

N960000 2125
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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04/16/96--01112--019
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SUBJECT: NORTHWOOD PRESERVE ASSOCIATION, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FILED
66 APR 16 AM 9:32
TALLAHASSEE, FLORIDA

FROM: VIRGINIA Linos
Name (Printed or typed)

410 52nd Street
Address

West Palm Beach, Florida 33407
City, State & Zip

(407) 845-1013
Daytime Telephone number

096A 18431

F. CHESSEA APR 19 1996

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
THE NORTHWOOD PRESERVE ASSOCIATION, INC.
(A Corporation Not-For-Profit)

The undersigned hereby adopts these articles of incorporation pursuant to Chapter 617 of the Florida Statutes.

ARTICLE I

Name and Address

The name of the Corporation shall be Northwood Preserve Association, Inc. The address of its principle office and mailing address is 410 52nd. Street, West Palm Beach, FL 33407.

ARTICLE II

Duration

The Corporation shall have perpetual existence.

ARTICLE III

Purpose Clause

The purposes for which this Corporation is organized are:

A. Within the meaning of Statute 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), and notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, contributions to which are deductible for Federal Income, Gift, Estate and Generation-Skipping tax purposes.

B. The Corporation's purposes shall include, but not be limited to, education, and generating economic and community support for the Northwood Community, primarily in the area(s) defined as within the specific interest(s) of the Northwood Preserve Association, Inc. and its membership.

C. This Corporation is a nonprofit Corporation organized pursuant to the Florida Not-For-Profit Corporation Act, and is created, organized, and shall be operated exclusively to promote education, enhancement, improvement, safety, goodwill, neighborliness, co-operation between Northwood Preserve Association Members and the community at large, and to acquaint the Municipal Government of West Palm Beach of problems within the Association's area of interest(s), and seek prompt response and remedial relief as may be necessary and available.

ARTICLE IV
RESTRICTIONS

A. This Corporation does not contemplate pecuniary gain or profit to its members, directors or officers and no part of any net earnings of the Corporation shall inure to the benefit of any member, director, officer or other individual; however, nothing herein shall prohibit the corporation from paying its officers and directors reasonable compensation for services rendered to or for the Corporation nor from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to or for the Corporation.

B. The Board of Directors shall at all times endeavor to operate and conduct the affairs of the Corporation so that each contribution to it shall qualify and be allowable to the donor thereof as a charitable deduction for Federal, Income, Estate and Gift, and Generation-Skipping tax purposes under applicable law.

C. All of the property of this corporation is and shall be irrevocably dedicated to serving the purposes outlined in Article III, and as modified and/or added to as may be necessary, and in the event of a dissolution of this Corporation, the assets shall be distributed to one or more organizations which are organized and exist exclusively to serve the residents of the Northwood Community and that qualify for exemption from Federal Income Tax under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the United States of America, the State of Florida, the County of Palm Beach or other local government. In no event shall the assets of the property of the Corporation, or the proceeds of any of such assets or property, upon dissolution, go or be distributed to members (unless they or it qualifies under provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986, (as amended), either for reimbursement of any sums subscribed, donated, or contributed by such members, or for any other purpose.

ARTICLE V
Capital Stock

The Corporation shall have no capital stock.

ARTICLE VI

Members

The Corporation shall have members, unless the By-Laws shall provide that the Corporation shall have no members. Qualification, voting and other rights of such members and the manner of their election or appointment shall be set forth in the by-laws. If the By-Laws provide that the Corporation shall not have members, the Board of Directors shall have all the powers that the members would otherwise have, including, but not limited to, the power to elect directors and the power to amend these articles of incorporation.

ARTICLE VII

Liability

None of the members, directors or officers of this Corporation shall be personally liable for its debts, liabilities or obligations.

ARTICLE VIII

Initial Board of Directors

The Corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than three (3). The names and addresses of the initial directors of this corporation are:

Virginia Lines, 410 52nd. Street, West Palm Beach, FL 33407

Dr. Milo Vannucci, 421 51st. Street, West Palm Beach, FL 33407

Joan Van Poznak, 5200 Poinsettia Ave., Apt. 1203
West Palm Beach, FL 33407

Frederick Van Poznak, MD, 5200 Poinsettia Ave., Apt. 1203
West Palm Beach, FL 33407

ARTICLE IX

Officers and Directors

The officers of the Corporation shall occupy those positions designated in the By-Laws, and the officers and directors shall be elected and shall govern in accordance with the provisions of the By-Laws.

ARTICLE X

Indemnification

This Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporations Act and the Florida General Corporation Act from and against any and all expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by such acts, including advancement of expenses prior to the final disposition of such proceedings and the amounts paid in settlement of such proceedings. and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members (if any) or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XI

Incorporator

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Virginia Lines	410 52nd. Street, West Palm Beach, FL 33407

ARTICLE XII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 410 52nd, Street, West Palm Beach, FL 33407, and the name of the initial registered agent of this Corporation at the address is:

Virginia Lines

IN WITNESS WHEREOF, for the purpose of forming this nonprofit Corporation under the laws of the State of Florida, I have executed these articles of incorporation, this 11th day of April, 1996.

Virginia m Lines

Virginia Lines

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Before me, the undersigned Notary Public in and for said County and State, personally appeared Virginia Lines known to me to be the person whose name is subscribed to the within instrument and acknowledged that she executed same.

IN WITNESS WHEREOF, I have set my hand and seal this 11th day of April, 1996.

OFFICIAL NOTARY SEAL
LAURA K ROSENCRANS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC355447
MY COMMISSION EXPI. MAR. 14, 1998

Laura K Rosenkrans (SEAL)
Notary Public in and for said
County and State

Acceptance of Registered Agent

Having been named to accept service of process for the above named Corporation at the place designated in these articles of incorporation, I hereby agree to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping and said office open for service of process.

Date: April 11, 1996

Virginia M. Fine
Virginia Lines, Registered Agent

Northwood Preserve Association, Inc.
410 52nd. Street
West Palm Beach, FL 33407

April 15, 1996

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Registration of Corporation
Application for 501(C)(3) Status

To Whom It May Concern;

Enclosed, please find the following:

- 1-Transmittal Letter and Check number 1 for \$78.75
- 2-Certificate of Designation of Registered Agent/Registered Office
- 3-Original Articles of Incorporation of the Northwood Preserve Association, Inc.
- 4-Copy of original Articles of Incorporation of the Northwood Preserve Association, Inc.

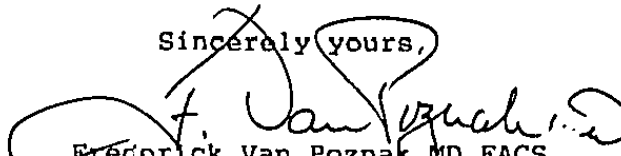
The Incorporators and Initial Directors of this newly formed community organization hope the above documents meet the requirements for registration and expeditious approval of Not-For-Profit, 501(C)(3) tax exempt status.

If additional documentation is required, or the above documents are not properly completed, your further advice will be most welcome at your earliest convenience.

Please respond to Ms. Virginia Lines, Resident Agent, at the above address.

Thank you for your kind attention to the above, and hoping early affirmative action will be taken on the Northwood Preserve Association, Inc.'s applications, I remain, with best wishes on behalf of the Association

Sincerely yours,



Frederick Van Poznak, MD, FACS
Incorporator and Initial Director

Copy: Virginia Lines, Pres.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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:

NORTHWOOD PRESERVE ASSOCIATION, INC
(must include suffix)

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

Virginia Liles
(NAME)

410 52nd. Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

West Palm Beach, Florida 33407
(CITY/STATE/ZIP)

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.

Joyner M. Jones
(SIGNATURE)

April 15, 1986
(DATE)

FILED
26 APR 16 AM 9:32
STATE OF FLORIDA
TALLAHASSEE, FLORIDA