

N96000004264

Louise Toureau
744 - 44th St.
W. Palm Beach
Florida 33407

July 25, 1996

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

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Dear Sirs:

Please find enclosed for filing the original and one copy of the Articles of Incorporation of Pinewood Nieghborhood Association of Northwood, Inc. Also enclosed is our corporate check in the amount of \$78.75 to cover the necessary filing fees.

If you should have any questions in regard to the above matter, please do not hesitate to contact this office at (561) 844-6225. Thank you.

Sincerely,



Louise Toureau

Enclosures

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STATE OF FLORIDA

ARTICLES OF INCORPORATION
OF
Pinewood Neighborhood Association of Northwood, Inc.
a Florida Not For Profit Corporation

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is Pinewood Neighborhood Association of Northwood, Inc., a Florida Non-Profit Corporation.

Article II

The corporation shall have perpetual duration.

Article III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) To promote the cultural and economic life of the Pinewood Neighborhood, and to educate the general community in the historic value of the Pinewood Neighborhood.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article IV

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

Article V

The street address of the principal office of the corporation is 744 44th Street, West Palm Beach, FL 33407. The initial registered office of the corporation is 744 44th Street, City of West Palm Beach, County of Palm Beach, State of Florida. The name of its initial registered agent at such address is Louise Toureau.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be five; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on Wednesday, August 28, 1996, at 7 o'clock p.m., at 744 44th Street, City of West Palm Beach, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year until the next annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 4 o'clock p.m., on the fourth Wednesday in August of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Name	Residential Address
Louise Toureau	744 44th Street West Palm Beach, FL
Sigrid Gunderson	712 37th Street West Palm Beach, FL
Teddy Beckett	617 37th Street West Palm Beach, FL
Joanne Cline	641 44th Street West Palm Beach, FL

Article VII

The name and address of each incorporator are:

Name	Address
Louise Toureau	744 44th Street West Palm Beach, FL 33407

Article VIII

The board of directors shall elect the following officers and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Name	Address	Office
Louise Toureau	744 44th Street West Palm Beach, FL 33407	President

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

Article X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.


Article XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed 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 Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII.

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on the 8th day of August, 1996.



Louise Toureau

ACKNOWLEDGEMENTS

STATE OF FLORIDA

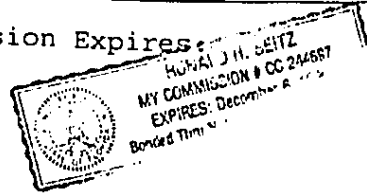
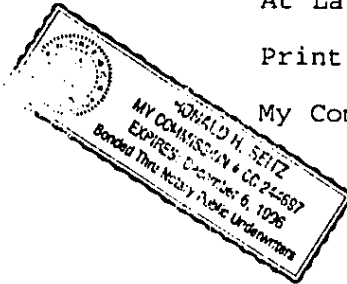
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 8th day of August, 1996 by Louise Toureau, who is personally known to me or who has produced a Florida Driver License as identification and who did/did not take an oath.


NOTARY PUBLIC, State of Florida
At Large

Print Name: RONALD H. SEITZ

My Commission Expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

SC 8112 11:55

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 Pinewood Neighborhood Association of Northwood, Inc.
2. The name and address of the registered agent and office is:

Louise Toureau
744 44th Street
West Palm Beach, FL 33407

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.

Louise Toureau
Louise Toureau

Aug 8th, 1996
Date