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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ps 11/17/10



**Fox Rothschild** LLP  
ATTORNEYS AT LAW

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November 8, 2010

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

**Re: The Palm Beach Opera Guild, Inc.**

Dear Sir or Madam:

Enclosed please find original and one copy of the Articles of Incorporation of The Palm Beach Opera Guild, Inc. and original and one copy of the Certification Designating Place of Business for the Service of Process Within the State of Florida, Naming Agent Upon Which Process May be Served.

Also enclosed please find this firm's check in the amount of \$70 for the filing fee of the Articles of Incorporation and Certification.

If you have any questions or comments, please contact the undersigned.

Very truly yours,

Eugene F. Pollingue, Jr.

EP:mj  
Enclosures  
cc: Daniel Biaggi, Resident Agent

WP1 357646v1 11/08/10

A Pennsylvania Limited Liability Partnership

California

Delaware

Florida

Nevada

New Jersey

New York

Pennsylvania

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**ARTICLES OF INCORPORATION**  
**OF**  
**THE PALM BEACH OPERA GUILD, INC.**  
A Florida Non-Profit Corporation

10 NOV 15 PM 3:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, Barbara Weimer, desiring to form a non-profit corporation under the Florida Not for Profit Corporation Act, does hereby certify:

**ARTICLE I:**

**NAME**

The name of this Florida non-profit corporation shall be the Palm Beach Opera Guild, Inc. (the "Corporation").

**ARTICLE II:**

**PRINCIPAL PLACE OF BUSINESS**

The street and mailing address of the Corporation's principal place of business shall be 415 S. Olive Avenue, West Palm Beach, FL 33401.

**ARTICLE III:**

**REGISTERED OFFICE AND AGENT**

The Registered Office of the Corporation shall be 415 S. Olive Avenue, West Palm Beach, FL 33401, and the name of the Registered Agent of the Corporation at said address shall be Daniel Biaggi.

**ARTICLE IV:**

**CORPORATE PURPOSE**

The Corporation is organized and operated exclusively for the benefit of the Palm Beach Opera, Inc., a tax-exempt corporation within the meaning of Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). To this end, the Corporation shall:

A. Conduct corporate and public fundraising activities on behalf of Palm Beach Opera, Inc.;

B. Encourage and motivate the making of gifts, donations, and benefactions by deed, will, or otherwise for the advancement, promotion, extension, and maintenance of the various causes and objects fostered by the Palm Beach Opera, Inc.; and

C. Foster and raise the general public's interest in the opera through education on behalf of the Palm Beach Opera, Inc.

#### **ARTICLE V:**

##### **INITIAL EXECUTIVE BOARD OF DIRECTORS**

The Corporation's board of directors shall hereinafter be referred to as the "Executive Board of Directors." As such, the Executive Board of Directors shall serve as the Corporation's board of directors and be entitled to all the rights and duties of a board of directors as set forth in Section 617.0801, Florida Statutes, et. seq. unless modified by these Articles of Incorporation and the Corporation's Bylaws. The names and addresses of the initial Directors of the Executive Board of Directors are as follows:

1. Arlette Gordon  
980 North Lake Way  
Palm Beach, FL 33480
2. Elizabeth Bowden  
100 Royal Palm Way, #2  
Palm Beach, FL 33480
3. Lisa Koeper  
100 Worth Avenue, #315  
Palm Beach, FL 33480
4. Suzy Minkoff  
525 South Flagler Drive, PH #1A-B  
West Palm Beach, FL 33404
5. Barbara Weimer  
8754 Kendale Place  
Lake Worth, FL 33467
6. Charlotte Kimelman  
701 South Olive Avenue, #1812  
West Palm Beach, FL 33401

The manner in which the Directors of the Executive Board of Directors are appointed shall be stated in the Bylaws of the Corporation.

**ARTICLE VI:**  
**EARNINGS OF THE CORPORATION**

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 persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by third parties who are not its members, directors, or officers, and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

**ARTICLE VII:**  
**LIMITATIONS ON POLITICAL ACTIVITIES**

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 (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE VIII:**  
**DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the Corporation, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. To this end, such assets shall first be distributed to the Palm Beach Opera, Inc. if at such time the Palm Beach Opera, Inc. continues to be in existence and tax-exempt within the meaning of Section 501(a) and 501(c)(3) of the Code. If the Palm Beach Opera, Inc. is not then in existence and so tax-exempt, then such assets shall either be distributed to the federal, state or local government for a public purpose, or

be disposed of by a Court of competent jurisdiction of the county in which the Corporation's principle place of business 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 exempt purposes.

#### **ARTICLE IX:**

##### **ADOPTION OF BYLAWS**

The Bylaws of the Corporation, subject to the prior approval of its sole Member, the Palm Beach Opera, Inc., shall be adopted by the Executive Board of Directors by a two-third (2/3) majority vote at the first Executive Board of Directors meeting. The written notice for the Executive Board of Directors meeting of the Corporation shall be mailed to each Director, by regular U.S. mail, electronic mail, or any other proper means of communication, at least five (5) days before the date of the meeting. Such written notice for the Executive Board of Directors meeting shall include the proposed Bylaws of the Corporation.

#### **ARTICLE X:**

##### **AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation, subject to the prior approval of its sole Member, the Palm Beach Opera, Inc., may be amended by the Executive Board of Directors by a two-third majority vote at an annual or special meeting. The written notice for the meeting shall be provided to each Director, by regular U.S. mail, electronic mail, or any other proper means of communication, at least five (5) days before the date of the meeting. Such written shall include the proposed amendments to the Articles of Incorporation of the Corporation.

#### **ARTICLE XI:**

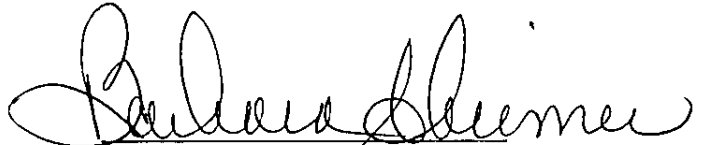
##### **COMMENCEMENT**

This Corporation shall commence its existence on the date these Articles of Incorporation are filed with the Secretary of the State of Florida, pursuant to Section 617.0203(1), Florida Statutes.

**ARTICLE XII:**  
**INCORPORATOR**

The name and address of the incorporator is: Barbara Weimer, 8754 Kendale Place, Lake Worth, FL 33467.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this 21<sup>st</sup> day of July, 2010.

  
Barbara Weimer, Incorporator

**CERTIFICATION DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,  
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Florida Statutes Title VI Chapter 48.091, the following is submitted in compliance with said Act:

The Palm Beach Opera Guild, Inc., desiring to organize under the laws of Florida, as indicated in the Articles of Incorporation at Article III, has named Daniel Biaggi, as its Registered Agent to accept service of process within the state of Florida at its Registered Office at 415 S. Olive Avenue, West Palm Beach, FL 33401.

**ACKNOWLEDGEMENT:**

Having been named as a Registered Agent for the Palm Beach Opera Guild, Inc. to accept service of process at its Registered Office, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties.

  
Daniel Biaggi, Registered Agent

Date: July 21, 2010

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