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(Requestor's Name)

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(City/State/Zip/Phone #)

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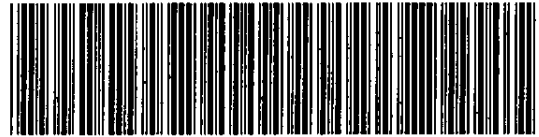
(Business Entity Name)

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 APR 28 AM 11:49

WI-15740

# CITY OF DELRAY BEACH

## CITY ATTORNEY'S OFFICE

200 NW 1st AVENUE • DELRAY BEACH, FLORIDA 33444  
TELEPHONE: 561/243-7090 • FACSIMILE: 561/278-4755



April 26, 2010

WRITER'S DIRECT LINE: 561/243-7091

Ms. Becky McKnight, Regulatory Specialist II  
New Filing Section  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: Plumosa School of the Arts Foundation, Inc.


Dear Ms. McKnight:

I have made the requested changes to the Articles of Incorporation of Plumosa School of the Arts Foundation, Inc. I have amended the requested change to the third sentence of Article VII, and I have amended Article XI.

Attached please find an original and copy of the document as per the direction of your letter dated March 30, 2010.

Sincerely,

OFFICE OF THE CITY ATTORNEY  
CITY OF DELRAY BEACH, FLORIDA

By:   
R. Brian Shutt, Esq.  
City Attorney

Attachments

10 APR 28 11:11 AM  
DIVISION OF CORPORATIONS

RECEIVED  
10 APR 28 PM 4:2  
DIVISION OF CORPORATIONS

**COVER LETTER**

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

**SUBJECT:** Plumosa School of the Arts Foundation, 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:** Nancy Earley  
Name (Printed or typed)

1712 N.E. 2nd Avenue  
Address

Delray Beach, FL 33444  
City, State & Zip

561-330-3907  
Daytime Telephone number

EarleyN@palmbeach.k12.fl.us  
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 30, 2010

NANCY EARLEY  
1712 NE 2ND AVE  
DELRAY BEACH, FL 33444

SUBJECT: PLUMOSA SCHOOL OF THE ARTS FOUNDATION, INC.  
Ref. Number: W10000015740

We have received your document for PLUMOSA SCHOOL OF THE ARTS FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 245-6931.

Becky McKnight  
Regulatory Specialist II  
New Filing Section

Letter Number: 910A00007816

**ARTICLES OF INCORPORATION  
OF  
PLUMOSA SCHOOL OF THE ARTS FOUNDATION, INC.  
(A Corporation Not For Profit)**

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
10 APR 28 AM 11:49

We, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation not for profit pursuant to and under the provisions of Chapter 617, Florida Statutes.

**ARTICLE I. NAME**

The name of this Corporation is PLUMOSA SCHOOL OF THE ARTS FOUNDATION, INC., and its principal administrative location shall be at 1712 N.E. 2<sup>nd</sup> Avenue, Delray Beach, Palm Beach County, Florida 33444.

**ARTICLE II. PURPOSE AND POWERS**

Section 2.1 Purpose. The purposes for which the Corporation is formed are exclusively charitable and to maintain art programs at the Plumosa School of the Arts for the benefit of the students, which cannot be met by school district funds. The purposes for which the Corporation is organized is to serve the public benefit of the students of the Plumosa School of the Arts by raising and allocating funds for an advanced art curriculum; unrestricted funds to support each department's needs; and funding for items such as art supplies, jazz and tap shoes, music instruments and off-site learning opportunities.

Notwithstanding any other provisions of these articles, the Corporation is organized exclusively for one or more of the purposes as specified in §501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC §501(c)(3) or corresponding provisions of any subsequent Federal tax laws. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that

reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.

In the event of dissolution, all the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC §501(c)(3) or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government or school district for a public purpose.

Section 2.2 Powers. In furtherance, but not in limitation, of the foregoing charitable purposes, the Corporation shall have the following powers:

- a. To raise or solicit funds, as determined at the time of the filing of these articles, for the furtherance of its charitable purposes;
- b. To do such things as are incidental to the foregoing purposes and powers.
- c. The Corporation shall have all of the powers of a not-for-profit corporation under Chapter 617 and 607 of the Florida Statutes, as amended from time to time.

### **ARTICLE III. MEMBERSHIP**

The Membership of the Corporation with full voting rights, in accordance with the Bylaws, shall be as follows.

- a. The initial members, who shall have full voting rights at the First Annual Meeting, shall be those persons who have attended at least one meeting as determined by the initial members from the minutes of such meetings.

b. No payment shall be made to its members or officers for serving in such positions.

c. The Corporation is non-sectarian and nonpartisan.

#### **ARTICLE IV. TERM OF EXISTENCE**

This corporation shall have perpetual existence, unless dissolved according to law; provided, however, that upon such dissolution of this corporation, the assets of this corporation shall be distributed as hereinafter provided.

#### **ARTICLE V. REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1712 N.E. 2<sup>nd</sup> Avenue, Delray Beach, Florida 33444, and the name of the initial registered agent of this corporation is Nancy Earley.

#### **ARTICLE VI. SUBSCRIBER**

The name and address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
R. Brian Shutt	200 NW 1 <sup>st</sup> Avenue Delray Beach, Florida 33444

#### **ARTICLE VII. MEMBERS/DIRECTORS**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by the members. The method of the election or appointment of the members is as set forth in the bylaws of this corporation. The members are also the directors of the corporation. The number of members of the corporation shall be not less than five (5) or more than twenty (20) persons; provided, however, that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The names and addresses of the persons who are to serve as the initial members until the first election or appointment under these Articles of Incorporation are:

Dr. Debra Kaiser  
684 Lakewood Circle West  
Delray Beach, FL

Alberta McCarthy  
2845 S.W. 22<sup>nd</sup> Avenue, #108  
Delray Beach, FL 33445

Dr. Sandra Tobias  
4464 CoCo Plum Way  
Delray Beach, FL 33445

Peter Raycroft  
213 Sherwood Fork Drive  
Delray Beach, FL 33445

Janet Meeks  
2782 Hampton Circles  
Delray Beach, FL 33445

Nicole Grimes  
614 S.E. 4<sup>th</sup> Avenue  
Delray Beach, FL 33483

#### **ARTICLE VIII. BYLAWS**

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, by following the procedure set forth in the bylaws.

#### **ARTICLE IX. AMENDMENTS**

Amendments to these articles of incorporation may be adopted by a vote of at least two-thirds of the entire membership of the corporation.

#### **ARTICLE X. DISTRIBUTION UPON DISSOLUTION**

If the Corporation is dissolved, any residual assets of this Corporation will be distributed

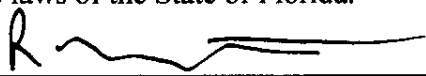


for one or more exempt purpose or purposes specified in Section 501(c)(3) of the Code or corresponding sections of any future Internal Revenue Law of the United States, or the Authority, or to the Federal, or the Florida State, or local government for exclusively public purposes.

**ARTICLE XI. INDEMNIFICATION**

The Corporation may, by resolution of the Board of Directors, provide for indemnification by the Corporation of any and all of its Directors and employees or former directors and employees, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or employees of the Corporation, except in relation to matters as to which such director or employees shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty, actions beyond the scope of authority, and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, has hereunto set my hand and seal, this 23 day of Apr. 1, 2010, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
R. Brian Shutt

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 R. Brian Shutt, known to me and known to be the person who executed the foregoing Articles of incorporation, and that he executed those Articles of

Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and county aforesaid, this <sup>23<sup>rd</sup></sup> of April, 2010.

Catherine Inglesè  
Notary Public State of Florida  
My Commission Expires:



**Catherine Inglesè**  
Commission # **DD586576**  
Expires **July 22, 2010**  
Bonded Troy Fair - Insurance, Inc. 800-385-7019

\*\*\*\*\*

*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.*

Nancy Carley  
Signature/Registered Agent

4/23/10  
Date

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 APR 28 AM 11:49