

N12000006293

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Wellington Preservation Coalition, Inc.

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ARTICLES OF INCORPORATION

OF

WELLINGTON PRESERVATION COALITION, INC.

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

ARTICLE I

Name

The name of this Corporation shall be WELLINGTON PRESERVATION COALITION, INC. and its principal place of business shall be located at 12794 Forest Hill Blvd., Suite 19F, Wellington, FL 33414.

ARTICLE II

Term

This Corporation shall commence corporate existence upon the date of filing of these Articles of Incorporation by the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

Purpose

The purposes for which this Corporation is organized are exclusively for the promotion of social welfare and other purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article X herein:

(a) any and all activities related to the preservation and maintenance of the current character and nature of the community of Wellington and the opposition to further development of the community except in keeping with such character and nature and the furtherance of such quality of life, the promotion of the social welfare of the community and its citizens and the education of the public on all such matters and to work with any and all governmental agencies or organizations and other non-profit organizations and business entities in furtherance of such purposes; and

(b) The exercise of all powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law.

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ARTICLE IV

No Members

The corporation shall not have members. This Corporation is organized upon a nonstock basis and shall not issue shares of stock.

ARTICLE V

Registered Office and Registered Agent

The street address of the initial registered office of this Corporation is 12794 Forest Hill Blvd., Suite 19F, Wellington, FL 33414 and the name of the initial registered agent of this Corporation at that address is Thomas M. Wenham.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of three (3) directors. The number of directors of the Corporation shall be specified, from time to time, by the Bylaws; provided, however, that the number of directors shall never be less than three (3). The names and street addresses of the initial directors of this Corporation are:

Lou Jacobs

Deer Ridge Farm, 12500 Pierson Road
West Palm Beach, FL 33414-8401

Victoria McCullough

1365 Santa Barbara Drive
Wellington, FL 33414

Robert Coker

17212 Gulf Pine Circle
Wellington, FL 33414

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles of Incorporation as incorporator is:

Thomas M. Wenham
12794 Forest Hill Blvd., Suite 19F
Wellington, FL 33414

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ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE IX

Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE X

Restrictions and Interpretation

Section 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 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 III hereof.

Section 2. No substantial part of the activities of the Corporation shall be the participation in, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. 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 income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code").

Section 4. It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(4) of the Internal Revenue Code of 1986 as now in force or hereafter amended. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

ARTICLE XI

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for one or more of the purposes of the Corporation which

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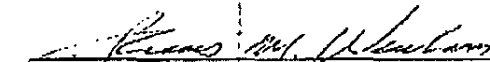
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may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes and which are exempt within the meaning of Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or one or more other exempt purposes within the meaning of Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or shall distribute all of the assets of the Corporation 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 the Circuit Court 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 one or more of the purposes of the Corporation.


IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereto set his hand and seal this 18th day of June, 2012, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.


Thomas M. Wenham

STATE OF FLORIDA

COUNTY OF Falm Beach

The foregoing instrument was acknowledged before me this 18th day of June, 2012, by Thomas M. Wenham.


Name: MARI-ELLEN K. SHELDON
Notary Public, State of Florida
Personally Known ☒
Produced Identification ☒
Type of Identification: _____

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

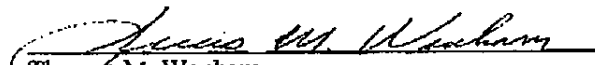
In compliance with Sections 617.023, 48.091 and 607.0505, Florida Statutes, the following is submitted:

WELLINGTON PRESERVATION COALITION, INC. (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 12794 Forest Hill Blvd., Suite 19F, Wellington, FL 33414, has named and designated Thomas M. Wenham, with his registered office located at 12794 Forest Hill Blvd., Suite 19F, Wellington, FL 33414, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for WELLINGTON PRESERVATION COALITION, INC. (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 18th day of June, 2012.


Thomas M. Wenham
Registered Agent

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