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SPINNER, DITTMAN, FEDERSPIEL & DOWLING

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

501 EAST ATLANTIC AVENUE
DELRAY BEACH, FLORIDA 33483
TELECOPIER (407) 276-5489
TELEPHONE (407) 276-2900

ROBERT A. DITTMAN
DONALD C. DOWLING
ROBERT W. FEDERSPIEL, P.A.
JOHN W. SPINNER

March 5, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

600001736116
-03/07/96--01090--002
****122.50 ****122.50

Re: The West Atlantic Redevelopment
Coalition, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of The West Atlantic Redevelopment Coalition, Inc., together with my client's check in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Certified Copy	52.50
Resident Agent Fee	<u>35.00</u>
TOTAL	<u>\$122.50</u>

Also enclosed is the executed Resident Agent Form. Please send me a certified copy of the Articles of Incorporation.

Thank you for your kind attention.

Sincerely,

ROBERT W. FEDERSPIEL, P.A.

Robert W. Federspiel

RWC
3-12-96

RWF:kp
Encl. 3

FILED
96 MAR -7 PM 1:06
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE WEST ATLANTIC REDEVELOPMENT COALITION, INC.

FILED

96 MAR -7 PM 1:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby executes and acknowledges these Articles of Incorporation to form a not for profit corporation pursuant to Chapter 617 of the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of this Corporation shall be THE WEST ATLANTIC REDEVELOPMENT COALITION, INC.

ARTICLE II

Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III

Purposes and Powers

Section 3.1 Purposes. The purposes for which this Corporation is organized are exclusively public, charitable, scientific, governmental and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code"), and shall include (a)all of the purposes of the Delray Beach Community Redevelopment Agency within the boundaries of the West Atlantic Avenue area as defined by its Community Redevelopment Plan (b)promoting neighborhood and community development, and (c)the making of loan to merchants and other

businesses within the boundaries of the West Atlantic Redevelopment Project area as defined in the Agency's Community Redevelopment Plan.

Section 3.2 Powers. The Corporation shall have all of the powers of a not-for-profit corporation under Chapter 617 and 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV

Membership

The initial Members of this Corporation shall be those persons ex officio who are members of the Delray Beach Community Redevelopment Agency and the qualifications and manner of admission of additional Members shall be regulated by the By-Laws of the Corporation.

ARTICLE V

Initial Registered Agent and Initial Registered Office

The initial registered agent of the Corporation shall be Eugene Herring and the initial registered office of the Corporation shall be 24 North Swinton Avenue, Delray Beach, Florida 33444.

ARTICLE VI

Board of Directors

Section 6.1 Number. This Corporation shall have seven (7) Directors. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws but shall never be less than three (3).

Section 6.2 Members of Board. The names and addresses of

the initial Directors of this Corporation, who shall serve until their successors are elected or appointed and have qualified are:

Kevin Egan
Field & Associates
269 S.E. 5th Avenue
Delray Beach, FL 33483

Leonard Mitchell
727 Place Tavant
Delray Beach, FL 33445

John Weaver
Heller-Weaver & Cato, Inc.
310 S.E. 1st Street
Suite 4
Delray Beach, FL 33483

Marc deBaptiste
Atlantic Realty Partners
1900 Glades Road
Suite 305
Boca Raton, FL 33431

Kathi Sumrall
Prudential Florida Realty
160 S.E. 6th Avenue
Delray Beach, FL 33483

Wanda Gadson
Community Financing Consortium, Inc.
105 South Narcissus Avenue
Suite 302
West Palm Beach, FL 33401

Clay Wideman
His & Hers
400 West Atlantic Avenue
Delray Beach, FL 33444

Section 6.3 Election. Directors shall be elected in accordance with the Bylaws of this Corporation.

ARTICLE VII

Incorporator

The name and address of the incorporator is Eugene Herring, c/o Community Redevelopment Agency, 24 North Swinton Avenue, Delray Beach, Florida 33444.

ARTICLE VIII

Nonstock Basis

This Corporation shall be organized and operated as a not for profit corporation, on a nonstock basis.

ARTICLE IX

Prohibited Activities

Section 9.1. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that this 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 in Article III hereof.

Section 9.2. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This Corporation shall not participate in, or intervene in (including by the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 9.3. Notwithstanding any other provision of these

Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or the corresponding provisions of any future United States Internal Revenue Law or (b) an entity or a corporation contributions to which are deductible under Sections 170(c)(1) or (2) of the Code or any other corresponding provisions of any future United State Internal Revenue Law.

ARTICLE X

Dissolution

If the Corporation is dissolved, any residual assets of this Corporation will be distributed for one or more exempt purpose or purposes specified in Section 501(c)(3) of the Code or corresponding sections of any future Internal Revenue Law of the United States, or the Authority, or to the Federal, or the Florida State, or local government for exclusively public purposes. Subject to the foregoing, if the Corporation is dissolved, any residual assets of this Corporation will be distributed to a public corporation whose purpose includes the provision of redevelopment in Delray Beach, Florida, or to an entity qualifying under Sections 170(c)(1) or (2) of the Code.

ARTICLE XI

Indemnification

Every Director and every officer of the Corporation shall be indemnified by this Corporation to the full extent permitted by law

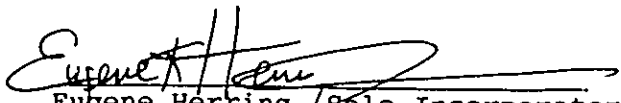
against all expenses and liabilities, including attorney's fees in trial and appellate proceedings or any settlement thereof, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of this Corporation, whether or not he is a Director or officer at the time such expenses are incurred, unless the liability of the Director or officer in question is adjudged by decision of a court of competent jurisdiction to result from the gross negligence or willful misconduct of such officer or Director in the performance of his duties; provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of this Corporation. The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said Director or officer may be entitled.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in accordance with the Florida Not For Profit Corporation Act, as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 25th day of JANUARY, 1996.


Eugene Herring, 1861e Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25th
day of JANUARY, 1996, before me, by Eugene Herring, who is
personally known to me ~~or who has produced~~ _____
as identification, and who did not take an oath.

Diane G. Hervey
DIANE G. HERVEY

Print Name:

Notary Public

Commission No.: CC 332506

(SEAL)



DIANE G. HERVEY
COMMISSION # CC 332506
EXPIRES NOV 28, 1997
Atlantic Bonding Co., Inc.
800-732-2245

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

FILED
96 MAR -7 PM 1:06

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING STATE
IS SUBMITTED. TALLAHASSEE, FLORIDA

FIRST--THAT THE WEST ATLANTIC REDEVELOPMENT COALITION, INC.
WITH ITS PRINCIPAL PLACE OF BUSINESS AT 24 North Swinton Avenue,
Delray Beach, Florida 33444,
HAS NAMED EUGENE HERRING
LOCATED AT 24 North Swinton Avenue, Delray Beach, Florida 33444
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: Eugene Herring

TITLE: Sole Incorporator

DATE: 1/25/96

Having been named to accept service of process for the above
stated Corporation, at the place designated in this certificate, 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.

SIGNATURE: Eugene Herring
Registered Agent

DATE: 1/25/96