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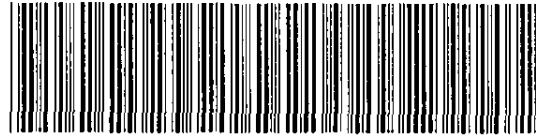
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**DATE: 11-24-10**

**NAME: THE CITIZENS' ASSOCIATION OF PALM BEACH**

**TYPE OF FILING: ARTICLES OF INCORPORATION**

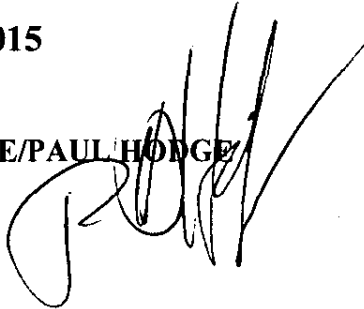
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## **ARTICLES OF INCORPORATION**

### **OF**

#### **THE CITIZENS' ASSOCIATION OF PALM BEACH, INC.**

(A Florida Not For Profit Corporation)

The undersigned, acting as the sole incorporator of a corporation under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

#### **ARTICLE I**

##### **NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS**

The name of the corporation (hereinafter called the "Corporation") is THE CITIZENS' ASSOCIATION OF PALM BEACH, INC., and its principal office and mailing address is located at 139 North County Road, Palm Beach, Florida 33480.

#### **ARTICLE II**

##### **DURATION**

The duration of the corporate existence of the Corporation shall be perpetual unless dissolved according to law.

#### **ARTICLE III**

##### **PURPOSE**

The Corporation is organized as a nonprofit and shall be operated exclusively as a civic league, primarily devoted to the promotion of the common good, and the general and social welfare of citizens living in single family residential associations and apartment buildings in the Town of Palm Beach, the bringing about of civic betterment and social improvements in the Town of Palm Beach, lobbying and advocating viewpoints of public concern, and for related purposes, all within the meaning of Section 501(c)(4) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

#### **ARTICLE IV**

##### **MEMBERSHIP/MANNER OF ELECTING DIRECTORS**

The management of the affairs and activities of the Corporation shall be vested in the Board of Directors (hereinafter called the "Board"), as defined in the Corporation's By-laws. The manner in which the directors of the Corporation are to be elected is stated in the By-laws of the Corporation. No member, director, officer, or other person shall have any right, title, or interest in or to any property of the Corporation. For purposes of this Article IV, the term "person" shall mean an individual, corporation, joint stock company, business trust, partnership, limited liability company, limited liability partnership, joint venture, syndicate,

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association, trust, unincorporated organization or other legal entity or other combination of individuals having collective capacity.

## **ARTICLE V**

### **QUORUM REQUIREMENTS**

One-third of the total number of members of the Corporation's Board, as such total number of members is from time to time determined by the Board in accordance with the Corporation's By-laws, shall constitute a quorum for purposes of (a) increasing or decreasing the number of members of the Board, (b) removing any director, (c) removing any officer, (d) filling any vacancy on the Board or any committee thereof, and (e) for the transaction of all other business at any meeting of the Board.

One-third of the total number of members of any committee of the Board, as such total number of members is from time to time determined by the Board in accordance with the Corporation's By-laws, shall constitute a quorum for the transaction of business at any meeting of such committee of the Board.

## **ARTICLE VI**

### **REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office in the State of Florida is Bank of America Centre, 625 North Flagler Drive, West Palm Beach, Florida 33401. The name of the Corporation's registered agent at such address is Kenneth S. Direktor, Esq. of the law firm of Becker & Poliakoff, P.A.

## **ARTICLE VII**

### **INCORPORATOR**

The name and mailing address of the incorporator of the Corporation is E. James Ryan, 2860 South Ocean Boulevard, Palm Beach, Florida 33480.

## **ARTICLE VIII**

### **DISTRIBUTIONS UPON DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation's Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations as shall at the time qualify as an exempt organization or organizations within the meaning of Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX**  
**PROHIBITED ACTIVITIES**

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 and to make payments and distributions in furtherance of the purposes set forth above. Notwithstanding the provisions of Article III or any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

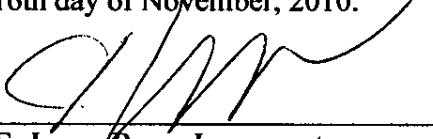
**ARTICLE X**  
**AMENDMENTS**

These Articles of Incorporation may be altered, amended or repealed, in whole or in part, or new Articles may be adopted by the members of the Corporation at any meeting thereof; *provided, however*, that notice of such alteration, amendment or repeal of any of these Articles of Incorporation or the adoption any new Article and any restatement of these Articles of Incorporation shall be contained in the notice of such meeting and such notice shall be given not less than ten days nor more than sixty days before the day on which such meeting is to be held. If a quorum is present at such meeting, any such alteration, amendment or repeal of any of these Articles of Incorporation or the adoption any new Article and any restatement of these Articles of Incorporation at any meeting of the members of the Corporation must be approved by the affirmative vote of a majority of the votes entitled to be cast at such meeting.

**ARTICLE XI**  
**EFFECTIVE DATE**

The effective date of these Articles of Incorporation shall be the opening of business on December 1, 2010.

**IN WITNESS WHEREOF**, I, E. James Ryan, the sole incorporator of THE CITIZENS' ASSOCIATION OF PALM BEACH, INC., have executed these Articles of Incorporation as of 16th day of November, 2010.

  
\_\_\_\_\_  
E. James Ryan, Incorporator

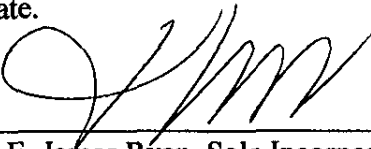
\_\_\_\_\_  
As of November 16, 2010  
Date

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance with said statute:

THE CITIZENS' ASSOCIATION OF PALM BEACH, INC., desiring to organize under the laws of the State of Florida, has named Kenneth S. Direktor, Esq. of the law firm of Becker & Poliakoff, P.A., located at the registered office of the corporation at Bank of America Centre, 625 North Flagler Drive, West Palm Beach, Florida 33401, as its registered agent to accept service of process within this state.

By: \_\_\_\_\_

  
E. James Ryan, Sole Incorporator of  
The Citizens' Association of Palm Beach, Inc.

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for THE CITIZENS' ASSOCIATION OF PALM BEACH, INC., a Florida not for profit corporation (hereinafter called the "Corporation"), in the foregoing Articles of Incorporation and in the certificate set out above, the undersigned, on behalf of the Corporation, hereby acknowledges that the undersigned is familiar with and agrees to accept the duties and responsibilities as registered agent for the Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

  
Kenneth S. Direktor, Esq., Registered Agent

Dated: As of November 16, 2010

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