum is present.

**ARTICLE XI**  
**IDENTIFICATION OF REGISTERED AGENT**

The name and address of the Corporations registered agent is:

Jeffrey S. Kurtz, Esq.  
Law Office of Glen J. Torcivia and Associates, P.A.  
701 Northpoint Parkway, Suite 209  
West Palm Beach, FL 33407

**ARTICLE XII**  
**INDEMNITY**

The private property of the subscribers, registered agent, director or officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever. All Trustees, officers, employees and agents of the Corporation may be indemnified to the full extent permitted by law as provided in the By-Laws. Such indemnification may be funded through insurance or as otherwise authorized by the Board of Trustees.

**ARTICLE XIII**  
**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any director, officer, or trustee of the Corporation.

ARTICLE XIV  
INCORPORATOR

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09 APR 30 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The name and address of the person signing these Articles is:

Paul Schofield  
14000 Greenbriar Blvd.  
Wellington, Florida 33414

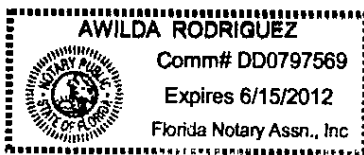
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 27<sup>th</sup> day of February, 2009.

By: Paul Schofield  
Paul Schofield, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Paul Schofield, known to personally or has produced \_\_\_\_\_ who executed the foregoing Articles of Incorporation and has acknowledged before me that he/she executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed seal in the State and County aforesaid, this 27<sup>th</sup> day of February, 2009.



Awilda Rodriguez  
Notary Public, State of Florida at Large

Name: Awilda Rodriguez

Commission No.: DD0797569

My Commission Expires:

**CERTIFICATE OF DESIGNATION REGISTERED  
AGENT/REGISTERED OFFICE**

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Pursuant to the provisions of Section 607.0501 or 617.0501, F.S., the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Wellington Community Foundation, Inc. a not for profit corporation.
2. The name and address of the registered agent and office is: Jeffrey S. Kurtz, Esq., Law Offices of Glen J. Torcivia and Associates, P.A., 701 Northpoint Parkway, Suite 209, West Palm Beach, FL, 33407.

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.

By: Jeffrey S. Kurtz  
Jeffrey S. Kurtz

Date: 2/27/09

STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this, the 27th day of February, 2009, before me, the undersigned Notary Public of the State of Florida, the foregoing instrument was acknowledged by Paul Schofield, Registered Agent for Wellington Community Foundation, Inc. a not for profit corporation, on behalf of the corporation.

WITNESS my hand and official seal this 27th day of February, 2009.

Awilda Rodriguez  
Notary Public-State of Florida

My Commission Expires: 6/15/2012

Personally Know ✓; Or Produced Identification \_\_\_\_\_

Affix Seal Below:

