

## Florida Department of State

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FLORIDA PROFIT/NON PROFIT CORPORATION  
URBAN LEAGUE OF PALM BEACH COUNTY FOUNDATION, INC.

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December 5, 2017

FLORIDA DEPARTMENT OF STATE

Division of Corporations

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

SUBJECT: URBAN LEAGUE OF PALM BEACH COUNTY FOUNDATION, INC.  
REF: W17000096225

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please list the complete principal office address. - *See Article XII*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Nadira D McClees-Sams  
Regulatory Specialist II

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Letter Number: 917A00024486

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ARTICLES OF INCORPORATION  
OF  
URBAN LEAGUE OF PALM BEACH COUNTY FOUNDATION, INC.

THE UNDERSIGNED, acting as incorporator of a corporation not-for-profit under the applicable Florida statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation shall be the Urban League of Palm Beach County Foundation, Inc. (the "Foundation").

ARTICLE II

Purpose

The purposes for which this Foundation is formed are to:

- A. Support the Urban League of Palm Beach County, a Florida not-for-profit corporation (the "Urban League"), with respect to the objectives of the Urban League, which include the establishment and maintenance of an educational program and such charitable, educational or community purposes.
- B. Raise, receive, maintain and invest funds and to allocate and apply substantially all the principal and income therefrom to the Urban League to allow the Urban League to accomplish its objectives.
- C. Assist the Urban League and otherwise respond to the needs, financial or otherwise of the Urban League.
- D. Substitute for the Urban League other publicly supported organizations formed to establish and maintain a program and such educational, social, charitable, community and recreational activities as will help further the causes of the Urban League provided, however, such substitution may only take place upon the occurrence of an event beyond the control of the Urban League such as the loss of exempt status of the Urban League, substantial failure or abandonment of the operations of the Urban League or the dissolution of the Urban League
- E. Do all things that are incident or conducive, directly or indirectly, to the attainment of the above-mentioned purposes.

All funds of the Foundation and any monies from its operation shall be used in the furtherance of the purposes set forth above, and no benefits shall inure to any private parties, except benefits incidental to the objectives of the Foundation. All powers exercised herein shall be in conformance with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as

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amended ("Code"). Notwithstanding the foregoing, the Foundation 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").

### ARTICLE III

#### Powers

The Foundation shall have all of the common law and statutory powers of a not-for-profit corporation organized under the laws of the State of Florida. Without in any way limiting the generality of the preceding sentence, the Foundation shall have the power to do any and all things necessary and proper for the accomplishment of its purposes, including, but not limited to, the power to:

- A. Make donations, gifts, contributions and loans from the net income or assets of the Foundation exclusively for the purposes set forth in these Articles of Incorporation;
- B. Accept by donation, gift, devise, bequest or otherwise, property of every kind and description;
- C. Borrow or solicit funds for furtherance of the Foundation's purposes; and
- D. Purchase, lease, acquire, hold, invest, reinvest, use, mortgage, pledge, sell, assign, transfer, or otherwise dispose of both real and personal property, tangible and intangible of every kind and description, and any interest in any property; and to exercise in respect of any and all property any and all rights and privileges of joint or sole ownership.

### ARTICLE IV

#### Limitations

No earnings of the Foundation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes.

Notwithstanding any other provisions of these Articles of Incorporation, in the event that it is determined that the Foundation is an organization described in Code Section 501(c)(3), the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by (1) an organization exempt under Code Section 501(c)(3) and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended; (2) an organization, contributions to which are deductible under Section 170 of the Code; or (3) an organization formed pursuant to Chapter 617 of the Florida Statutes.

No substantial part of the activities of the Foundation shall be attempting to influence legislation by propaganda or otherwise, except that the Foundation 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.

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ARTICLE V  
Distribution of Surplus on Dissolution

In the event of liquidation, dissolution or other discontinuance of the business and operations of the Foundation, the remaining assets shall be distributed to such organization or organizations described in Code Section 501(c)(3) as the Board of Directors shall consider most nearly meets the objectives and purposes of the Foundation, but only after making provision for the payment of all the liabilities of the Foundation.

ARTICLE VI  
Members

The Foundation shall have no members.

ARTICLE VII  
Incorporator

The name of the Incorporator of this Foundation is Brian D. Kennedy, Esq. and the address of said Incorporator is 505 S. Flagler Drive, Suite 1100, West Palm Beach, FL 33401.

ARTICLE VIII  
Officers

The day-to-day affairs of the Foundation shall be managed by the Officers of the Foundation, consisting of a President, Treasurer, Secretary and such other Officers as shall be hereafter provided for in the By-Laws of the Foundation. The Officers of the Foundation shall be elected each year by vote of the Board of Directors ("Board"). The Officers of the Foundation shall be given the sole and exclusive right to manage the day-to-day affairs of the Foundation, except as shall be otherwise provided by law, the By-Laws of the Foundation or these Articles of Incorporation, or except as shall be otherwise reserved to the Board of Directors.

ARTICLES IX  
Board of Directors

1. The number of persons constituting the initial Board of Directors shall be three. The number of members of subsequent Boards shall be determined as provided in Paragraph 3 of this Article. However, the Board may, in their discretion, by majority vote of the Board present at a duly convened meeting of the Board, determine to increase or decrease the number of members of the Board, but in no event shall such number be less than three (3).

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2. The names of the initial Board of Directors are as follows:
  - a. Clifford Viner (President)
  - b. Bernard Hampton
  - c. Grasford W. Smith
3. All powers of the Board of Directors in the management of the day-to-day affairs of this Foundation shall be exercised by the Officers of the Foundation, except as shall be otherwise provided by law, the By-Laws of the Foundation or these Articles of Incorporation, or except as shall be otherwise reserved to the Board of Directors. At all times, the Board of Directors will be elected pursuant to the By-Laws.

#### ARTICLE X

##### By-Laws

By-Laws shall be adopted, altered, amended or replaced by a majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Foundation not inconsistent with Florida law or the Articles of Incorporation.

#### ARTICLE XI

##### Initial Registered Office and Agent

The name of the initial registered agent of the Foundation is Jones Foster Service, LLC and the street address of the initial registered agent of the Foundation is 505 S. Flagler Drive, Suite 1100, West Palm Beach, FL 33401.

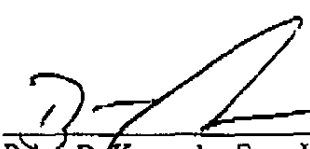
#### ARTICLE XII

##### Principal Office and Mailing Address

The principal office and mailing address of the Corporation shall be:

1700 North Australian Avenue  
West Palm Beach, FL 33407

IN WITNESS WHEREOF, the Incorporator has hereinto fixed his signature this \_\_\_\_\_  
day of December, 2017.

  
Brian D. Kennedy, Esq., Incorporator

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

That the URBAN LEAGUE OF PALM BEACH COUNTY FOUNDATION, 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,

Registered Agent

By: 

Brian D. Kennedy, Manager