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Check Number only

7/11/95

Hahamovitch Donaki

Requestor's Name

7770 W. Oakland Park Blvd

Address

Sunrise FL 33351 #970

City

State

ZIP

Phone

VALIDATION ONLY

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CORPORATION(S) NAME

Palm Beach County

B'nai B'rith Apartments, Inc.

FILED
95 JUL 13 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



EMPIRE Toll Free: 1-800-432-3028



Profit

☒ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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CERTIFIED COPY

8/1/95

ARTICLES OF INCORPORATION
OF
PALM BEACH COUNTY ASSOCIATION
OF
B'NAI B'RITH APARTMENTS, INC.
A NOT FOR PROFIT CORPORATION

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TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a not for profit corporation under the provision of the Florida Not For Profit Corporation Act as follows:

ARTICLE I

NAME: The name of the proposed corporation is PALM BEACH COUNTY ASSOCIATION OF B'NAI B'RITH APARTMENTS, INC.

ARTICLE II

DURATION: The duration of the corporation shall be perpetual.

OFFICES: The principal place of business and location of the corporation is:

9669 El Clair Ranch Road
Boynton Beach, Florida 33437

REGISTERED: Donald E. Hahamovitch, Esquire
7770 West Oakland Park Boulevard
Suite 470
Sunrise, Florida 33351-6746

ARTICLE III

PURPOSE: The purposes for which this corporation has been organized are as follows:

1. To acquire, construct, own and operate housing inclusive of low and moderate income housing and housing for senior citizens.
2. Generally, to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any federal tax laws.

3. The corporation shall have the rights a. now or hereafter conferred upon corporations not for profit by the laws of the State of Florida.
4. To acquire housing property from the Resolution Trust Corporation and to comply with all rules, regulations of the RTC for a non-profit corporation.

ARTICLE IV

The corporation shall have the power to do all things legal and necessary to accomplish its objectives as set forth in Article III of the Articles of Incorporation including, but not limited to, the following:

- (1) To accept by gift, devise, bequest, grant, or other lawful means property of every kind and description, without limits as to amount.
- (2) To borrow or solicit funds for financing from any lawful source available, in compliance with RTC regulations, where applicable.
- (3) To administer and manage the donations, gifts, devises, bequests, and the property of the corporation of every kind and description.
- (4) To purchase, acquire, hold, invest, use, mortgage, sell, assign, transfer, or otherwise dispose of both real and personal property of every kind and description, or any interest whatsoever in any real or personal property, and to exercise all rights and all privileges in respect to ownership of any and all personal or real property are in compliance with RTC regulations where applicable.
- (6) To employ such staff and personnel necessary to effectuate the powers of the corporation.
- (7) To exercise all other rights and powers conferred upon corporations formed under the General Not For Profit Corporation Law of the State of Florida, provided however, that the Corporation shall not engage in any activities or exercise any powers including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable, and educational purposes of the corporation.

All of the foregoing purposes and powers shall be exercised exclusively for charitable and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE V

The membership of this corporation shall constitute all persons hereinafter named as directors and such other persons as from time to time hereafter may become members, by approval of the Board of Directors, their qualifications being their interest and ability to assist the corporation as determined by the Board. No part of the corporation's net income will inure to the benefit of its Directors, shareholders, or members. Said members of the corporation shall at no time enjoy any benefits in the nature of a private interest. The corporation will not, as a substantial part of its activities, attempt to influence legislation, or participate to any extent in a political campaign for or against any candidate for public office.

ARTICLE VI

The directors shall serve and be elected or appointed in accordance with the rules as designated in the by-laws.

ARTICLE VII

Incorporators: The name and address of the incorporator is:

Arthur Fentin
9831 Harbour Lake Circle
Boynton Beach, Florida 33437

ARTICLE VIII

The Board of Directors shall consist of no less than three (3) individuals, and no more than seven (7) individuals. The number of Directors may be fixed or changed from time to time by amendment of the By-laws of this Corporation adopted in accordance with Article VIII, but in no event shall the number of Directors be less than three (3). The initial number of Directors shall be three.

ARTICLE IX

The directors of the corporation are:

Joseph Wasley, Chairperson
9669 El Clair Ranch Road
Boynton Beach, Florida 33437

Arthur Fentin, Vice-Chairperson
9831 Harbour Lake Circle
Boynton Beach, Florida 33437

ARTICLE X

The Board of Directors shall have the power to make, alter or rescind the By-laws of the Corporation by the affirmative vote of a majority of the Directors of the Corporation at any meeting called pursuant to the By-laws, provided notice of such proposed changes in by laws is sent to each director in writing at least 10 days in advance of said meeting.

ARTICLE XI

The Board of Directors shall have the power to amend these Articles of Incorporation by the affirmative vote of a majority of the Directors, provided that any such action be undertaken in accordance with the laws of the State of Florida, provided notice of such proposed changes to the Articles of Incorporation is sent to each director in writing at least 10 days in advance of said meeting.

ARTICLE XII

The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its specific and primary purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable, benevolent, and educational purposes, and no part of the profit or net income of the Corporation shall inure to the benefit of any Director, Officer, or Member of the Corporation.

ARTICLE XIII

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to a non-profit organization and used exclusively to accomplish the general purposes for which this Corporation is organized.

ARTICLE XIV

Any person (or their heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reasons of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees at both trial and appellate level, and disbursements incurred by him (or by his heir, executors or administrators) in connection with the defense or settlement of such actions, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such

Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right or indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heir, executors or administrators) may be entitled apart from this Article.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 10th day of July, 1995.

Arthur Fentin
Arthur Fentin
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 807.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PALM BEACH COUNTY ASSOCIATION OF B'NAI B'RITH APARTMENTS, INC.

2. The name and address of the registered agent and office is:

Donald E. Hahamovitch, Esquire
7770 West Oakland Park Boulevard
Suite 470 - NationsBank Building
Sunrise, Florida 33351

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

Donald E. Hahamovitch

DATE: July 11, 1995

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TALLAHASSEE, FLORIDA