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DIVISION OF CORPORATIONS

GUNSTER

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Pechter Community Foundation, Inc.**

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TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****PECHTER COMMUNITY FOUNDATION, INC.***a Florida not-for-profit corporation*

*I, the undersigned Incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation and certify as follows:*

**ARTICLE I - NAME**

The name of the corporation is the PECHTER COMMUNITY FOUNDATION, INC. (the "Corporation").

**ARTICLE II - PRINCIPAL AND MAILING ADDRESSES**

The street address of the initial principal office of the Corporation is 555 NW 4th Street, Delray Beach, Florida 33444-2734. The mailing address of the Corporation is 555 NW 4th Street, Delray Beach, Florida 33444-2734.

**ARTICLE III - PURPOSE**

The Corporation is operated, supervised or controlled by the Community Child Care Center of Delray Beach, Inc. (also known as the Achievement Center for Children and Families) (the "Primary Supported Organization") and is organized and operated exclusively for charitable, religious, educational, and scientific purposes to operate as a supporting organization within the meaning of section 509(a)(3) of the Internal Revenue Code of 1986, as amended, and as interpreted by the Treasury Regulations thereunder (including Temporary and Proposed Regulations), any provisions amendatory thereof, supplemental thereto, or substituted therefor (the "Code") to benefit or carry out the charitable, religious, educational and scientific purposes of the Primary Supported Organization, and other exempt organizations under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, of the same class or purpose as the Primary Supported Organization, including, but not limited, to the Community Child Care Center of Delray Beach Foundation, Inc. (such other exempt organizations together with the Primary Supported Organization, the "Supported Organizations"), so long as the Supported Organizations are organized, and at all times operated, as organizations described in section 509(a)(1) or (a)(2) of the Code.

**ARTICLE IV - MANNER OF ELECTION AND INITIAL DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is five (5). The directors of the Corporation shall be divided into two classes of directors, one such class to be designated as "Public Directors" and one such class to be designated as "Donor Directors". The Public Directors shall be appointed or elected by the board of directors of the Primary Supported Organization and shall at all times constitute a majority of the directors of the Board of Directors of the Corporation. The Donor Directors shall be the persons and their

successors as the board of trustees of The Pechter Family Foundation, a charitable trust under agreement dated January 3, 2005, located in Boca Raton, Florida, shall from time to time appoint or elect to be Donor Directors; provided, however, that the number of Donor Directors shall at all times be equal to one (1) less than the number of Public Directors such that the Donor Directors shall at all times constitute a minority of the directors of the Board of Directors of the Corporation. Subject to the foregoing, the election to membership and termination of membership of the Board of Directors of the Corporation shall be governed by the bylaws of the Corporation.

Except as otherwise provided in the Bylaws or applicable law, the number of directors of the Corporation may be increased or diminished from time to time in the manner specified in the bylaws of the Corporation, but shall not be reduced to less than three (3). The manner in which subsequent directors are to be appointed or elected shall be specified in the Bylaws of the Corporation. The names and addresses of the persons who are to be the initial directors of the Board of Directors of the Corporation who shall hold office until their successors are appointed or elected and have qualified or until their resignation or removal, are as follows:

**NAME****ADDRESS****PUBLIC DIRECTORS:**

NANCY HURD

17 NW 15<sup>th</sup> Street  
Delray Beach, FL 33444

STEPHANIE SEIBEL

2340 Rabbit Hollows Circle  
Delray Beach, FL 33445

ANNE S. BRIGHT

700 Seasage Drive  
Delray Beach, FL 33483**DONOR DIRECTORS:**

JACK PECHTER

751 Park of Commerce Drive, Ste. 128  
Boca Raton, FL 33487

SHELLY HIMMELRICH

751 Park of Commerce Drive, Ste. 128  
Boca Raton, FL 33487**ARTICLE V - REGISTERED AGENT**

The street address of the initial registered office of the Corporation is Dickenson, Murphy, Rex & Sloan, 150 East Palmetto Park Road, Suite 500, Boca Raton, Florida 33432, and the name of its initial registered agent at such address is THOMAS N. MURPHY, JR.

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**ARTICLE VI - MAINTAINING EXEMPT STATUS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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. 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, (b) by a corporation which qualifies as a supporting organization within the meaning of section 509(a)(3) of the Code, or (c) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under section 501(c)(3) of the Code and which is other than a private foundation as defined in section 509(a) of the Code because of its relationship with the Primary Supported Organization, and these Articles shall be construed accordingly and all powers and activities hereunder shall be limited accordingly.

**ARTICLE VII - PRIVATE FOUNDATION STATUS**

Notwithstanding any other provision of these Articles, if at any time the Corporation is determined to be other than an organization described in section 509(a)(3) of the Code, it shall, to the extent applicable, comply with section 508 of the Code insofar as such section:

- (a) requires the Corporation to distribute such amounts for each taxable year allocated at such time and in such manner as not to subject the Corporation to tax on undistributed income under section 4942 of the Code;
- (b) prohibits the Corporation, its Directors or members from engaging in any act of self-dealing, which is subject to tax under section 4941 of the Code;
- (c) prohibits the Corporation from retaining any excess business holdings, which are subject to tax under section 4943 of the Code;
- (d) prohibits the Corporation from making any investments in such manner as to subject the Corporation to tax under section 4944 of the Code; and
- (e) prohibits the Corporation from making any taxable expenditures, which are subject to tax under section 4945 of the Code.

**ARTICLE VIII - DISTRIBUTION OF ASSETS**

Upon dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, its assets shall be distributed to one or more Supported Organizations. Any such assets not so disposed of shall be disposed of by a court of competent

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jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Code or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IX - DURATION

The Corporation shall have a perpetual existence, unless dissolved sooner according to law.

#### ARTICLE X - AMENDMENT

These Articles may be amended, repealed or altered in whole or in part by resolution approved by the affirmative vote of (i) a majority of Public Directors present at any duly noticed meeting at which a quorum is present and (ii) a majority of Donor Directors present at any duly noticed meeting at which a quorum is present, or by the written assent of all directors. Notice of the proposed change shall be mailed to each director at his or her last known address at least ten (10) days prior to the time and date of the meeting which is to consider and vote on such change or amendment unless such director waives the notice requirement. Upon approval and ratification of such amendment to the Articles of the Corporation by the directors as set forth above, the Board of Directors shall thereupon proceed to prepare such amendment and see to the filing of any appropriate document with the proper governmental authority. Copies of such revised and amended Articles shall be given to any director upon request.

#### ARTICLE XI - INCORPORATOR

The name and address of the sole incorporator is:

MITCHELL D. SCHEPPS, ESQ.  
Gunster, Yoakley & Stewart, P.A.  
777 South Flagler Drive, Suite 500E  
West Palm Beach, FL 33401

The undersigned has executed these Articles of Incorporation this 18<sup>th</sup> day of October, 2012.



MITCHELL D. SCHEPPS, Incorporator

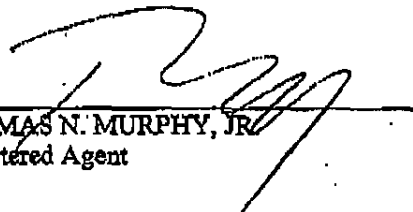
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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: October 17, 2012

  
THOMAS N. MURPHY, JR.  
Registered Agent

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