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2010 MAR 11 PM 4:42
CLERK OF STATE
TALLAHASSEE, FLORIDA

18 MAR 12 2010

COVER LETTER

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

SUBJECT: Schall Landing Resident Council, 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: Schall Landing Resident Council, Inc
Name (Printed or typed)

2402 Schall Circle
Address

West Palm Beach, FL 33417
City, State & Zip

561-683-6417
Daytime Telephone number

claudiawilliams09@comcast.net
E-mail address: (to be used for future annual report notification)

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



RECEIVED

10 MAR 11 PM 2:39

FLORIDA DEPARTMENT OF STATE
Division of Corporations

STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

February 10, 2010

SCHALL LANDING RESIDENT COUNCIL, INC.
2402 SCHALL CIRCLE
WEST PALM BEACH, FL 33417

SUBJECT: SCHALL LANDING RESIDENT COUNCIL, INC.
Ref. Number: W10000006789

We have received your document for SCHALL LANDING RESIDENT COUNCIL, INC. and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

Please complete the addressess in article V.

Bylaws are not filed with this office. Please retain them for your records.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 610A00003445

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

FILED
2010 MAR 11 PM 4:42
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:
Schall Landing Resident Council, Inc

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:
2402 Schall Circle, West Palm Beach, FL 33417

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

A. This corporation is a not for profit corporation organized under Chapter 617, Florida Statutes. The specific purpose of this corporation are for the improvement and promotion of the neighborhood known as Schall Landing for the benefit of the residents.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporation. See attachment for suite

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The Board is duly elected by plurality of votes from the general resident population of Schall Landing community.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Title	Name	Address
President	Claudia E Williams	2276 Schall Circle, West Palm Beach, FL 33417
Vice President	Sheryl Golden	2268 Schall Circle, West Palm Beach, FL 33417
Secretary	Akilah Hill Worell	2366 Schall Circle, West Palm Beach, FL 33417
Treasurer	Kimberly Johnson	2382 Schall Circle, West Palm Beach, FL 33417
Sergeant-at-Arms	Tina Thompson	2274 Schall Circle, West Palm Beach, FL 33417

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Claudia E Williams
2276 Schall Circle
West Palm Beach, FL 33417

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Claudia E Williams
2276 Schall Circle
West Palm Beach, FL 33417

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Claudia E Williams
Signature/Registered Agent Claudia E Williams

3/8/10
Date

Claudia E Williams
Signature/Incorporator Claudia E Williams

3/8/10
Date

Appendix A: (Conflict of Interest Policy)

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is unfair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Record of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest, in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

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