

Division of Corporations

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# 716000238428

Florida Department of State  
Division of Corporations  
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To:

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

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Account Name : GUNSTER, YOAKLEY & STEWART, P.A.  
Account Number : 076117000420  
Phone : (561) 650-0728  
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Email Address: mstocks@gunster.com

## FLORIDA PROFIT/NON PROFIT CORPORATION

Palm Beach County Business Alliance for Better Schools and Better Roads, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

SEP 27 2015

T. SCOTT

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**ARTICLES OF INCORPORATION  
OF  
PALM BEACH COUNTY BUSINESS ALLIANCE FOR BETTER SCHOOLS  
AND BETTER ROADS, 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 shall be: Palm Beach County Business Alliance for Better Schools and Better Roads, Inc. (the "Corporation")

**ARTICLE II      PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be:

777 South Flagler Drive, Suite 500 East  
West Palm Beach, Florida 33401

**ARTICLE III      PURPOSES**

- A. The Corporation shall be operated exclusively for the promotion of social welfare and shall not be organized or operated for profit in accordance with Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations promulgated thereunder (the "Treasury Regulations").
- B. The Corporation shall be a political committee as defined in Section 106.011(16) of the Florida Statutes and shall be operated exclusively for the purpose of supporting the passage of a penny sales tax in Palm Beach County Florida in the 2016 general election including, but not limited to, gathering, analyzing and disseminating information to educate citizens on the importance of adequately funding local government for improvements and repairs to schools, roads and other governmental needs and serving as the core organization to bring together citizens, governmental agencies and other organizations which share the common goals of the corporation.
- C. In furtherance of its corporate purposes, the Corporation shall have the general powers enumerated in Section 617.0302 of the Florida Statutes as now in effect or as may hereafter be amended.
- D. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

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- E. 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.
- F. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on.
- G. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets and excess funds, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be applied and distributed in accordance with a plan of distribution adopted by the Board of Directors. Under such plan, the assets and excess funds shall be disposed of in accordance Florida law, including but not limited to distributing them to one or more organizations that are exempt from taxation under Section 501(c)(3) of the Code.

**ARTICLE IV**      **ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

**ARTICLE V**      **INITIAL DIRECTORS**

The names and addresses of the initial directors are as set forth below:

H. William Perry  
777 South Flagler Drive, Suite 500 East  
West Palm Beach, FL 33401

Wendy Sartory Link  
777 South Flagler Drive, Suite 800 East  
West Palm Beach, FL 33401

Rachel Docekal  
9835-16  
Suite 193  
Lake Worth, FL 33467

Joe Rooney  
1111 North Congress Avenue  
West Palm Beach, FL 33409

**ARTICLE VI**      **MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE VII**      **INDEMNIFICATION**

This Corporation shall indemnify its directors and officers, and may indemnify its employees, agents and such other persons as designated by a majority of the Board of Directors to the fullest extent permitted by

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the provisions of the Florida Not-For-Profit Corporations Act and the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent. Such indemnification shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

**ARTICLE VIII**      **AMENDMENTS**

These Articles of Incorporation and the Bylaws of the Corporation may be altered, amended or repealed only upon the vote of two-thirds of all of the members of the Board of Directors.

**ARTICLE IX**      **INITIAL REGISTERED AGENT AND STREET ADDRESS**

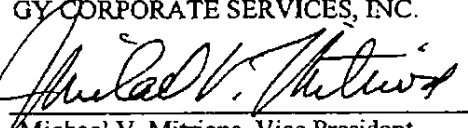
The name and Florida street address of the registered agent are:

GY Corporate Services, Inc.  
777 South Flagler Drive, Suite 500 East  
West Palm Beach, Florida 33401

*Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, GY Corporate Services, Inc. is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.*

GY CORPORATE SERVICES, INC.

BY:

  
Michael V. Mitrione, Vice President

Date: September 26, 2016

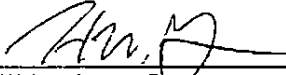
**ARTICLE X**      **INCORPORATOR**

The name and address of the Incorporator are:

H. William Perry  
777 South Flagler Drive  
Suite 500 East  
West Palm Beach, Florida 33401

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*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.*



H. William Perry, Incorporator  
Date: September 26, 2016