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DUFRESNE & WITKOWSKI, P.A.

ATTORNEYS AT LAW

DONALD P. DUFRESNE*

RONALD WITKOWSKI

CHARLES S. BOLZ**

LAURA B. LERNER

*ALSO ADMITTED IN D.C.

**BOARD CERTIFIED IN REAL ESTATE

ALSO ADMITTED IN GEORGIA

AND U.S. VIRGIN ISLANDS

12788 FOREST HILL BOULEVARD
WELLINGTON, FLORIDA 33414

231 ROYAL PALM WAY
PALM BEACH, FLORIDA 33480

TELEPHONE (407) 795-3700
FAX (407) 795-3770

RESPOND TO:
WELLINGTON OFFICE

July 20, 1995

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Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Wellington Realtors Foundation, Inc., a Florida Corporation, Not-for-Profit

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation regarding the above referenced not for profit Corporation. Please also find this firm's check in the amount of \$122.50 which includes the filing fee and the certified copy fee.

If you should have any questions, please feel free to contact me.

Very truly yours,

DUFRESNE & WITKOWSKI, P.A.

Charles S. Bolz

FILED
95 JUL 21 PM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encls.

CSB/jd
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Charles GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article 7
DATE 7-25-95
DOC. EXAM D. Varner

not as
7-25-95

ARTICLES OF INCORPORATION
OF
WELLINGTON REALTORS FOUNDATION, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is: Wellington Realtors Foundation, Inc.

Article 2

NOT FOR PROFIT

The Corporation is a corporation not for profit under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

Article 3

DURATION

The duration (term) of the Corporation is perpetual.

Article 4

PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To promote the real estate sales industry in the Wellington, Florida area through educational, civic and social programs; to establish an organization through which real estate agents in Wellington, Florida can make and promote civic and charitable contributions to the Wellington community; to develop and encourage high standards of service for members serving the real estate sales industry and the public; to acquire, preserve and disseminate data and information to members and to the public relating to the real estate sales industry; to provide an opportunity for the exchange of ideas and opinions and for study and discussion of various business and technical aspects of the real estate sales industry in the Wellington, Florida area;

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein;

C. To do such other things are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5

LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors, or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article 4 (Purposes) hereof.

Article 6

MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manners and who shall have such right and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

The name and address of each initial Voting Member are as follows:

Name	Address
Betty Assef	11924 Forest Hill Boulevard, Suite 4 <u>West Palm Beach, FL 33414</u>
Joyce Steinhorn	12773 Forest Hill Boulevard, Suite 101 <u>West Palm Beach, FL 33414</u>

Stanley Epstein	11924 Forest Hill Boulevard, Suite 4 <u>West Palm Beach, FL 33414</u>
Pat Evans	11924 West Forest Hill Boulevard, Suite 18 <u>West Palm Beach, FL 33414</u>
Deanna Hicks	13857 Wellington Trace, Suite D-3 <u>West Palm Beach, FL 33414</u>
Nancy Jennings	13857 Wellington Trace, Suite D-3 <u>West Palm Beach, FL 33414</u>
Cathleen Smith	11924 West Forest Hill Boulevard, Suite 18 <u>West Palm Beach, FL 33414</u>
Adele Steinberg	13860-8 Wellington Trace <u>West Palm Beach, FL 33414</u>
Marge Weber	13860-8 Wellington Trace <u>West Palm Beach, FL 33414</u>
Joannie Lauther	12794 Forest Hill Boulevard, Suite 10-A <u>West Palm Beach, FL 33414</u>

Article 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 12788 Forest Hill Boulevard, Suite 2003, West Palm Beach, FL 33414, and the name of its initial Registered Agent at that address is Charles S. Bolz. Principal address is also the same as Registered Office address.

Article 8

INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting in the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Directors annually. The Bylaws may

provide for *ex officio* and honorary Directors and their rights and privileges. The name and address of each initial Directors of the Corporation is as follows:

Name	Address
<u>Stanley Epstein</u>	<u>11924 Forest Hill Boulevard, Suite 4</u> <u>West Palm Beach, FL 33414</u>
<u>Deanna Hicks</u>	<u>13857 Wellington Trace, Suite D-3</u> <u>West Palm Beach, FL 33414</u>
<u>Marge Weber</u>	<u>13860-8 Wellington Trace</u> <u>West Palm Beach, FL 33414</u>

Article 9

OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Name	Address
<u>Stanley Epstein</u>	<u>11924 Forest Hill Boulevard, Suite 4</u> <u>West Palm Beach, Florida 33414, President</u>
<u>Marge Weber</u>	<u>13860-8 Wellington Trace</u> <u>West Palm Beach, FL 33414, Vice-President</u>
<u>Deanna Hicks</u>	<u>13857 Wellington Trace, Suite D-3</u> <u>West Palm Beach, FL 33414, Secretary/Treasurer</u>

Article 10

INCORPORATORS

Name	Address
<u>Stanley Epstein</u>	<u>11924 Forest Hill Boulevard, Suite 4 West Palm Beach, FL 33414</u>
<u>Deanna Hicks</u>	<u>13857 Wellington Trace, Suite D-3 West Palm Beach, FL 33414</u>
<u>Marge Weber</u>	<u>13860-7 Wellington Trace West Palm Beach, FL 33414</u>

Article 11

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

Article 12

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation of any amendment to them, and all rights and privileges conferred upon the Members, Directors, and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

Article 13

INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

FILED

Article 14

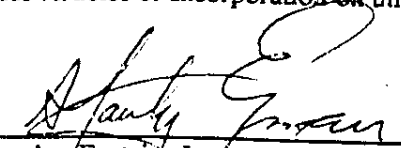
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NONSTOCK BASIS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 15th day of July, 1995.


Stanley Epstein, Incorporator

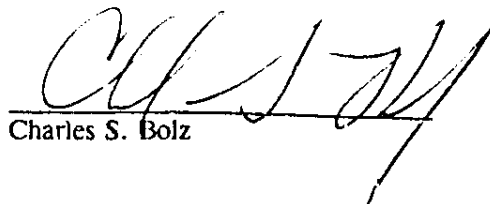

Deanna Hicks, Incorporator


Marge Weber, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Wellington Realtors Foundation, Inc. which is contained in the foregoing Articles of Incorporation.

Dated this 19th day of July, 1995.


Charles S. Bolz

B:WRF.01