

N 96000001160

**Deloitte &
Touche LLP**



Requestor's Name

Address

Suite 000
1046 Palm Beach Lakes Boulevard
West Palm Beach, Florida 33401-2221

Office Use Only

CORPORATION ...

...BER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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CLERK OF STATE
TALLAHASSEE, FLORIDA

01/18/96 AM 9:11

FILED

W96-1612

JAN 22 1996

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00626, 00706, 00771

Law Offices

HOLLAND & KNIGHT

A Partnership Including Professional Corporations

625 North Flagler Drive, Suite 700
P.O. Box 3208 (ZIP 33402-3208)
West Palm Beach, Florida 33401
407-833-2000
FAX 407-650-8399

Atlanta	Orlando
Fort Lauderdale	St. Petersburg
Jacksonville	Tallahassee
Lakeland	Tampa
Miami	Washington, D.C.

February 26, 1996

DAVID L. PERRY, JR.
407-660-8314

Florida Dept. of State
Division of Corporations
Attn: Sandy Ng, Document Specialist
P.O. Box 6327
Tallahassee, FL 32314

Re: Friends of Palm Beach County Weed & Seed, Inc.
Ref. No. W96000001612

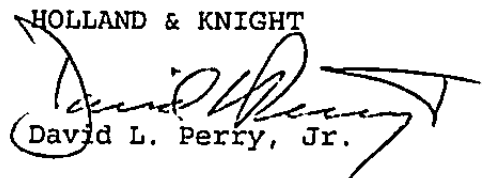
Dear Ms. Ng:

We enclose the corrected Articles of Incorporation for Friends of Palm Beach County Weed & Seed, Inc., in which Article V has been revised to be more specific that the Board of Directors is to be elected as provided in the corporation's bylaws. We also enclose a copy of your original letter #496A00002703, dated January 22, 1996.

If there are any further questions regarding the filing of this document, please contact the undersigned at 407-650-8314.

Very truly yours,

HOLLAND & KNIGHT



David L. Perry, Jr.

DLP/gm
Enclosures

WPB-45581

Law Offices

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DAVID L. PERRY, JR.
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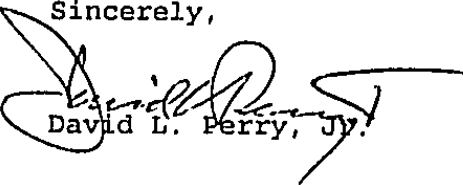
Florida Dept. of State
Division of Corporations
Attn: Sandy Ng, Document Specialist
P.O. Box 6327
Tallahassee, FL 32314

Re: Friends of Palm Beach County Weed & Seed, Inc.
Ref. No. W96000001612

Dear Ms. Ng:

Enclosed in connection with the above referenced filing is the original registered agent acceptance certificate which we discussed on the telephone earlier this week. Please call me if you need anything further to complete this filing.

Sincerely,


David L. Perry, Jr.

DLP/gm
Enclosure

WPB-45581



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 22, 1996

DELOITTE & TOUCHE LLP
STE. 900, 1645 PALM BEACH LAKES BLVD.
WEST PALM BEACH, FL 33401-2221

SUBJECT: FRIENDS OF PALM BEACH COUNTY WEED & SEED, INC.
Ref. Number: W96000001612

We have received your document for FRIENDS OF PALM BEACH COUNTY WEED & SEED, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of Incorporation. A statement making reference to the bylaws is acceptable.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 496A00002703

ARTICLES OF INCORPORATION
OF

FRIENDS OF PALM BEACH COUNTY WEED & SEED, INC.

FILED
DECEMBER - 4 AM 9:11
TALLAHASSEE, FLORIDA

ARTICLE I - NAME; EXISTENCE

The name of this corporation is FRIENDS OF PALM BEACH COUNTY WEED & SEED, INC. (the "Corporation"). The Corporation shall have perpetual existence.

ARTICLE II - PURPOSES

The Corporation is organized for the purpose of maintaining an association of persons interested in reducing crime and revitalizing neighborhoods in Palm Beach County, Florida, which would target neighborhoods with high crime rates and low socio-economic status and would seek to foster community leadership in such neighborhoods to reduce crime and restore neighborhood infrastructure, promote delivery of social and human services and provide recreational facilities and related services. The Corporation is a support organization for the federally funded Weed & Seed program currently administered by Palm Beach County government. The Corporation shall have the power to engage in such transactions as may be necessary or incidental to the pursuit and accomplishment of the foregoing and of transacting any or all lawful business for corporations organized under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, including without limitation the exercise of the powers described in Section 617.0302 of the Florida Statutes.

ARTICLE III - MEMBERSHIP

The membership of this Corporation shall be as provided in and regulated by the Bylaws.

ARTICLE IV - REGISTERED OFFICE AND AGENT; MAILING ADDRESS

The mailing address of the Corporation and the street address of the initial registered office of the Corporation is 1645 Palm Beach Lakes Boulevard, Suite 900, West Palm Beach, Florida 33401-2221, and the name of the initial registered agent of the Corporation at that address is Susan L. Petersen.

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a board of directors who shall be elected as provided in the Bylaws of the Corporation. The Corporation shall initially have three directors, and thereafter the number of directors of the Corporation may be changed in accordance with the Bylaws of the Corporation, provided that the number of directors shall never be less than three. The names and addresses of the initial directors of the Corporation are:

Susan L. Petersen
1645 Palm Beach Lakes Boulevard
Suite 900
West Palm Beach, Florida 33401

L. Diana Cunningham
301 North Olive Avenue
Suite 1001
West Palm Beach, Florida 33401

Emalyn Webber
U.S. Attorney's Office
701 Clematis Street, Suite 101
West Palm Beach, Florida 33401

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Susan L. Petersen, 1645 Palm Beach Lakes Boulevard, Suite 900, West Palm Beach, Florida 33401-2221.

ARTICLE VII - DISSOLUTION

The Corporation may be dissolved at any time by the unanimous written consent of the members of the Board of Directors. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all of its debts and liabilities shall be transferred to a trust or other entity organized and operated exclusively for the purpose of continuing the pursuit of the purposes of the Corporation described in Article III, which trust or other entity has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and if no such entity exists, then to a not for profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any future United States internal revenue law.

ARTICLE VIII - LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

If the Corporation is characterized as a private foundation within the meaning of Section 509 of the Code, the Corporation, during the period of such characterization (i) shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code; (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (iv) shall not make any investments in such manner as to subject it to tax under Section 4944; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or corresponding provisions of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or corresponding provisions of any future United States internal revenue law.

ARTICLE IX - BYLAWS; AMENDMENTS

The board of directors of the Corporation shall have the exclusive power to adopt, amend and repeal the bylaws of the Corporation, as more fully provided in the bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of January, 1996.

February


Susan L. Petersen

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

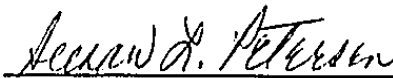
W I T N E S S E T H:

That Friends of Palm Beach County Weed & Seed, Inc.,
desiring to organize under the laws of the State of Florida, has
named Susan L. Petersen as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation at 1645 Palm Beach Lakes Boulevard,
Suite 900, West Palm Beach, Florida 33401-2221, 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 I accept the duties and obligations
of Section 607.0505, Florida Statutes.

Dated this 12th day of January, 1996.



Susan L. Petersen
Registered Agent

WPB-41626

FILED
96 JAN -4 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA