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ATTOPNEYS AT LAW

Brad K. Heitzinger (612) 373-8405 Fax: (612) 338-0535 E-mail: bheitzinger@fehaber.com

July 18, 2017

Florida Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

RE: North Palm Beach Nationals, Inc.

Dear Sir or Madam:

Enclosed is a copy of the Articles of Incorporation and a check in the amount of \$70 for the filing fee. If you have any questions or need additional documentation, please contact the undersigned. Thank you.

Yours very truly.

Brad K. Heitzinger

Enclosures

# ARTICLES OF INCORPORATION OF NORTH PALM BEACH NATIONALS, INC.

The undersigned, for the purpose of organizing a private, not for profit corporation (the "Corporation") under the provisions of the Florida Not For Profit Act. Florida Statutes chapter 617, as now enacted or hereafter amended (the "Act"), adopts the following Articles of Incorporation:

#### ARTICLE I—NAME

The name of the Corporation is "North Palm Beach Nationals, Inc."

#### ARTICLE II—INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 5790 Dixie Bell Road, Palm Beach Gardens, Florida 33418.

### ARTICLE III-PURPOSES AND POWERS

- 3.1 The Corporation is organized exclusively for charitable, educational, scientific, and literary purposes, including the making of distributions for such purposes to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code.
- 3.2 For such purposes, and not otherwise, the Corporation shall have and may exercise all powers that are afforded to the Corporation by the Act and by any future laws that amend or supplement the Act; provided, however, that the Corporation shall not carry on any activity prohibited to be carried on by a corporation that is exempt from federal income tax under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code.
- 3.3 All references in these Articles to a particular section of the Code shall mean and include the corresponding provisions of any future federal tax law.

### ARTICLE IV—MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is provided within the bylaws of the Corporation.

#### ARTICLE V—INITIAL DIRECTORS

Joe Thoemke, President 5790 Dixic Bell Road Palm Beach Gardens, FL 33418

Jana Thoemke, Vice President 5790 Dixie Bell Road Palm Beach Gardens, FL 33418 Joe Thoemke, Director 5790 Dixie Bell Road Palm Beach Gardens, FL 33418

Jana Thoemke, Director 5790 Dixie Bell Road Palm Beach Gardens, FL 33418

### ARTICLE VI—WRITTEN ACTION BY DIRECTORS

An action required or permitted to be taken at a meeting of the Board of Directors may be taken by a written action signed or consented to in an authenticated electronic communication, in one or more counterparts, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all of the directors were present.

# ARTICLE VII—NO PERSONAL LIABILITY

No director or officer of the Corporation shall be personally liable for the debts or obligations of the Corporation. No property of any director or officer shall be subject to the payment of the debts or obligations of the Corporation.

# ARTICLE VIII—EXEMPTION REQUIREMENTS

No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, 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. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including the publication 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 by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or by a corporation, the contributions to which are deductible under section 170(c)(2) of the Code.

#### ARTICLE IX—DISSOLUTION

Upon the dissolution of the Corporation, and after the payment of all liabilities and obligations of the Corporation and all cost and expenses incurred by the Corporation in connection with such dissolution, any remaining 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 to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

# ARTICLE X—INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5790 Dixie Bell Road, Palm Beach Gardens, Florida 33418, and the name of the registered agent of this Corporation at that address is Joe Thoemke.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate. I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By:

Joe Thoemke, Registered Agent

Date

#### ARTICLE XI—INCORPORATOR

- 11.1 The name and address of the incorporator of the Corporation is Brad K. Heitzinger, Felhaber Larson, 220 South Sixth Street, Suite 2200, Minneapolis, Minnesota 55402.
- 11.2 Upon the filing of these Articles of Incorporation with the Office of the Florida Secretary of State, the power of the incorporator terminates and is vested in the persons named in Article V.

By: Z

Brad Heitzinger, Incorporator

Date: 7/17/17

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