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Email Address: jfcarter@mintousa.com**FLORIDA PROFIT/NON PROFIT CORPORATION****Westlake Community Foundation, Inc.**

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**ARTICLES OF INCORPORATION FOR
WESTLAKE COMMUNITY FOUNDATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, adopts the following Articles of Incorporation ("Articles").

**ARTICLE 1
NAME**

The name of the corporation shall be WESTLAKE COMMUNITY FOUNDATION, INC. ("Foundation").

**ARTICLE 2
PURPOSE**

The purpose for which the Foundation is organized is exclusively to promote cultural, scientific, literary, educational, recreational, environmental and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provision of any future federal tax code, either directly or through other scientific, literary, educational, or charitable organizations and include, without limitation, (a) facilitating the creation and preservation of privately owned, community-enhancing affordable housing to meet the needs of low income persons regardless of race, creed, color, national origin, ethnicity, gender, age, physical disability or sexual; (b) engaging in fundraising, community outreach, and education in support of affordable housing within the City of Westlake; and (c) providing down payment and closing cost assistance and/or funding to governmental and other programs providing affordable and/or workforce housing assistance .

**ARTICLE 3
POWERS**

In furtherance of the purposes set forth in ARTICLE 2, the Foundation shall have all of the common-law and statutory powers of a corporation not-for-profit under the laws of the State of Florida that are not in conflict with the provisions of these Articles or the By-Laws of the Foundation and as more particularly described in the By-Laws and these Articles including, but not limited to, the power to accept gifts, grants, devises, bequests of funds or other property from any public or governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, corporations and individuals. The powers of the Foundation shall be subject to and shall be exercised in accordance with the provisions of these Articles and the By-Laws.

**ARTICLE 4
CHARITABLE ORGANIZATION PROVISIONS**

Notwithstanding any powers granted to the Foundation by these Articles, By-Laws or by

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the laws of the State of Florida, the following limitations of power shall apply:

- 4.1. The Foundation is organized exclusively for cultural, scientific, literary, educational, recreational, environmental and charitable purposes, including for purposes of making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
- 4.2. The Foundation is not-for-profit and, therefore, there shall never be distributed any gains, income, profits or dividends its members, directors or officers, and no part of the income or net earnings of the Foundation shall inure to any individual. All assets and proceeds of any and every nature and description of the Foundation are, and shall forever be, irrevocably dedicated to the benevolent purposes stated in ARTICLE 2 of these Articles. The Foundation does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that the Foundation 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 above.
- 4.3. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as may be permitted under Section 501(h) of the Code), and the Foundation shall not participate in, or intervene in, directly or indirectly (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
- 4.4. The Foundation shall not support or engage in any program or carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or any corresponding provision of any future federal tax code, or (ii) a corporation or organization, contributions to which are deductible under Section 170(c)(2) of the Code or any corresponding provision of any future federal tax code.
- 4.5. The Foundation shall use any funds received as a result of the re-sale of a Home in Westlake Residences pursuant to the Declaration of Restrictions, Covenants and Easements for Westlake Residences recorded or to be recorded in the Public Records of Palm Beach County ("Declaration"), solely for a "direct benefit", as defined in 12 C.F.R. 1228.1, so that the Declaration is an "excepted transfer fee covenant", as defined in 12 C.F.R. 1228.1.

ARTICLE 5 **TERM OF EXISTENCE**

The Foundation shall have perpetual existence.

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ARTICLE 6

INCORPORATOR

The name and address of the incorporator of the Foundation is as follows:

John F. Carter
4400 West Sample Road, Suite 200
Coconut Creek, FL 33073-3450

ARTICLE 7

OFFICERS

Subject to the direction of the Board, described in ARTICLE 8 below, the affairs of the Foundation shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board at its first meeting and shall serve at the pleasure of the Board. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board are as follows:

President:

John Carter
4400 West Sample Road, Suite 200
Coconut Creek, FL 33073-3450

Vice President:

Brian Cale
4400 West Sample Road, Suite 200
Coconut Creek, FL 33073-3450

Secretary/Treasurer:

Jared Stern
4400 West Sample Road, Suite 200
Coconut Creek, FL 33073-3450

ARTICLE 8

DIRECTORS

- 8.1. **Number and Qualification.** The property, business and affairs of the Foundation shall be managed by a board of directors (hereinafter referred to as the "**Board of Directors**" or "**Board**") consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) Directors.
- 8.2. **Election; Removal.** Directors of the Foundation shall be elected in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the By-Laws.

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- 8.3. First Directors. The names of the members of the first Board who shall hold office until their successors are elected and have qualified, or until their earlier resignation, removal from office or death, as provided in the By-Laws are as follows:

John Carter
Brian Calc
Jared Stern

ARTICLE 9 **BY-LAWS**

The first By-Laws of the Foundation ("By-Laws") shall be adopted by the Board and may be altered, amended, or rescinded in the manner provided for in the By-Laws. The By-Laws may contain provisions for the regulation and management of the affairs of the corporation not inconsistent with the law or these Articles. In the event of a conflict between the provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

ARTICLE 10 **AMENDMENTS**

These Articles may be amended only by a majority vote of the Directors. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE 11 **PRINCIPAL ADDRESS OF FOUNDATION**

The principal office and mailing address of the Foundation shall be 4400 West Sample Road, Suite 200, Coconut Creek, Florida 33073-3450, or such other place as may subsequently be designated by the Board. All books and records of the Foundation shall be kept at its principal office or at such other place as may be permitted by Chapters 617 and 720 of the Florida Statutes.

ARTICLE 12 **DISSOLUTION**

Upon dissolution or liquidation, after paying or making provision for the payment of all liabilities of the Foundation, all assets of the Foundation shall be distributed for exempt purposes within the meaning of Section 501(c)(3) of the Code, transferred only to another non-profit corporation or organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as determined by the Board of Directors, or distributed to the federal government or a state or local government for public purpose.

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ARTICLE 13
REGISTERED AGENT

The initial registered agent of the Foundation shall be Minto Communities, LLC, Attn: John Carter, 4400 West Sample Road, Suite 200, Coconut Creek, Florida 33073-3450.

IN WITNESS WHEREOF, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida, the undersigned, being the Incorporator of this Foundation, has executed these Articles of Incorporation as of this 10th day of November, 2017.

WITNESSES:

[Signature]
Print name: Curtis Farris

[Signature]
Print name: Stephanie Grace

[Signature]
John Carter, Incorporator

STATE OF FLORIDA)
COUNTY OF Palm Beach SS.:

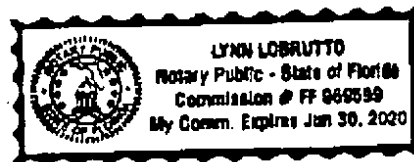
The foregoing instrument was acknowledged before me this 10th day of November, 2017 by John Carter, who is personally known to me.

My commission expires: 6-30-2020

[Signature]
NOTARY PUBLIC, State of Florida

Print name: Lynn LoBrutto

[ACCEPTANCE OF REGISTERED AGENT APPEARS ON FOLLOWING PAGE]



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

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at the City of Coconut Creek, Broward County, State of Florida, the Corporation named in the such Articles has named Minto Communities, LLC, Attn: John Carter, 4400 West Sample Road, Suite 200, Coconut Creek, Florida 33073-3450 as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and acknowledge that we are familiar with and accept the obligations set forth in Florida Statutes Section 617.0503.

MINTO COMMUNITIES, LLC

By: 

John Carter, Executive Vice President

Dated this 10th day of November, 2017

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