

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION****Del Prado Elementary Dadâ€™s Club, Inc.**

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Electronic Filing Menu

Corporate Filing Menu

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16 AUG 25 AM 8:00  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS

16 AUG 25 PM 4:41  
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**ARTICLES OF INCORPORATION  
OF  
DEL PRADO ELEMENTARY DAD'S CLUB, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act pursuant to Chapter §617 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation shall be "DEL PRADO ELEMENTARY DAD'S CLUB, INC.", a Florida not for profit corporation (hereinafter, the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE**

The street address and mailing address of the Corporation is 777 South Flagler Drive, Suite 1900, West Palm Beach, Florida 33401.

**ARTICLE III**

**PURPOSES**

The Corporation has been formed for the purpose of supporting the faculty and administration of Del Prado Elementary School, Boca Raton, Florida, in their efforts to provide the best possible educational experience for Del Prado Elementary School students.

**ARTICLE IV**

**EFFECTIVE DATE; COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation shall come into existence as of the date of filing with the Florida Department of State. The existence of the Corporation shall be perpetual.

**ARTICLE V**

**INCORPORATOR**

The incorporator is Scott M. Coffey, whose address is 777 South Flagler Drive, Suite 1900, West Palm Beach, Florida 33401.

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## ARTICLE VI

### MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the By Laws, as may be amended from time to time.

## ARTICLE VII

### INITIAL OFFICERS AND DIRECTORS

The name of the initial officers and directors of the Corporation are as follows:

#### Initial Directors

Philip Austin  
Scott Coffey  
Danny Fineman  
James Hynes  
Steve Simpson

#### Initial Officers

President – Steve Simpson  
Treasurer – James Hynes  
Corporate Secretary – Scott Coffey

## ARTICLE VIII

### MEMBERS

The Corporation may have members who will be accepted as members of the Corporation in the manner provided by and subject to the Corporation's By-Laws, as may amended from time to time by action of the Board of Directors.

## ARTICLE IX

### INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent is: Scott M. Coffey, Esquire, whose street address is 777 South Flagler Drive, Suite 1900, West Palm Beach, Florida 33401.

## ARTICLE X

### CORPORATE POWERS; CHARITABLE ORGANIZATIONS PROVISIONS

The Corporation shall have all the powers granted not for profit corporations under the laws of the State of Florida. However, notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

- (a) The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code (the "Code").
- (b) 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 the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause 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 any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.
- (c) Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XI

### LIMITATIONS ON ACTIVITIES

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code.

**ARTICLE XII****DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation by transferring such assets to any charitable, scientific, religious or educational organization as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or to any governmental or other entities with purposes similar to the Corporation's, such disposition to be as the Board of Directors shall determine. Any assets remaining after such disposition by the Board of Directors shall be disposed of by the Circuit Court of Palm Beach County, pursuant to the procedures for judicial dissolution, §617.1431 of the Florida Statutes, or any successor provision thereto.

\*\*\*\*\*

**Statement of Incorporator**

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 felon as provided in §817.155, Florida Statutes.

  
\_\_\_\_\_  
Scott M. Coffey, Incorporator

Date: August 25, 2016

**Acceptance by 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Scott M. Coffey, Registered Agent

Date: August 25, 2016