

8/9/24 AUG 9, 2024

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

**FLORIDA PROFIT/NON PROFIT CORPORATION
WEST PALM BEACH PRESERVATION FOUNDATION, INC.**

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Estimated Charge	\$87.50

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Corporate Filing Menu

Help

Articles of Incorporation

Of

West Palm Beach Preservation Foundation, Inc

We, the undersigned, for the purpose of forming a corporation not for profit, pursuant to the laws of the State of Florida relating thereto, do hereby certify as follows:

Article I

Name of Corporation

The name of the corporation is: WEST PALM BEACH PRESERVATION FOUNDATION, INC.

Article II

Purpose for Which Organized

- A. The purpose for which the corporation is organized and the requirements under which it is to be operated are as follows:
- (1) To develop, coordinate, promote and foster educational, cultural and historical activities in West Palm Beach, Florida. In addition, to stimulate awareness, interest and support for historic preservation, heritage tourism, social history, cultural heritage, economic revitalization and restoration principles through its advocacy.
 - (2) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations which are described in Section 501(c)(3), and are exempt from taxation under Section 501(a), of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may hereafter be amended. Without limiting the generality of the foregoing:
 - (a) To use or apply funds on its own, or in cooperation with governmental and/or other exempt organizations, for the preservation and beautification of the City of West Palm Beach, Florida, including the acquisition and restoration of important structures in such City;
 - (b) To use or apply funds on its own, or in cooperation with governmental and/or other exempt organizations, for the acquisition of real property for the purpose of retaining such property as open or green space and/or as a refuge for wildlife where such acquisition will contribute to the wellbeing of the City of West Palm Beach.
 - (3) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

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8. As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

- (1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.
- (2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.
- (3) To borrow money, and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.
- (4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gifts, provided such limitations conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
- (5) In general, and subject to such limitations, and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set

forth, or necessary or incidental to the powers conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation as may be exercised by an organization described in Section 501(c)(3), and exempt under Section 501(a) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Article III

Qualifications of Members and Manner of Admission

The members of the corporation shall consist of the subscribers to these Articles of Incorporation and such other person or persons as the members may elect at any annual or special meeting of the members.

Article IV

Term of Existence

This corporation shall have perpetual existence unless sooner dissolved by law.

Article V

Subscribers

The names and residences of each subscriber of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Residences</u>
Linda G. Cullen	828 Biscayne Drive West Palm Beach, Florida 33401
John R. Alford	828 Biscayne Drive West Palm Beach, Florida 33401
Sammy R. Alzofon	101 S. East Coast Street, #322 Lake Worth Beach, Florida 33460
Edith C. Bush	1444 8th Street West Palm Beach, Florida 33401

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William A. Englund · 221 Ocean Dunes Circle
Jupiter, Florida 33477

Kathleen J. Lally 221 Ocean Dunes Circle
Jupiter, Florida 33477

Dana P. Little 724 New York Street
West Palm Beach, Florida 33401

Victoria M. Preuss 735 Upland Road
West Palm Beach, Florida 33401

William Dale Waters 745 Kanuga Drive
West Palm Beach, Florida 33401

Article VI

Management of Affairs and Officers

The affairs of the corporation are to be managed by a President, Vice President, Secretary and a Treasurer, who will be elected at the annual meeting of the Board of Trustees of the corporation each year. One person may hold more than one office. The Board of Trustees may appoint persons to fill any vacancies which may exist by reason of death, resignation or otherwise.

Article VII

Initial Officers

The following are the officers who are to serve until the first annual meeting of the Board of Trustees:

President/Treasurer

Linda G. Cullen 828 Biscayne Drive
West Palm Beach, Florida 33401

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Vice President

John R. Alford

828 Biscayne Drive

West Palm Beach, Florida 33401

Secretary

William D. Waters

745 Kanuga Drive

West Palm Beach, Florida 33401

Article VIII

Board of Trustees

The corporation shall have three (3) trustees initially. The number of trustees may be increased or diminished from time to time by by-laws adopted hereunder, but shall never be less than three (3). The names and addresses of the persons who are to serve as the Board of Trustees until the first election thereof are as follows:

Name

Address

Linda G. Cullen

828 Biscayne Drive

West Palm Beach, Florida 33401

John R. Alford

828 Biscayne Drive

West Palm Beach, Florida 33401

William Dale Waters

745 Kanuga Drive

West Palm Beach, Florida 33401

Article IX

Initial Principal Office

The initial principal office shall be: 828 Biscayne Drive, West Palm Beach, Florida 33401. This may be changed at any time by the Board of Trustees.

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Article X

By-Laws

The by-laws are to be made, altered or rescinded by the Board of Trustees at any regular meeting or at any special meeting held for the specific purpose.

Article XI

Indemnification

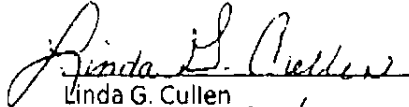
The corporation is authorized to indemnify and hold harmless the officers and directors of the corporation to the fullest extent permitted by Florida law.

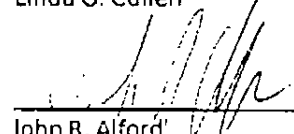
Article XII

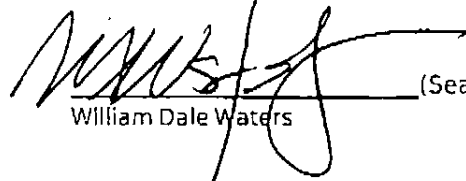
Amendments to Articles

Amendments to the Articles of Incorporation shall be proposed by the Board of Trustees and approved by the members at any regular meeting or special meeting held for that specific purpose.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledged, to be filed in the office of the Secretary of State, the foregoing Articles of Incorporation this ____ day of August, 2024.

 (Seal)
Linda G. Cullen

 (Seal)
John R. Alford

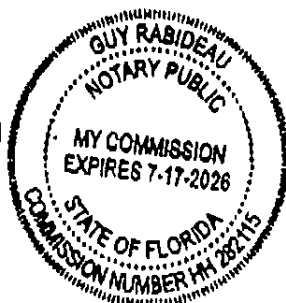
 (Seal)
William Dale Waters


State of Florida

County of Palm Beach

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 9 day of August, 2024, by Linda G. Cullen, who ☒ is personally known to me or ☐ has produced _____ as identification.

(notary seal)



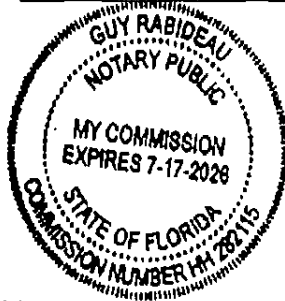

Notary Public - State of Florida
Print Name: GUY RABIDEAU
My Commission Expires: 7/17/2026

State of Florida

County of Palm Beach

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 9th day of August, 2024, by John R. Alford, who ☒ is personally known to me or ☐ has produced _____ as identification.

[notary seal]



[Signature]
Notary Public - State of Florida
Print Name: GUY RABIDEAU
My Commission Expires: 7/17/2028

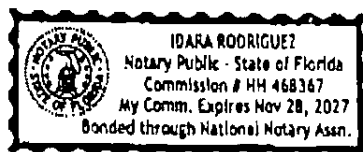
State of Florida

County of Palm Beach

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 9 day of August, 2024, by William Dale Waters, who ☐ is personally known to me or ☒ has produced [Signature] as identification.

[notary seal]

[Signature]
Notary Public - State of Florida
Print Name: Idara Rodriguez
My Commission Expires: 11/20/27



**CERTIFICATION 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:

First—That West Palm Beach Preservation Foundation, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of West Palm Beach, Florida, has named the following person as its Registered Agent to accept service of process within this State:

Guy Rabideau
Rabideau Klein
440 Royal Palm Way, Suite 101
Palm Beach, Florida 33480

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Guy Rabideau, Registered Agent

10-11-24 11:00 AM