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FLORIDA PROFIT/NON PROFIT CORPORATION
DELRAY BEACH DOWNTOWN MARKETING COOPERATIVE, INC.

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**ARTICLES OF INCORPORATION
OF
DELRAY BEACH DOWNTOWN MARKETING COOPERATIVE, INC.
(A Corporation Not For Profit)**

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 DELRAY BEACH DOWNTOWN MARKETING COOPERATIVE, INC., and its principal administrative location shall be at 64 S.E. 5th Avenue, Delray Beach, Palm Beach County, Florida 33483.

ARTICLE II. PURPOSE AND POWERS

Section 2.1 Purpose. The purpose of the Cooperative is to provide an environment for open communication, and coordination of events, activities, and promotions to develop, promote and protect the agricultural, commercial, professional, cultural, residential, and general business interests of the downtown Delray Beach area, to be beneficial to the community and area.

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.

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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 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 in furtherance of its charitable purposes and to support, sponsor, plan or carry out any promotions, events or activities that develop, promote, support or enhance the commercial, professional, cultural, residential and general interests of the community for the area located from I-95 to the beach along Atlantic Avenue which shall also include the area that is several blocks north and south of Atlantic Avenue and the Pineapple Grove area.

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 Corporation shall not have membership.

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.

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ARTICLE V. PRINCIPAL OFFICE AND AGENT

The street address of the principal office of this Corporation is 64 S.E. 5th Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation is MICHAEL MALONE whose address is 64 S.E. 5th Avenue, Delray Beach, Florida 33483.

ARTICLE VI. NON-STOCK CORPORATION

The Corporation shall have no stock and no dividends shall be declared or paid.

ARTICLE VII. MEMBERS/DIRECTORS

a. Powers. All Corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

b. Number. The affairs of this Corporation shall be conducted by a Board of Directors, the number of which shall be determined from time to time in accordance with the Bylaws but shall never be less than four (4) voting members. Notwithstanding the maximum number of directors permitted under the Bylaws, it is the declared intention of the Corporation, that the number of directors be no larger than minimally necessary in order to properly carry on the activities of the Corporation.

c. Election; Removal. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

d. Compensation. Directors shall not be compensated for serving in their positions

e. Resignation. Directors shall resign in accordance with the procedure provided in the Bylaws.

f. Initial Directors. The names and addresses of the initial directors to hold office until the first annual meeting of members and/or until their successors shall have been elected and qualified are as follows:

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1. Brian Cheslack
Chairman of the Board of the Greater Delray Beach
Chamber of Commerce
c/o 64 S.E. 5th Avenue
Delray Beach, FL 33483
2. Fran Marincola
Representative of the Downtown Development Authority
of Delray Beach
c/o 190 S.E. 5th Avenue
Delray Beach, FL 33483
3. Howard Lewis
Chairman of the Community Redevelopment Agency
of Delray Beach
20 N. Swinton Avenue
Delray Beach, FL 33444
4. Nelson S. McDuffie
Mayor
City of Delray Beach
100 N.W. 1st Avenue
Delray Beach, FL 33444

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. The Bylaws of the Corporation shall be made, altered, or rescinded by the majority vote of the Board of Directors.

ARTICLE IX. AMENDMENTS

Amendments to these articles of incorporation may be adopted by a vote of at least three-fourths of the Board of Directors.

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ARTICLE X. OFFICERS

The Corporation shall have the following officers: President, Vice President, Secretary, and Treasurer. Two (2) or more of the above offices may be held by the same person. The Board of Directors shall select a Chairman from among its members, who shall also serve as President. The Board shall select persons to hold the remaining offices. Terms of the office shall be the same as the terms for the Directors as established in the corporate Bylaws.

ARTICLE XI. LIMITATIONS

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 persons, 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 Two hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) 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.

ARTICLE XII. 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

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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. 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 XIII. 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, the undersigned incorporators, directors, and registered agent have executed these Articles of Incorporation, this 3 day of May, 2010.



Fran Marincola
Representative of the Downtown Development
Authority of Delray Beach

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 3 day of May, 2010 by Fran Marincola, as the representative of the Downtown

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Development Authority of Delray Beach. He is personally known to me or who has produced
(type of identification).

Patricia Lyne Reed

Signature of Notary Public - State of Florida

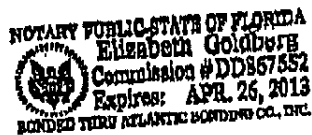


Howard Lewis

Chair of the Delray Beach Community
Redevelopment Agency

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29 day of April, 2010 by Howard Lewis, as Chairman of the Delray Beach Community Redevelopment Agency, who is personally known to me or who has produced
(type of identification).



Elizabeth Goldberg
Signature of Notary Public - State of Florida

Nelson S. McDuffie
Mayor Nelson S. McDuffie
City of Delray Beach

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23rd day of April, 2010 by Nelson S. McDuffie, as Mayor of the City of Delray Beach, who is personally known to me or who has produced
(type of identification).



Kimberly M. Wynn
Signature of Notary Public - State of Florida

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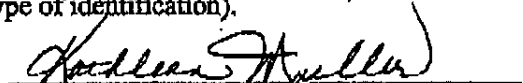
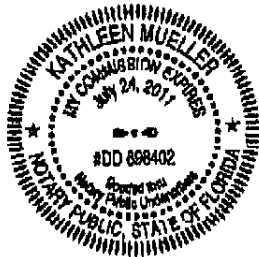
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Brian Cheslack
Chair of the Board of the Greater Delray
Beach Chamber of Commerce

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 3rd day of May, 2010 by Brian Cheslack, as Chair of the Board of the Greater Delray Beach Chamber of Commerce, who is personally known to me or who has produced _____ (type of identification).


Signature of Notary Public—State of Florida

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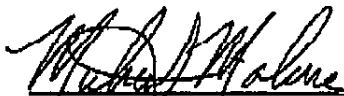
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ACCEPTANCE OF REGISTERED AGENT

FOR

DELRAY BEACH DOWNTOWN MARKETING COOPERATIVE, INC.

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 the Florida 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.



MICHAEL MALONE, REGISTERED AGENT

DATED this 20 day of April, 2010

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