

CAUTION INFORMATION  
W. INC  
4455 STREET  
ASSIST. FL 1210  
2 9171  
2 0191 FAX

800-342-8086

N95000000891

networks

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ASSIST. FL 1210

ACCOUNT NO. : 072100000012

REFERENCE : 5475 36 1024A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

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-02/23/95-01/08-005  
\*\*\*\*122.50 \*\*\*\*122.50

ORDER DATE : February 23, 1995

ORDER TIME : 9:54 AM

ORDER NO. : 5475 36

ORDER NO. : 1024A

ORDER: Michael C. Dotry, Esq.  
ALLEY MAAS, ROGER & LINDAY,  
PA  
321 Royal Franciana Plaza  
P.O. Box 411  
Palm Beach, FL 33480

DOMESTIC FILING

\*\*\*RUSH WILL WAIT\*\*\*

NAME: PALM BEACH COUNTY OFFSHORE  
FESTIVAL, INC.

175000000891

ARTICLES OF INCORPORATION  
EMERGENCY LIMITED PARTNERSHIP

FILED IN THE FOLLOWING OFFICE OF THE CLERK OF THE COURT

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FILED IN THE FOLLOWING OFFICE OF THE CLERK OF THE COURT

NOTICE OF FILING OF ARTICLES OF INCORPORATION  
FILED IN THE FOLLOWING OFFICE OF THE CLERK OF THE COURT

FILED  
95 FEB 23 11 31  
175000000891

75  
2-23-95  
02/14

ARTICLES OF INCORPORATION  
OF  
PALM BEACH COUNTY OFFSHORE FESTIVAL, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

FILED  
95 FEB 23 11:30  
S.E.  
TALLAHASSEE, FLORIDA

*THE UNDERSIGNED PERSONS*, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, hereby make, subscribe and acknowledge these Articles of Incorporation.

ARTICLE I

The name of the corporation is PALM BEACH COUNTY OFFSHORE FESTIVAL, INC.

ARTICLE II

(a) The purposes for which the corporation is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (the Code) and the Regulations promulgated thereunder, as may be amended from time to time, or corresponding provisions of any subsequent federal tax laws and to that end to hold any property, or any undivided interest therein, without limitation as to amount or value, to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property

is received, this Articles of Incorporation, the Bylaws of the corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers.

(b) No part of the net earnings of the corporation shall inure to the benefit of any member, director, 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, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(d) The corporation shall not engage in any act of selfdealing as defined in Section 4941(d) of the Code.

(e) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(h) Notwithstanding any other provision of its certificate, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended, or 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 be amended.

(i) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed by a Court of Competent Jurisdiction of the county in which the principal location of the corporation is located, exclusively for such purposes or such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE III

The street address of the initial principal office of the corporation is:

7169 49th Terrace - North  
West Palm Beach, Florida 33407

### ARTICLE IV

Membership in the corporation shall be regulated by the provisions of the Bylaws. The subscribers to the Articles of Incorporation shall be the initial members of the corporation.

### ARTICLE V

The term for which the corporation is to exist shall be perpetual unless terminated sooner by the members pursuant to the Bylaws.

### ARTICLE VI

The name and address of the subscriber of these Articles is:

Harold H. Harms, II  
12067 Edgewater Drive  
Palm Beach Gardens, Florida 33410

### ARTICLE VII

The affairs of the corporation are to be managed by a President, Vice President, Secretary and Treasurer and such other officers as the Bylaws of the corporation may provide for from time to time. All officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify.

## ARTICLE VIII

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation and Bylaws are:

Julia McDonald	- President
Julia McDonald	- Vice President
Julia McDonald	- Secretary
Julia McDonald	- Treasurer

The foregoing shall hold office until the first meeting of the Board of Directors elected by the members. Commencing with the first meeting of such elected Board of Directors such officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify. In the event of a vacancy in any office prior to the first meeting of such elected Board of Directors, a vacancy in office shall be filled by a majority, even though less than a quorum, of the Board of Directors. The Bylaws of the corporation may provide for the office of Chairman of the Board. The Chairman of the Board shall have such duties as are assigned by the Bylaws and the Board of Directors.

## ARTICLE IX

The corporation shall be governed by a Board of Directors consisting of at least three (3) persons. The number of members of the Board of Directors shall be established by the Bylaws; however, the Board shall always consist of at least three (3) individuals. The names and addresses of the persons who are to serve as Directors until the first election are:

Neal Knight  
4211 Washington Road  
West Palm Beach, Florida 33405

Julia McDonald  
110 Cortes Avenue  
Royal Palm Beach, Florida 33411

Harold H. Harms  
12067 Edgewater Drive  
Palm Beach Gardens, Florida 33410

Thereafter, the Board of Directors shall be elected as provided in the Bylaws. Vacancies in the initial Board of Directors shall be filled by a majority, even though less than a quorum of the Board of Directors.

#### ARTICLE X

The initial Bylaws of the corporation shall be made and adopted by the initial Board of Directors. The Bylaws of said corporation may be amended, altered, rescinded or added to by resolution adopted by two-thirds (2/3) vote of the Board of Directors of this corporation at any duly called meeting of said board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to the Bylaws unless prior written notice of said meeting specifying the proposed change has been given to all directors and members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to the Bylaws to the Board or

the membership, as the case may be. Provided further that as long as the initial Board of Directors holds office, any changes in the Bylaws may be made only by a two-thirds (2/3) vote of Board of Directors of the corporation.

#### ARTICLE XI

The Articles of Incorporation may be amended, altered, rescinded, or added to by resolution adopted by two-thirds (2/3) vote of the Board of Directors of this corporation at any duly called meeting of said Board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to these Articles of Incorporation unless prior written notice of said meeting specifying the proposed change has been given to all directors and members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Provided further that as long as the initial Board of Directors holds office, any changes in the Articles of Incorporation may be made only by a two-thirds (2/3) vote of the Board of Directors of the corporation.

#### ARTICLE XII

Members of the initial Board of Directors need not be members of the corporation.

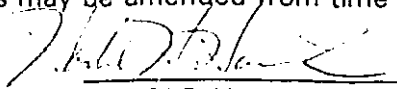


### ARTICLE XIII

Members of the corporation shall be entitled to one vote each to be cast in person or by written proxy. The corporation shall never have or issue shares of stock, nor will it ever have nor provide for non-voting membership. No part of the earnings of the corporation shall inure to the private benefit of any member, officer or director.

### ARTICLE XIV

The corporation shall have all the powers set forth and described in Chapter 617, Part I, Florida Statutes, as presently existing or as may be amended from time to time, together with those powers conferred by these Articles of Incorporation and all lawful Bylaws of the corporation, as may be amended from time to time.

 (SEAL)  
HAROLD H. HARMS, II

### Designation of Registered Agent

The initial registered agent of this corporation shall be NEAL W. KNIGHT, JR., 321 Royal Poinciana Plaza, Palm Beach, Florida 33480.

### Acceptance

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes.

  
NEAL W. KNIGHT, JR.

STATE OF FLORIDA           )  
  )SS:  
COUNTY OF PALM BEACH )

The foregoing Articles of Incorporation were acknowledged before me this  
20 day of February, 1995 by NEAL W. KNIGHT. who is personally known to me.

  
\_\_\_\_\_  
Notary Public

(NOTARIAL SEAL)



KAREN WOOD  
MY COMMISSION # CC384507 EXPIRES  
August 7 1998  
BONDED THRU TROY FAIR INSURANCE, INC

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0100

800-342-8086

**CSC networks**  
PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

N95000000891

STATE OF FLORIDA

DEPARTMENT OF REVENUE

OFFICE OF THE COMPTROLLER

APR 15 1996 - Prepared

TO: THE COMPTROLLER

FROM: THE SECRETARY OF STATE

SUBJECT: [illegible]

RE: [illegible]

DATE: [illegible]

BY: [illegible]

FOR: [illegible]

BY: [illegible]

FOR: [illegible]

BY: [illegible]

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FOR: [illegible]

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-04/16/96--01003--020  
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FILED  
96 APR 15 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
96 APR 15 PM 4:15  
DIVISION OF COMPOSITION

4/16  
Amend  
C.C.

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PALM BEACH COUNTY OFFSHORE FESTIVAL, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED  
96 APR 15 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida not-for-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

**FIRST:** Amendments adopted:

(a) Article II (a) shall be deleted and the following language shall be inserted:

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. Internal Revenue.

To that end, the corporation may hold any property or any undivided interest therein, without limitation as to amount or value, to dispose of any such property and to invest, reinvest, or deal with the principle or income in any such manner as, in the judgment of the directors, will best promote the purposes of the corporation, without limitation, except such limitation, if any, as may be contained in the instrument under which such property is perceived, this Articles of Incorporation, the By-Laws of the corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or an advancement thereof, but not for the pecuniary profit or financial gain of its directors, members, or officers.

(b) Article II (h) shall be deleted and the following shall be inserted in its place:

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. Internal Revenue law.

(c) Article II (i) shall be deleted and in its place the following shall be inserted:

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding Section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**SECOND:** The date of adoption of the Amendments is March 29, 1996.

**THIRD:** Adoption of Amendments

\_\_\_\_\_ The Amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

  X   There are no member or members entitled to vote on the Amendment. The Amendments were adopted by the Board of Directors.

Dated: April 1, 1996.

**PALM BEACH COUNTY OFFSHORE  
FESTIVAL, INC.**

By: \_\_\_\_\_

Harold H. Harms, II  
HAROLD H. HARMS, II  
Its President/Director/Member