

DEC. 16. 2014

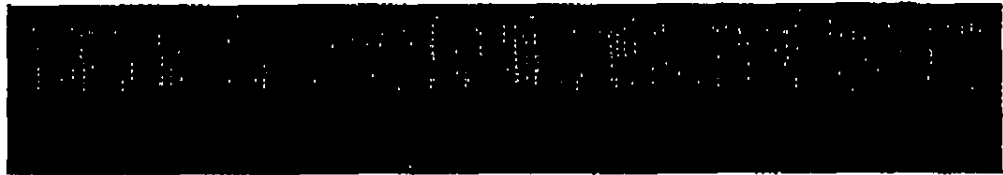
N/A0000011456

P. 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H14000290367 3)))



Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : JONES, FOSTER, JOHNSTON & STUBBS, P.A.
Account Number : 076077003231
Phone : (561)650-0471
Fax Number : (561)650-5300

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

RECEIVED
14 DEC 16 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION
HEARTS OF PALM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$78.75

14 DEC 16 PM 3:09

DEC. 16. 2014 4:08PM

JONES FOSTER 561 650 0435

NO. 3536 P. 2

H14000290367 3

**ARTICLES OF INCORPORATION
OF
HEARTS OF PALM, INC.
(A Florida Corporation Not for Profit)**

I, the undersigned, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, and file these Articles for that purpose, as follows:

ARTICLE I

NAME

The name of the corporation shall be HEARTS OF PALM, INC.

ARTICLE II

PURPOSES

The corporation is organized as a not-for-profit corporation, and shall be operated exclusively for charitable, educational and scientific purposes as described in Florida Statutes Section 617.0301, and as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The purpose of the corporation is to engage in any activity for which corporations not-for-profit may be organized in the State of Florida. Among its purposes shall be the provision of decent housing that is affordable to low and moderate income people in the communities being served by the corporation. The corporation shall possess and may exercise all other powers and privileges granted by F.S. Chapter 617 or by these Articles, together with any powers incidental thereto, so far as such powers are necessary or convenient to the conduct, promotion or attainment of the activities of the corporation. The corporation shall take whatever steps are necessary

14 DEC 16 PM 3:00
JONES FOSTER 561 650 0435

H14000290367 3

H14000290367 3

to comply with the law and regulations pertaining to Community Housing Development Organization ("CHDO"). The corporation may make distributions to other organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Code.

ARTICLE III

POWERS

Section 3.01. The corporation has all powers prescribed by law and all powers necessary and incidental to the fulfillment of its purposes, including but not limited to, the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Section 3.02. Final control and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of Directors.

ARTICLE IV

LIMITATIONS

Section 4.01. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

H14000290367 3

H14000290367 3

Section 4.02. No substantial part of the activities of the corporation shall be attempting to influence legislation by propaganda or otherwise, except that the corporation may make the election provided for in Section 501(h) of the Code with respect to influencing legislation, and, only if it so elects, may make lobbying or grassroots expenditures that do not normally exceed the ceiling amounts prescribed by Sections 501(h)(2)(B) and (D) of the Code.

Section 4.03. 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, or

(b) by a corporation, contributions to which are deductible under Section 170 of the Code; or

(c) by a corporation formed pursuant to Chapter 617, Florida Statutes.

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

MEMBERS

The Members shall be the Members of the Vestry of St. Mark's Episcopal Church, Inc., a Florida not-for-profit organization.

The Members shall not be entitled to participate in the day-to-day affairs and management of the corporation, but instead, the Members' right to vote on or otherwise

H14000290367 3

participate in matters relating to the corporation shall be limited to those matters specifically delegated to the Members by the express terms of these Articles.

Section 6.01. Action by Members. In exercising its rights as provided above, the Members shall act through meetings and/or written consents as provided in this Section.

Section 6.02. Annual Meeting. The annual meeting of the Members shall be held on the first Wednesday in January of each year at 10:00 a.m., or at such other time as shall be determined by the Directors, for the purpose of transacting such business as may come properly before the meeting.

Section 6.03. Special Meetings. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by either the Directors or by the Members.

Section 6.04. Place of Meeting. The place of any meeting of the Members shall be the principal office of the corporation, unless another place is designed by the Directors.

Section 6.05. Notice of Meetings. Written notice stating the place, day and hour of any meeting of the Members and, if a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days or more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the Directors, to the Members, unless the Articles require different notice.

Section 6.06. Conduct of Meetings. All meetings of the Members shall be presided over by a Chairperson of the Members, or the Director designated by the Members. The Chairperson of any meeting of the Members shall determine the order of

H14000290367 3

business and the procedure at the meeting, including regulation of the manner of voting and the conduct of discussion, and shall appoint a secretary of such meeting to take minutes thereof.

Section 6.07. Participation by Telephone or Similar Communications. The Members may hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating can hear and be heard, and such participation shall constitute attendance and presence in person at such meeting.

Section 6.08. Waiver of Notice. When any notice of a meeting of the Members is required to be given, a waiver thereof in writing signed by a person entitled to such notice, whether given before, at, or after the time of the meeting as stated in such notice, shall be equivalent to the proper giving of such notice.

Section 6.09. Action by Written Consent. Any action required or permitted to be taken at a meeting of Members may be taken without a meeting if one or more written consents to such action are signed by all persons entitled to vote on the matter set forth in the consents. Such consent or consents shall be filed with the minutes of the meetings of the Members. Action taken under this Section shall be effective when all of the requisite persons have signed the consent or consents, unless the consent or consents specify a different effective date.

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors of the corporation shall not be less than five (5) nor more than seven (7). The Board of Directors shall have the power to appoint, replace, and remove Directors as provided in the Bylaws, provided that such appointments shall

H14000290367 3

assure that at least one third of the Directors are residents of low income neighborhoods, other low-income community residents or elected representatives of low-income neighborhood organizations. Directors shall be appointed regardless of their religion, religious affiliation or other membership criteria. The names and addresses of the persons who are to be the initial Directors of the corporation until their successors are nominated and appointed as provided in the Articles are:

Karen Cook, Executive Director
377 Kelsey Drive
Palm Beach Gardens, FL 33410

Pecola Clarke, Director
1349 West 33rd Street
Riviera Beach, FL 33404

Alex Kramer, Director
1817 Juno Isles Boulevard
Juno Beach, FL 33408

Evelyn Price, Director
32 East 25th Street
Riviera Beach, FL 33404

Jon Tuttle, Director
4603 Bontia Drive
Palm Beach Gardens, FL 33418

ARTICLE VIII

OFFICERS AND TIMES OF THEIR ELECTION

The Board of Directors shall choose annually, to manage the affairs of the corporation, subject to the control of the Board of Directors, the following Officers: a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers as the Board of Directors may deem advisable or necessary. Each such Officer

H14000290367 3

H14000290367 3

shall hold office until the next annual election or until his or her successor is chosen and qualified.

ARTICLE IX

NAME AND ADDRESS OF THE INCORPORATOR

The name and address of the incorporator is:

Sidney A. Stubbs, Esquire
Jones, Foster, Johnston & Stubbs, P.A.
505 South Flagler Drive, Suite 1100
West Palm Beach, FL 33401

ARTICLE X

FINANCES, RECORDS, REPORTS, ETC.

Financial Standards. All accounting practices shall conform to Generally Accepted Accounting Principles (GAAP) and conform to the financial accountability standards of 24 CFR 84.21, "Standards of Financial Management Systems."

Earnings: No part of the net earnings of the corporation shall inure to the benefit of any Member, founder, contributor, or other individual.

ARTICLE XI

PRINCIPAL OFFICE AND MAILING ADDRESS

The Initial principal office and mailing address of the corporation shall be located at 3395 Burns Road, Palm Beach Gardens, Florida 33410.

ARTICLE XII

INITIAL REGISTERED OFFICE AND AGENT

The Initial Registered Office of the corporation shall be located at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, and the name of the initial Registered Agent of the corporation at said address shall be Jones Foster Service, LLC.

ARTICLE XIII**BYLAWS**

The first Bylaws shall be made by the Directors. All alterations or revisions of the Bylaws shall be made by the Directors at any regular or special meeting duly called and held for that purpose in accordance with the Bylaws.

ARTICLE XIV**AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended from time to time by resolution of the Directors at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State, State of Florida.

ARTICLE XV**DISSOLUTION**

Notwithstanding any other provision of these Articles, a Vote of the Members shall be required in order to take any of the following actions on behalf of the corporation:

- a) Dissolution of corporation;
- b) Filing or consenting to filing a petition for or against the corporation under any federal or state bankruptcy, insolvency or reorganization act.
- c) Amending the Articles in any manner which may materially alter the preferences, privileges or rights of the Members.

H14000290367 3

Upon the dissolution or winding up of the corporation, the Board of Directors shall, 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 operated exclusively for charitable, educational and scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine provided that preference shall be given to St. Mark's Episcopal Church, Inc. Any assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of December, 2014.



Sidney A. Stubbs

H14000290367 3

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That HEARTS OF PALM, INC., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its Registered Office as indicated in the Articles of Incorporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, has named Jones Foster Service, LLC as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

JONES FOSTER SERVICE, LLC

By: 

Sidney A. Stubbs, Manager

DATED: December 15, 2014

P:\DOCS\02653\00001\DOCK\102766.DOC

14 DEC 16 PM 3:09
14 DEC 16 PM 3:09
14 DEC 16 PM 3:09