

N95000002242

LAW OFFICES

Rod Tennyson, P.A.

1801 AUSTRALIAN AVENUE SOUTH
SUITE 101

West Palm Beach, Florida 33409

TELEPHONE (407) 478-7000
FAX (407) 478-9241

May 3, 1995

FILED
95 MAY -5 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600001477716
-05/05/95--01111--015
****122.50 ****122.50

Re: Land Trust of the Palm Beaches, Inc.

To Whom It May Concern:

Enclosed please find for filing the Articles of Incorporation for the above not-for-condominium corporation. Enclosed you will find a check payable to the Division for \$122.50. Should you have any questions, feel free to call.

Sincerely,

Rod Tennyson
ROD TENNYSON

RT:ses

Enclosures

f:\clients\landtrus\secstat1.sam\

R. Tennyson GAVE
AUTHORIZATION BY PHONE TO
CORRECT name/address
DATE 5-10
DOC. EXAM. AGG

PA6
59

FILED
95 MAY -5 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
(A Corporation Not for Profit)

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I
Name

The name of the corporation is LAND TRUST OF THE PALM BEACHES, INC. (hereinafter referred to as the "TRUST"). The place in this State where the principal office of the TRUST is to be located is the City of Lantana, Palm Beach County.

ARTICLE II
Purpose

- A. The primary purposes of the TRUST shall be:
1. The acquisition, disposal, and management of land in a manner designed to promote the preservation of environmentally valuable or sensitive and open space lands in Palm Beach County, Florida for the use and enjoyment of its citizens.
 2. To acquire, by donation, purchase, or otherwise, any interests or rights in real or personal property of all kinds, and to use, sell or convey such property and any interests or rights in such a manner as the Board of Directors shall deem appropriate to carry out the purposes set forth herein and subject to the limitations set forth herein.
 3. To exercise powers subject to any limitations and conditions as, or may be, prescribed by law and in conformance with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations.

4. To exercise its powers through its officers, trustees, members, employees and agents, and to join with other organizations in activities designed to achieve the objectives of the TRUST.
 5. To exercise all of the powers enumerated in Chapter 617, Florida Statutes to achieve the objectives of the TRUST.
- B. All funds of the TRUST and any monies from its operations shall be used in the furtherance of the purposes set forth herein above, which purposes shall be solely for charitable, educational and scientific and no benefits shall inure to any private parties, save and except benefits incidental to the objectives of the TRUST.
 - C. The TRUST shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
 - D. The TRUST will make no distributions of income to its Members, Directors or Officers.

ARTICLE III

Powers

The powers of the TRUST will include and be governed by the following provisions:

- A. The TRUST will have all the powers of a corporation not for profit not in conflict with the terms of these Articles.
- B. The TRUST is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- C. No part of the net earnings of the TRUST shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 the purposes set forth herein. No substantial part of the activities of the TRUST shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the TRUST 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 TRUST shall not carry on any other activities not permitted to be carried on (a) 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.
- D. The powers of the TRUST will be subject to and will be exercised in accordance with the provisions of the By-Laws of the TRUST.

ARTICLE IV

Members

- A. The TRUST may allow members to join the TRUST as provided in the By-Laws of the TRUST.
- B. The share of a member in the funds and assets of the TRUST cannot be assigned, hypothecated or transferred in any manner.
- C. A member may be entitled to vote as a member of the TRUST. The exact number of votes to be cast by members and the manner of exercising voting rights will be determined by the By-Laws of the TRUST.

ARTICLE V
Directors

- A. The affairs of the TRUST will be managed by a Board of Directors. The number of Directors shall be initially which may be increased in number as provided in the By-Laws.
- B. Directors shall be appointed, elected, or removed and vacancies on the Board of Directors will be filled in the manner provided in the By-Laws of the TRUST.
- C. Directors named in these Articles will serve until such times as provided for in the By-Laws.
- D. The names and addresses of the members of the first Board of Directors who will hold office until their successors are qualified, or until removed, are as follows:
 - 1. Elizabeth Tennyson
301 N. Atlantic Drive
Lantana, Florida 33462
 - 2. Patrick Painter
12887 Raymond Drive
Loxahatchee, Florida
 - 3. Edie Sellers
901 N. Atlantic Drive
Lantana, Florida 33462
 - 4. Minnie Pulitzer Leas
218 N. Atlantic Drive
Lantana, Florida 33462
 - 5. Steve Bass
4696 Meadow Green Trail
Lake Worth, Florida 33463

ARTICLE VI

Officers

The affairs of the TRUST will be administered by the officers designated in the By-Laws of the TRUST. Said officers will be chosen as provided in the By-Laws. The names and addresses of the officers who will serve until their successors are designated are as follows:

1. **President:** Elizabeth Tennyson
 301 N. Atlantic Drive
 Lantana, Florida

2. **Vice President:** Patrick Painter
 12887 Raymond Drive
 Loxahatchee, Florida

3. **Secretary/
 Treasurer:** Eddie Sellers
 901 N. Atlantic Drive
 Lantana, Florida 33462

ARTICLE VII

Indemnification

Every Director and every officer of the TRUST will be indemnified by the TRUST against all expenses and liabilities (including legal fees) reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer of the Association at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. Provided that in the event of a settlement, this right of indemnification will only apply if the Board of Directors approves such entitlement and reimbursement as being in the best interests of the TRUST. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE VIII
By-Laws

The By-Laws of the TRUST may be altered, amended or rescinded in the manner provided by said By-Laws.

ARTICLE IX
Amendments

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

- A. Notice of the subject matters of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.
- B. A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors.
- C. Proposed amendments may be passed if approved by not less than 51 % of the votes of the Board of Directors provided a quorum is present.
- D. Provided, however, that no amendment may be made that is in conflict with Chapter 617, Florida Statutes or any provisions of the Internal Revenue Code relating to tax exemption under Section 501(c)(3).
- E. A copy of each amendment shall be filed with the Secretary of State, State of Florida.

ARTICLE X
Term

The term of the TRUST will be perpetual. Upon the dissolution of the TRUST assets shall 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 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 a Court of Competent Jurisdiction 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.

ARTICLE XI
Incorporator

The names and addresses of the Incorporators to these Articles of Incorporation are:

Elizabeth Tennyson
301 N. Atlantic Drive
Lantana, Florida 33462

ARTICLE XII
Initial Registered Agent and Office

The street address of the initial registered office of this corporation is 1801 Australian Avenue South, Suite 101, West Palm Beach, Florida 33409 and the initial registered agent for the TRUST shall be Rod Tennyson, Esquire whose address is the same as above. Also: known as Principle address of Corporation

IN WITNESS WHEREOF, the Incorporator to these Articles of Incorporation has hereunto affixed his seal this 1 day of May, 1995.


ELIZABETH TENNYSON

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation was acknowledged before me this 1st day of May, 1995, by ELIZABETH TENNYSON, as President and Incorporator of the TRUST, a Florida corporation not for profit, on behalf of the corporation. She (please check one of the following) [] is personally known to me or [] has produced _____ (type of identification) as identification and (please check one of the following [] did or [] did not take an oath.




Sharon E. SINGER
Notary Public

Sharon E. Singer
Notary Printed Signature
My Commission Number is: CC 329487
My Commission Expires: 11-11-97

ACCEPTANCE OF REGISTERED AGENT

I, the undersigned, hereby accept the designation of Registered Agent for service of process for the TRUST.



ROD TENNYSON

f:\forms\gen\nolproof.sam\

FILED
95 MAY -5 PM 4: 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N95000002242

LAW OFFICES

Rod Tennyson, P.A.

1801 AUSTRALIAN AVENUE SOUTH
SUITE 101

West Palm Beach, Florida 33410

TELEPHONE (407) 478-7800
FAX (407) 478-0241

February 21, 1996

VIA FACSIMILE
(904) 487-6013

RECEIVED
95 FEB 20 11:26
DIVISION OF CORPORATIONS

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ATTENTION: MS. ANNETTE HOGAN

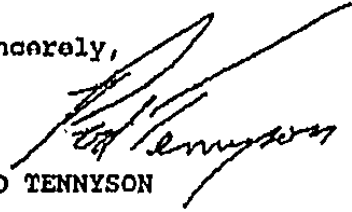
RE: Change of Principal Place of Business
Land Trust of the Palm Beaches, Inc.

Dear Ms. Hogan:

Please change the address for the principal place of business for
Land Trust of the Palm Beaches, Inc. to 301 N. Atlantic Drive,
Lantana, Florida 33462.

It is my understanding that this will be accomplished upon receipt
of this letter. Thank you in advance for your prompt attention to
this matter.

Sincerely,



ROD TENNYSON

RT:mkb