

NI3000006811

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

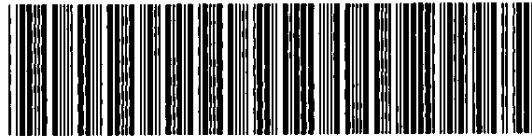
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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07/24/13--01002--012 **87.50

RECEIVED
DEPARTMENT OF STATE
13 JUL 24 AM 10:42
13 JUL 31 AM 8:20
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

WTB-41689

CAPITAL CONNECTION, INC.

417 E. Virginia Street Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PALM BEACH PRESERVATION

ALLIANCE, INC.

Signature _____

Requested by: SETH

07/24/13

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
☒ Cert. Copy _____
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☒ Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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13 JUL 31 AM 8:20
TALLAHASSEE, FLORIDA

PALM BEACH PRESERVATION ALLIANCE, LLC
William O. Cooley, Managing Member
236 Fairview Road
Palm Beach, Florida 33480
Email: cool3003@bellsouth.net

July 29, 2013

Registration Section
FL Dept of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Consent/Release for the not-for-profit incorporation and use of the name PALM BEACH PRESERVATION ALLIANCE, INC.

To Whom It May Concern:

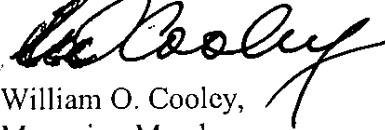
As managing member of Palm Beach Preservation Alliance, LLC, permit this letter to be Palm Beach Preservation Alliance, LLC's written consent, approval, acknowledgment and release authorizing the incorporation of Palm Beach Preservation Alliance, Inc. and the use of the corporate name by said not-for-profit corporation, of which I am an officer. The Articles of Incorporation for Palm Beach Preservation Alliance, Inc. are being submitted herewith.

Accordingly, please file the Articles of Incorporation for Palm Beach Preservation Alliance, Inc. as soon as possible.

Should you have any questions or require additional documentation, please call my attorney, John D. O'Neill, Esquire at (561) 366-1212.

Sincerely,

Palm Beach Preservation Alliance, LLC


William O. Cooley,
Managing Member

WOC/jdo
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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13 JUL 31 PM 4:39
DIVISION OF CORPORATIONS

July 25, 2013

CAPITAL CONNECTION, INC.

SUBJECT: PALM BEACH PRESERVATION ALLIANCE, INC.
Ref. Number: W13000041689

We have received your document for PALM BEACH PRESERVATION ALLIANCE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable because it is the same as or not distinguishable from an existing entity. If the principals are the same in both entities, please send a letter or affidavit advising us of this association, along with your articles so that we may complete the filing process.

Please return 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.

Pamela Smith
Regulatory Specialist II

Letter Number: 613A00017983

ARTICLES OF INCORPORATION

OF

PALM BEACH PRESERVATION ALLIANCE, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-for-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

Article 1. Name

The name of the corporation is as follows: PALM BEACH PRESERVATION ALLIANCE, INC.

Article 2. Principal Office Address

The address of the principal office and the mailing address of the corporation is: 236 Fairview Road, Palm Beach, Florida 33480.

Article 3. Purposes

1. PALM BEACH PRESERVATION ALLIANCE, INC. is a not-for-profit and is organized and shall be operated exclusively for charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code").

2. No part of the earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or to any other person (except that the corporation may pay reasonable compensation for services rendered to or on behalf of the corporation and make other payments and distributions in furtherance of on or more of its purposes), and no director or officer of the corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. The corporation shall pay no dividends.

3. The corporation shall not participate, directly or indirectly, 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. The corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury regulations.

4. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

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TALLAHASSEE, FLORIDA

5. Upon the dissolution of the corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operating exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the corporation shall determine.

Article 4. No Members

The corporation shall not have members, and shall not issue membership certificates. The corporation shall not issue shares of stock.

Article 5. Duration

The duration (term) of the corporation is perpetual.

Article 6. Board of Directors

There shall be a Board of Directors consisting of at least three individuals. The name and addresses of the persons comprising the initial Board members of the corporation until their successors are nominated and appointed as provided in the bylaws are:

1. William O. Cooley
236 Fairview Road
Palm Beach, Florida 33480
2. Jeffrey A. Cloninger
411 Brazilian Avenue
Palm Beach, Florida 33480
3. Lory A. Volk
206 Phipps Plaza
Palm Beach, Florida 33480

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STATE OF FLORIDA
PALM BEACH, FLORIDA

After that, each director shall be elected by majority vote of the Board of Directors in the manner, and at the times, set forth in the bylaws.

ARTICLE 7. Officers

The Officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other Officers and assistant Officers as may be provided for in the bylaws or by

resolution of the Board of Directors. Each officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such a time, and in such a manner, as may be prescribed by the bylaws or by law.

Article 8. Indemnification and Civil Liability Immunity

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article 9. Bylaws

The bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

Article 10. Amendment

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

Article 11. Initial Registered Office and Agent

The street address of the initial registered office of the corporation is: 236 Fairview Road, Palm Beach, Florida 33480. The name of its initial registered agent at that address is: William O. Cooley.

Article 12. Incorporator

The name and address of the Incorporator is:

William O. Cooley
236 Fairview Road
Palm Beach, Florida 33480

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 Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

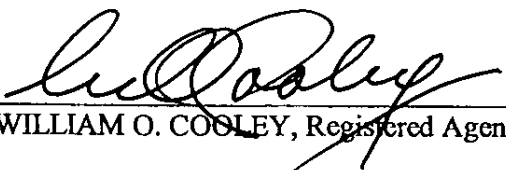

WILLIAM O. COOLEY, Incorporator

DATE: 7/23, 2013

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3 JUL 31 AM 8:20
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for PALM BEACH PRESERVATION ALLIANCE, INC., a Florida not-for-profit corporation, at the place designated in these Articles of Incorporation, I, WILLIAM O. COOLEY, hereby accept the appointment as registered agent and agree to act in this capacity. I, WILLIAM O. COOLEY, further agree to comply with the provisions of all statutes relating to the proper and complete performance of these duties, and I am familiar with and accept the obligations of my position as registered agent.


WILLIAM O. COOLEY, Registered Agent

DATE: 7/23, 2013

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13 JUL 31 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA