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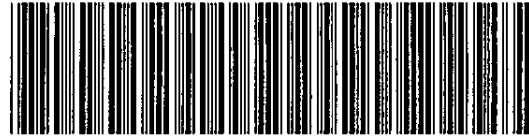
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 11, 2012

THE HIGHLAND BEACH POLICE FOUNDATION, INC.
7777 GLADES RD SUITE 400
ATTN: ROBIN CARAL SHAW, ESQ
BOCA RATON, FL 33434

SUBJECT: THE HIGHLAND BEACH POLICE FOUNDATION, INC.
Ref. Number: W12000031605

We have received your document for THE HIGHLAND BEACH POLICE FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

List the complete address of the officers.

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) 245-6052.

Justin M Shivers
Regulatory Specialist II
New Filing Section

Letter Number: 712A00016373

ARTICLES OF INCORPORATION

OF

THE HIGHLAND BEACH POLICE FOUNDATION, INC.

(In compliance with Chapter 617, Florida Statutes)

ARTICLE I NAME

The name of the Corporation shall be:

The Highland Beach Police Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal street and mailing address of the Corporation is:

c/o Shapiro, Blasi, Wasserman & Gora, P.A.
Attention: Robin Caral Shaw, Esq.
7777 Glades Road, Suite 400
Boca Raton, FL 33434

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TALLAHASSEE, FLORIDA

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ARTICLE III PURPOSE

The Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Sec. 501(c)(3) of the Internal Revenue Code, as amended. The Corporation is also organized for the purpose of making contributions or donations to other organizations within the meaning of Sec. 501(c)(3) of the Internal Revenue Code, as amended, and exempt from taxation under Sec. 501(a) of the Internal Revenue Code, as amended.

ARTICLE IV DURATION

The duration of the Corporation is perpetual.

ARTICLE V MANNER OF ELECTION OF DIRECTORS

The Directors of the Corporation shall be elected in accordance with the methods and qualifications specified in the Bylaws of the Corporation. At all times, the Board shall consist of at least five (5) Directors.

ARTICLE VI INITIAL DIRECTORS

The initial Directors of the Corporation are:

Richard Shusterman
3740 S. Ocean Blvd, #908 South, Highland Beach, FL 33487

Greg Babij
11 Ocean Place Estates, Highland Beach, FL 33487

Robert Crozer
4201 Intracoastal Drive, Highland Beach, FL 33487

Bruce Giacomia
3015 S. Ocean Blvd, #8-B, Highland Beach, FL 33487

Ric Clark
2809 S. Ocean Blvd, Highland Beach, FL 33487

ARTICLE VII POWERS

The powers of the Corporation shall be provided in the Bylaws of the Corporation in accordance with Chapter 617, Florida Statutes, and limited in manners not inconsistent with Florida law, and with the following limitations within the meaning of Sec. 501(c)(3) of the Internal Revenue Code, as amended from time to time:

1. 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 interests, except that the Corporation shall be authorized and empowered to pay a reasonable compensation for services rendered by its employees, and make payments and distributions in furtherance of the purposes set forth in Article III.
2. No substantial part of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article III.
3. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of Sec. 501(c)(3) of the Internal Revenue Code, as amended, unless the Corporation elects the provisions of Sec. 501(h) of the Internal Revenue Code, as amended.
4. The Corporation shall not participate in, or intervene in (including publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, within the meaning of Sec. 501(c)(3) of the Internal Revenue Code, as amended.
5. 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 Sec. 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code, or (b) by a corporation contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code, as

amended, or the corresponding section of any future federal tax code.

6. Should the Corporation choose to litigate, using its own staff attorneys, the corporation shall comply with guidelines provided in Rev. Proc. 92-59, 1992-2 C.B. 411-12, as amended, superseded, or modified. The Bylaws of the Corporation shall adopt applicable provisions accordingly.
7. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.
8. The Corporation shall adopt a conflict of interest policy as required within the meaning of Sec. 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE VIII MEETINGS

1. After incorporation, the Board of Directors shall hold an Organizational Meeting in accordance with Chapter 617, Florida Statutes, as amended.
2. The Directors may participate in regularly-scheduled and/or special meetings by, or conduct the meeting(s) through, the use of any means of communication which allows all Directors participating to simultaneously hear one another. A Director participating in such a meeting is deemed present at the meeting. Alternatively, the Directors may take actions through signed email communications provided all Board members are in agreement.

ARTICLE IX INCORPORATOR

The name and address of the Incorporator is:

Robin Caral Shaw, Esq.
c/o Shapiro Blasi Wasserman & Gora, P.A.
7777 Glades Road, Suite 400
Boca Raton, FL 33434

ARTICLE X DISSOLUTION

1. Upon dissolution of the Corporation, assets: (a) shall be distributed for one or more exempt purposes within the meaning of Sec. 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future

federal tax code, or (b) shall be distributed to the federal government, or to a state or local government, for a public purpose.

2. Any 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(s) as the court shall determine which are organized and operated exclusively for a public purpose.

ARTICLE XI REGISTERED OFFICE; REGISTERED AGENT

The Registered Agent and Registered Office of the Corporation are: Shapiro, Blasi, Wasserman & Gora, P.A., Attention: Robin Carol Shaw, Esq., 7777 Glades Road, Suite 400 Boca Raton, FL 33434.

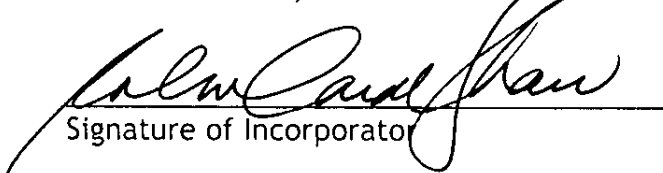
Having been named Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent, and agree to act in this capacity.


Signature of Registered Agent

6/1/12
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided in Sec. 817.155, Florida Statutes.


Signature of Incorporator

6/1/12
Date