

N100000006166

http://file.scribiz.org/scripts/efilcovr.e

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000148764 3)))



H100001487643ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPORATE ACCESS, INC.
Account Number : FCA000000013
Phone : (850) 222-2666
Fax Number : (850) 222-1666

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
PBO MATTRESS INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

2010 JUN 25 PM 4:52

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED
10 JUN 25 PM 2:23

2010 JUN 28 2010

(((H10000148764 3)))

ARTICLES OF INCORPORATION
OF
PBO MATTRESS INC.
(a Florida Corporation Not for Profit)

FILED
JUN 25 PM 4:52
TALLAHASSEE, FLORIDA

In Compliance with Chapter 617, Florida Statutes, the undersigned hereby associate themselves to form a corporation not for profit, and for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I
Name

The name of the Corporation shall be PBO Mattress Inc. (hereinafter called the "Corporation").

ARTICLE II
Principal Place of Business and Mailing Address

The principal street address and mailing address of the Corporation are both:

415 South Olive Avenue
West Palm Beach, FL 33401

ARTICLE III
Duration

The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IV
Purpose

The Corporation is organized exclusively to support and conduct the operations of the Palm Beach Opera to enrich the life of the communities it serves and to undertake all legal activities related thereto.

ARTICLE V
Powers

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a not for profit Corporation under the Florida Not For Profit Corporation Act. In addition to the powers specified, the Corporation shall have the additional powers specified in its Bylaws.

ARTICLE VI
Management

Management of the Corporation shall be vested in the Corporation's Board of Directors. The number and method of election of the directors of the Corporation who shall serve following the terms of the directors of the Corporation shall be as stated in its Bylaws.

ARTICLE VII
Officers and Directors

The names and addresses of the initial officers and directors of the Corporation who will serve until the first election under the Articles of Incorporation are as follows:

Marc S. Solomon – Chairman of the Board and President
415 South Olive Avenue
West Palm Beach, FL 33401

David I. Kosowsky – Director and Vice President
415 South Olive Avenue
West Palm Beach, FL 33401

Paul A. Goldner – Director and Secretary
415 South Olive Avenue
West Palm Beach, FL 33401

ARTICLE VIII
Members

The Corporation shall have one or more classes of members. The qualifications for membership in the Corporation, the method of selecting and admitting members to the Corporation and the rights and responsibilities of members shall be as set forth in its Bylaws.

ARTICLE IX

Disposition of Assets upon Dissolution

Upon dissolution of the Corporation, any assets remaining after the payment of its debts shall be disposed of by transfer to one or more organizations that are described in Section 501(c)(3) or Section 501(c)(6) of the Code, or corresponding sections of any future Federal tax code, to be used for one or more of the purposes of the Corporation, or to the State of Florida or any political subdivision or agency thereof to be used for exclusively public purposes, in such proportions as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for public purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

Restrictions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons or individuals, 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 IV hereof.

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 of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal tax under Section 501(c)(6) of the Code, or corresponding section of any future Federal tax code.

ARTICLE XI

Indemnification of Directors

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may deem appropriate or advisable from time to time.

(((H10000148764 3)))

ARTICLE XII
Bylaws

The Bylaws of the Corporation may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a majority of the then members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the law or with these Articles of Incorporation.

ARTICLE XIII
Amendment

These Articles of Incorporation shall be amended only by the affirmative vote of a majority of the then Board of Directors of the Corporation.

ARTICLE XIV
Registered Office/Registered Agent


The street address of the Corporation's registered office in the State of Florida is 415 South Olive Avenue, West Palm Beach, FL 33401, and the name of its registered agent at such office is Daniel Biaggi.

[signatures appear on following page]

(((H10000148764 3)))

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 24th day of June, 2010.

INCORPORATOR:



Marc S. Solomon
415 South Olive Avenue
West Palm Beach, FL 33401

ACCEPTANCE BY REGISTERED AGENT:

I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.



Daniel Blazer

FILED
2010 JUN 25 PM 4:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H10000148764 3)))