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Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

500001726785

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West Palm Beach Housing Authority Residents Association

☐ Profit

☒ NonProfit Articles

☐ Amendment

☐ Merge

☐ Limited Liability Company

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

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**ARTICLES OF INCORPORATION  
OF  
WEST PALM BEACH HOUSING AUTHORITY RESIDENTS ASSOCIATION, INC.  
(A CORPORATION NOT FOR PROFIT)**

**FILED**  
96 FEB 28 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes for the formation of corporations not for profit, the undersigned, does hereby organize and establish a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that objective the undersigned does hereby make, adopt and subscribe these Articles of Incorporation, to-wit:

**ARTICLE I.  
NAME OF CORPORATION**

The name of the Corporation shall be:

WEST PALM BEACH HOUSING AUTHORITY RESIDENTS ASSOCIATION, INC.

**ARTICLE II.  
PURPOSES**

The purposes for which the Corporation is formed are:

- (a) To improve the general condition of the neighborhood represented by the various tenants associations and surrounding areas.
- (b) To cooperate with Management of the West Palm Beach Housing Authority to better the relationship between Management and Residents of the several tenants associations.
- (c) To promote good relationship among all Residents of the respective tenants associations.
- (d) To invite suggestions from all Residents of the respective tenants associations for the improvement of the community.
- (e) To encourage and promote constructive activities for all residents (children and adults) of the respective tenants associations.
- (f) To be a force against undesirable conditions and situations in the communities represented by the respective tenants associations.
- (g) To acquire and dispose of real and personal property.

(h) To conduct all other business permitted to be conducted by corporations under the laws of the State of Florida.

No part of the revenues or income, if any, of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, directors 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 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE III. ADDRESS

The mailing address of the Corporation is:

c/o West Palm Beach Housing Authority  
1612 North Tamarind Avenue  
West Palm Beach, Florida 33407

#### ARTICLE IV. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence upon the filing of these Articles of Incorporation.

#### ARTICLE V. DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE VI.  
TYPE OF CORPORATION

The Corporation shall be a corporation not for profit and shall have neither capital stock nor stockholders.

ARTICLE VII  
POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and the purposes set forth herein, it is expressly provided that the corporation shall have the following powers:

(a) to enter into, make and perform contracts of every sort and kind with any person, firm, association, corporation, authority, municipality, body politic, county, state, or with the Federal Government or any agency or instrumentality thereof;

(b) to issue bonds or other obligations of the corporation, and to contract indebtedness, incur liabilities and borrow money without limit as to amount for any of the purposes of the corporation and to secure the same to the extent necessary by mortgage, deed or deeds of trust, or pledge or lien on any or all of the real or personal property, or both, or right, title and interest therein, of the corporation;

(c) to acquire, own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of mortgages, notes, evidences of indebtedness, and all other securities or choses in action issued or created by any person, firm, association, corporation, authority, municipality, body politic, county, state, or with the Federal Government or any agency or instrumentality thereof;

(d) to acquire, by lease, gift, devise, bequest, purchase, or otherwise, real or personal property or any interest therein from others and to own, hold, improve, use, or otherwise deal in and with such real and personal property, or any interest therein, wherever situated;

(e) to sell, lease, sublease or otherwise dispose of or make available to any person, firm, association, corporation, authority, municipality, body politic, county or state or to the Federal Government or any agency or instrumentality thereof or any estate or interest therein acquired by the corporation;

(f) to do everything necessary, proper, convenient or incident to effect any or all of the purposes for which the corporation is organized; and

(g) without limiting the generality of the foregoing, the corporation shall have all the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes for which this corporation is formed, and all of the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to not for profit corporations, or any additions to or amendments thereto.

#### ARTICLE VIII. MEETINGS

The annual meeting of the Board and the annual meeting of the members shall be held during the first week of January of each year. Regular meetings of the Board shall be established by the Board by resolution. Regular meetings of the members shall be established by resolution.

#### ARTICLE IX. MEMBERSHIP

The authorized number and qualifications of members of the Corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, shall be set forth in the Bylaws.

#### ARTICLE X. BOARD OF DIRECTORS

(a) The affairs of the Corporation shall be managed by a Board of Directors consisting of the president of the Dunbar Village Tenants Association, the president of the Southridge Tenants Association, the president of the Twin Lakes Tenants Association, the president of the pleasant City Tenants Association and the president of the Robinson village Tenants Association (the "Board"); provided that in no event shall the number of directors be less than five. If the number of directors determined as provided above shall ever be less than five, the remaining directors shall appoint temporary directors from the tenants association then not represented so that the Board of Directors has five members to act in that capacity until new members are elected to the Board by the respective tenants association. 2

(b) The name and address of each person who is to serve as an initial director of the Corporation are set forth below:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Rev. Evelyn Bannister	President of Dunbar Village Tenants Association	805-4 15th Street West Palm Beach, FL 33407
Andreal Maxie	President of Robinson Village Tenants Association	5100 45th Street, 7B West Palm Beach, FL 33404
Henrietta Smith	Acting President of Pleasant City Tenants Association	604 21st Street, Apt. B West Palm Beach, FL
Louise Harris	President of Twin Lake Village Tenants Association	1251 - 7th Street West Palm Beach, FL 33401
Catherine Oxboroughy	President of South Ridge Tenants Association	3934-4 Lake Avenue West Palm Beach, FL 33405

#### ARTICLE XI. BYLAWS

The first Board of Directors of the Corporation shall adopt bylaws consistent with these Articles of Incorporation. Thereafter, the bylaws may be altered or rescinded by the directors or the members in the manner provided by such bylaws.

#### ARTICLE XII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is c/o Cunningham & Self, P.A., 450 Australian Avenue South, Suite 400, West Palm Beach, Florida 33401, and the initial registered agent of the Corporation at that address is David C. Self, II.

ARTICLE XIII.  
INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
David C. Self, II, Esquire	c/o Cunningham & Self, P.A. Suite 400 450 Australian Avenue South West Palm Beach, Florida 33401

The incorporator of the Corporation assigns to the Corporation his rights under Section 617.013, Florida Statutes, to constitute a corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE XIV.  
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, transfer all of the assets of the Corporation to the Board, or if the Board shall no longer be in existence to any successor organization or other such organization or organizations as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XV.  
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the members; provided that (a) notice of the proposed action relating to the Bylaws is included in the notice of the meeting or is waived in writing by a majority of the directors or members as appropriate; (b) the Board of Directors may not amend or repeal any bylaw adopted by the members if the membership specifically provides that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XVI.  
AMENDMENT

The Corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by an affirmative vote of the majority of the total number of members of the Board of Directors at any regular or special meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of February, 1996.

  
\_\_\_\_\_  
David C. Soff, II



ACKNOWLEDGEMENT OF DESIGNATION AS AGENT  
UPON WHOM MAY BE SERVED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR WEST PALM BEACH HOUSING AUTHORITY RESIDENTS ASSOCIATION, INC., AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH, AND ACCEPT, THE OBLIGATIONS OF THAT POSITION.

SIGNATURE: *David C. Smith*

DATE: February 27, 1996

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TALLAHASSEE, FLORIDA