

W23000008465

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

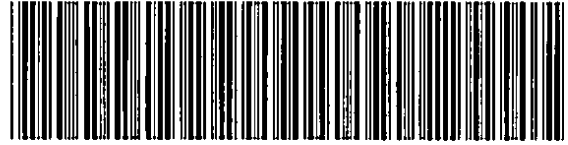
Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

W23000094931

Office Use Only



500411829525

[Handwritten signature]
8/14/17

FILED

2023 JUL 11 AM 4:40

SECRETARY OF STATE
TALLAHASSEE, FL



2023 JUL 11 AM 11:13



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RESUBMIT
Please give original
submission date as file date.

July 11, 2023

CORPORATION SERVICE COMPANY

SUBJECT: CULTURAL DISTRICT OF THE PALM BEACHES, INC.
Ref. Number: W23000094931

We have received your document for CULTURAL DISTRICT OF THE PALM BEACHES, INC.. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

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.

Karen Lovelace
Regulatory Specialist II

Letter Number: 423A00015386

FILED
2023 JUL 11 AM 4:40
SECRETARY OF STATE
TALLAHASSEE, FL
2023 JUL 13 PM 3:24

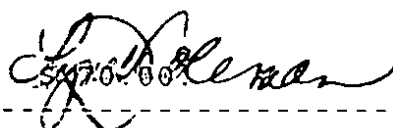
CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 861444 8361818

AUTHORIZATION :

COST LIMIT : \$970.00



ORDER DATE : July 10, 2023

ORDER TIME : 9:22 AM

ORDER NO. : 861444-005

CUSTOMER NO: 8361818

DOMESTIC FILING

NAME: CULTURAL DISTRICT OF THE PALM
BEACHES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker - EXT.

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
CULTURAL DISTRICT OF THE PALM BEACHES, INC.**

(A corporation Not for Profit)

I, the undersigned, acting as incorporator of a corporation, being a natural person of the age of twenty-one years or more and citizen of the United States pursuant to Florida Statutes Chapter 617, adopt the following Articles of Incorporation of such corporation:

ARTICLE I

Name

The name of the Corporation is Cultural District of the Palm Beaches, Inc. (the "Corporation").

ARTICLE II

Purposes and Activities

The Corporation is organized and is to be operated under a non-stock basis exclusively for charitable and educational purposes, including the conduct of activities that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue Law (the "Code"), including to develop a new cultural district to encompass the arts, culture, design education and create an environment that will attract a new generation of talent to live and work within the community while serving the growing number of national and international visitors.

ARTICLE III

Powers

The Corporation shall have those powers which are required by, and are consistent with, the purposes enumerated in Article II above. Within those limitations, the Corporation may act

FILED
2023 JUL 11 AM 4:40
CLERK OF STATE
TALLAHASSEE, FL

on its own behalf or as the agent, trustee or representative of others; acquire or receive property of every kind by any legal means; hold, manage, use and dispose of any property and the income generated by it to further any of the purposes of the Corporation; lease, mortgage or encumber any such property; and exercise any other powers conferred on the Corporation by Florida Statutes Chapter 617.

ARTICLE IV

Restrictions

Notwithstanding any other provisions of these Articles of Incorporation ("Articles"), the restrictions in this Article IV shall govern the activities of the Corporation.

The Corporation shall not engage in any activity which may not be carried on (a) by an organization which is exempt from federal income taxation under Section 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code or (b) by an organization contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code.

The Corporation shall not afford pecuniary gain, incidentally or otherwise, to its directors or officers, and no part of the net earnings of the Corporation shall inure to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and goods received, to provide indemnification and pay premiums for insurance protection without reimbursement to the full extent permitted or required by applicable law, and to make payments and distributions in furtherance of the purposes set forth in Article II of these Articles.

The Corporation shall not attempt to influence legislation by propaganda or otherwise. The Corporation shall neither directly nor indirectly participate in or intervene in any political

FILED
2023 JUL 11 AM 4:40
SECRETARY OF STATE
TALLAHASSEE, FL

campaign on behalf of, or in opposition to, any candidate for public office, whether by the publishing or distributing of statements or otherwise.

The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures as defined in Section 4945(d) of the Code.

The Corporation shall not lend money to or guaranty the obligation of a director, officer, or employee of the Corporation or related organization, or of the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the director, officer, or employee.

ARTICLE V

Registered Office

The Corporation's initial registered office in the state shall be located at 1201 Hays Street Tallahassee, FL 32301 and the name of its initial registered agent shall be Corporation Service Company.

ARTICLE VI

Board of Directors

The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors. To the extent consistent with these Articles and permissible under Florida Statutes Chapter 617, the Bylaws of the Corporation shall specify the number or the manner for determining the number, the term of office, method of selection, powers and duties of the

FILED
2022 JUL 1 AM 11:40
TALLAHASSEE, FL
SECRETARY OF STATE

directors of the Corporation, the time and place of their meetings, voting rights, and such other regulations pertaining to the Board of Directors as are deemed necessary. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors.

ARTICLE VII

Membership

The Corporation does not have members.

ARTICLE VIII

No Personal Liability

The officers and directors of the Corporation shall not be personally liable for the payment of any debts or obligations of the Corporation, nor shall any property of any officer or director be subject to the payment of the debts or obligations of the Corporation.

ARTICLE IX

No Capital Stock

The Corporation shall have no capital stock.

ARTICLE X

Amendments

The Articles and Bylaws of the Corporation may be amended as set forth in the Bylaws of the Corporation.

ARTICLE XI

Dissolution

The Corporation may be dissolved in accordance with the laws of the State of Florida. Upon dissolution of the Corporation, the Board or the officers acting under the direction of the

2023 JUL 11 AM 4:40
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

Board, shall distribute the assets of the Corporation in the following order of priority: (1) assets received and held for a special use or purpose in accordance with the uses and purposes for which the assets have been received and held; (2) costs and expenses of the dissolution proceedings, including attorney fees and disbursements; and (3) debts, obligations, and liabilities of the Corporation. Any property remaining after these payments shall be transferred, in such proportions as the Board of Directors of the Corporation shall determine, to one or more organizations which are exempt from federal income taxation under Section 501(a) by virtue of being described in Code Section 501(c)(3) exclusively for exempt purposes within the meaning of Code Section 501(c)(3). No provision of these Articles shall be construed to affect the disposition of property held by the Corporation upon trust or other condition, and upon dissolution of the Corporation, such property shall be transferred in accordance with the trust or condition imposed with respect to it.

ARTICLE X

Principal Office

The street address of the Corporation's initial principal office shall be 259 Pendleton, Palm Beach, FL 33480.

ARTICLE XI

Incorporator

The name and address of the incorporator is:

Keith J. Kehrer
c/o Bryan Cave Leighton Paisner
200 S Biscayne Blvd # 400
Miami, FL 33131

*** The remainder of the page intentionally left black ***

FILED
2023 JUL 11 AM 4:40
SECRETARY OF STATE
TALLAHASSEE, FL

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.

Eylina Bahor
Assistant Vice President

Required Signature of Registered Agent

07/13/2023

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Kerch Kernen

Required Signature of Incorporator

07-13-2023

Date

FILED

2023 JUL 11 AM 4:40

SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
CULTURAL DISTRICT OF THE PALM BEACHES, INC.**

(A corporation Not for Profit)

I, the undersigned, acting as incorporator of a corporation, being a natural person of the age of twenty-one years or more and citizen of the United States pursuant to Florida Statutes Chapter 617, adopt the following Articles of Incorporation of such corporation:

ARTICLE I

Name

The name of the Corporation is Cultural District of the Palm Beaches, Inc. (the "Corporation").

ARTICLE II

Purposes and Activities

The Corporation is organized and is to be operated under a non-stock basis exclusively for charitable and educational purposes, including the conduct of activities that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue Law (the "Code"), including to develop a new cultural district to encompass the arts, culture, design education and create an environment that will attract a new generation of talent to live and work within the community while serving the growing number of national and international visitors.

ARTICLE III

Powers

The Corporation shall have those powers which are required by, and are consistent with, the purposes enumerated in Article II above. Within those limitations, the Corporation may

FILED
2023 JUL 11 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FL