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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Palm Beach Tax Institute, Inc.**

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Corporate Filing Menu

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**ARTICLES OF INCORPORATION  
OF  
PALM BEACH TAX INSTITUTE, INC.**

Article I. Name. The name of the corporation shall be Palm Beach Tax Institute, Inc. (the "Corporation").

Article II. Principal Office. The initial principal place of business and mailing address of the Corporation shall be Suite 604, 3801 PGA Boulevard, Palm Beach Gardens, FL 33410.

Article III. Purpose. The Corporation is organized and will be administered and operated exclusively to receive, administer and expend funds to promote knowledge and common business interests among its members in the practice of complying with, consulting and advising on, all aspects of cross-border, federal, state and local taxation; to promote and provide a forum for lectures for, and social gatherings of, its members and other interested persons for their general instruction and common business interests; and to engage in all lawful acts or activities not for pecuniary profit for which Florida not for profit corporations may be organized, so far as permitted by Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future federal tax legislation (the "Code") that are in accordance with all applicable laws.

To support the Corporation's purposes, it may also accept, hold, invest, reinvest, and administer any gifts, without limitations as to amount or value, and to use, disburse, or donate the income or principal thereof for lawful purposes consistent with the Corporation's purposes. The Corporation may establish investment policies, guidelines, etc. in its bylaws or through Board of Directors' action.

To further support the Corporation's purposes, it shall also have the incidental powers to do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by law upon a not for profit corporation organized under the laws of the State of Florida and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as an individual, association, partnership, limited liability company or other jural person might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by these Articles of Incorporation or forbidden by law to a not for profit corporation organized under the laws of the State of Florida.

Article IV. Management. The Corporation's affairs shall be managed by a Board of Directors. The number of directors may be increased or decreased in accordance with the Corporation's bylaws, but shall never be less than the minimum required by law.

Article V. Manner of Directors' Election. The manner in which the directors are elected or appointed shall be done in accordance with the Corporation's bylaws.

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Article VI. Initial Directors/Officers. The names and addresses of the initial directors and officers are:

Tammy B. Clarke  
Alpern Rosenthal  
440 Columbia Drive, Ste. 500  
West Palm Beach, FL 33409

President/Director

Richard M. Flah  
Flah & Company  
CityPlace Tower  
525 Okeechobee Blvd., Suite 1140  
West Palm Beach, FL 33401

President-Elect/Director

Andrew T. Huber  
U.S. Trust  
132 Royal Palm Way  
Palm Beach, FL 33480

Vice-President/Director

Sasha A. Klein  
Bessemer Trust  
222 Royal Palm Way  
Palm Beach, FL 33480-4394

Secretary/Director

Keith B. Braun  
Comiter, Singer, Baseman & Braun, LLP  
3801 PGA Boulevard, Suite 604  
Palm Beach Gardens, FL 33410

Treasurer/Director

Ana I. Blanchard  
120 South Olive Avenue, Suite 300  
West Palm Beach, FL 33401

Director

Jo Ann Engelhardt  
Bessemer Trust  
222 Royal Palm Way  
Palm Beach, FL 33480-4394

Director

Adi Rappoport  
Gunster, Yoakley & Stewart, P.A.  
777 S. Flagler Drive  
West Palm Beach, FL 33401

Director

Alan H. Baseman  
Comiter, Singer, Baseman & Braun, LLP  
3801 PGA Boulevard, Suite 604  
Palm Beach Gardens, FL 33410

Director

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Mark Brown  
Kaye Scholer LLP  
777 S. Flagler Dr. #9  
West Palm Beach, FL 33401

Director

Article VII. Membership. All persons interested in the purposes of the Corporation are eligible for membership in it if they comply with the requirements established from time to time by the Board of Directors. Except as may be provided in the bylaws from time to time, members have no voting or management rights.

Article VIII. Limitations. No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes.

Article IX. Indemnification. The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

Article X. Initial Registered Agent and Street Address. The name and Florida street address of the initial registered agent is Alan H. Baseman, 3801 PGA Boulevard, Suite 604, Palm Beach Gardens, FL 33410.

Article XI. Incorporator. The name and address of the incorporator is Alan H. Baseman, 3801 PGA Boulevard, Suite 604, Palm Beach Gardens, FL 33410.

Article XII. Dissolution. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Code, or shall be distributed exclusively for the common business interests of its members. Any assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the foregoing purposes.

Article XIII. Amendment. These Articles of Incorporation may be amended and/or restated, and new Articles adopted, only by a majority vote of the directors then in office.

\*\*\*\*

*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.*



Alan H. Baseman, Registered Agent

July 5, 2012



Alan H. Baseman, Incorporator

July 5, 2012

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