

APR-13-2018

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NRI DEVELOPMENT CORP.

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**ARTICLES OF INCORPORATION  
OF  
NRI DEVELOPMENT CORP.**

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TALLAHASSEE, FLORIDA

**ARTICLE I – NAME**

The name of this Corporation is **NRI DEVELOPMENT CORP.** a Florida not-for-profit corporation. (the "Corporation").

**ARTICLE II – ADDRESS OF PRINCIPAL OFFICE**

The principal address of the Corporation is 510 24<sup>th</sup> Street, Suite A, West Palm Beach, Florida 33407

**ARTICLE III – NATURE OF CORPORATION**

The Corporation is a not-for-profit corporation organized exclusively for charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future federal tax code, pursuant to the Florida Not-for-Profit Corporation Act set forth in Chapter 617 of the Florida Statutes. No part of the net earnings of this Corporation will inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article IV. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation may 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV – PURPOSE**

This is a Non-Stock, not-for-profit corporation organized solely for the public interest of its Members, pursuant to Florida Statutes, Chapter 617. This Company shall not engage in any activity for pecuniary profit. More specifically it shall act as the developer in the construction and development of that certain real property and all improvements thereon consisting of approximately 3.87 acres located near the intersection of N. Seacrest Blvd. and Mentone Road., Boynton Beach, Palm Beach County, FL 33435.

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#### **ARTICLE V – DURATION**

This Corporation is to exist perpetually.

#### **ARTICLE VI – MEMBERS**

As provided in the Bylaws, the Corporation will have a membership distinct from its Board of Directors. Any person interested in becoming a member of the Corporation may become a member upon compliance with the requirements as set forth in the Bylaws from time to time.

#### **ARTICLE VII – BOARD OF DIRECTORS**

The powers of the Corporation will be exercised and its affairs will be conducted by a Board of Directors. The Board of Directors of the Corporation will consist of at least three (3), and no more than five (5) Directors. The initial Board of Directors shall be: Terri Murray, Michael Pecar and Carlos Tojedo. The manner and election of the Board of Directors shall be regulated in the Bylaws.

#### **ARTICLE VIII – OFFICERS**

The officers of this Corporation shall consist of those positions as identified in the Bylaws and the manner and election of the officers shall be regulated in the Bylaws. The initial Officers of the Corporation shall be: Terri Murray as Executive Director, Carl Flick as President and Joey Eichner as Vice President.

#### **ARTICLE IX – INCORPORATOR**

The name and address of the person signing these Articles is:

Cathleen D. Ward  
4420 Beacon Circle  
West Palm Beach, Florida 33407

#### **ARTICLE X – REGISTERED OFFICE AND AGENT**

The Registered Agent of the Corporation is Ward Damon Business Services, LLC, whose street address is 4420 Beacon Circle, West Palm Beach, Florida 33407.

#### **ARTICLE XI – BYLAWS**

Subject to the limitations set forth in the Florida Not-for-Profit Corporation Act that cannot be altered by a provision in the Articles of Incorporation or Bylaws, the Board of Directors of this Corporation may adopt, modify or rescind Bylaws from time to time, or

new Bylaws may be adopted in the manner provided in the Bylaws, from time to time.

#### **ARTICLE XII – DISSOLUTION**

Upon the dissolution of this Corporation, its assets must be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the Corresponding section of any future federal tax code, or distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of must be disposed of by a court of competent jurisdiction in the county in which the principal office of this Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court determines, which are organized and operated exclusively for such purposes.

#### **ARTICLE XIII – AMENDMENT**

These Articles of Incorporation may be amended by any means permitted by the Florida Not-for-Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes and, in any event, by a resolution adopted by a majority of the Board of Directors.

The undersigned Incorporators have executed these Articles of Incorporation on April 12th, 2018.



\_\_\_\_\_  
Cathleen D. Ward, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

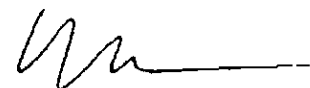
**NRI DEVELOPMENT CORP.**, a not-for-profit corporation existing under the laws of the State of Florida with its principal office and mailing address at, has named, as its agent to accept service of process within the State of Florida, Ward Damon Business Services, LLC, with an address of 4420 Beacon Circle, West Palm Beach, FL 33407.

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial registered agent of NRI DEVELOPMENT CORP., a non-for-profit corporation, simultaneously with my being designated in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Dated this 12<sup>th</sup> day of April, 2018

WARD DAMON BUSINESS SERVICES, LLC



Michael J Posner, Manager

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