# Confrérie de la Chaine des Rôtisseurs

INTERNATIONAL SOCIETY OF CHSTRONOMES. CREATED IN KINGTOLIS IN IN 1248

# BAILLIAGE de WEST PALM BEACH

2655 No. Ocean Drive, Ste. 300, Singer Island, FL 33404 561-844-4070 561-844-5498 fax

> Richard La Greca Bailti

Division of Corporations New Filings Section P. O. Rox 6327 Tallahassee, Florida 32314

August 28, 1996

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Dear Sirs;

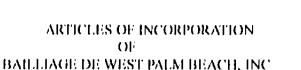
Enclosed please find the Articles of Incorporation for Bailliage de West Palm Beach, Inc.

Also, enclosed please find our check for 122.50 covering the various fees.

Sincerely,

Richard LaGreca

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We the undersigned hereby associate ourselves for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statues, and hereby adopt the following Articles of Incorporation for such purpose

OF

### ARTICLE I NAME

The name of the corporation shall be: Bailliage de West Palm Beach, Inc.

#### ARTICLE 11 PURPOSE

The Corporation is a mutual benefit corporation organized for the following purposes:

- (1) To promote, foster and encourage the culinary arts and particularly the techniques of cooking by spit, rotisserie, barbeque, broiling, and grilling;
- (2) To collect and disseminate information with respect to the preparation and serving of foods and the enjoyment, tasting and understanding of wines.
- (3) To encourage educational institutions to teach all phases of the culinary arts; and
- (4) all other purposes for which nonprofit corporations may be organized under the laws of this State.

#### ARTICLE 111. MEMBERS

The corporation will have members. The qualifications of membership and rights and obligations of the members are set forth in the bylaws.

#### ARTICLE 1V. INCORPORATORS

The names and residence addresses of the incorporators of these articles are:

Richard La Greca, 585 Masters Way, Palm Beach Gardens, Fl. 33418 Jay Sharbaugh, 109 Coventry Place, Palm Beach Gardens, Fl. 33418 Garth Russell, 99 Woodmuir, Palm Beach Gardens, Fl. 33418

# ARTICLE V. DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors The Directors shall be elected as provided in the bylaws of the corporation

# ARTICLE VI. PRINCIPLE OFFICE

The principle office of the corporation shall be 585 Masters Way, Palm Beach Gardens, Florida, and this shall also be the mailing address of the corporation

# ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each person who, at any time, is or has been a Director, Officer, or employee of the Corporation, and is made a party to any pending action, suit or proceeding, or any appeal in connection therewith whether civil, criminal, administrative or investigative, by reason of the fact that he or she is, or was, a Director, Officer, or employee of the corporation, or served at the request of the corporation as a Director, Officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless against expenses (including, but not limited to, attorney's fees), judgement, costs, fines and amounts paid in settlement, actually and reasonable incurred by him or her in connection with any such suit, action, proceeding or apeal therefrom to the full extent permitted by law. The foregoing right of idemnification shall not be deemed exclusive of any rights of indemnification to which any Director, Officer, or employee may be entitled under law or under bylaws, agreements, vote of directors or members, or otherwise. The foregoing indemnity shall survive the death of any person covered thereby and shall be enforceable by his or her successors, assigns, heirs and legal representatives.

#### ARTICLE VIII POWERS

This corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes as the same now exist or as they may be hereafter amended provided, however, that this corporation, inexcercising any one or more of such powers shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501 (c) (7) of the Internal Revenue Code or the corresponding section of any subsequent United States Revenue Laws.

# ARTICLE IX. NON-PROFIT STATUS

No part of the earning of the corporation shall inure to the benefit of any individual or member. The corporation shall not take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind carried on for profit.

# ARTICLE X. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed in any manner permitted by law which is not inconsistent with the corporation's tax exempt status under Section 501 (c)(7), and none of the assets will be distributed to a member, officer or trustee of this corporation

# ARTICLE XI REGISTERED AGENT

The initial registered office shall be at 585 Masters Way, Palm Beach Gardens, Fl. 33418, and the initial Registered Agent at that address shall be Richard LaGreen.

INWITNESS WHEREOF, we the undersigned and incorporators, have hereunto set our hands and seals, this  $\frac{96\%}{}$  day of  $\frac{deg_{post}}{}$ , 1996, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Richard La Green

Jay Sharbaugh

Garth Russell

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

IN COMPLIANCE WITH SECTION 48 091, AND SECTION 617 0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED

THAT, BAILLIAGE DE WEST PALM BEACH, INC desiring to organize or qualify under the laws of the State of Florida, with its principle place of business located at 585 Masters Way, Palm Beach Gardens, Fl. 33418, has named Richard LaGreen, located at 585 Masters Way, Palm Beach Gardens, Fl. 33418, as its agent to accept service of process within Florida.

Dated August 26-6, 1996.

Richard La Greca, Incorporator

Jay Sharbaugh, Incorporator

Garth Russell, Incorporator

Having been named to accept service process for the above stated corporation, at the place designated in this Certificate, Richard LaGreca hereby agrees to comply with the provisions of all statues relative to the proper and complete performance of its duties.

Dated: August <u>26</u>, 1996

Richard La/Greca/

# N96 OF CONTROL OF FLORIDA 18 39

Section 215.26. Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filled with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be harred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Name: Baillage De What Palm Beach, Inc. EIN or SS#: Address: Palm Beach Gardens, F1 33418 Amount: 161-25 Date Paid Reason for claim: Ourlicate Filine - N96000004639 8/1/91 Certified true and correct this 7th day of Angust , 19 97 . \* Must be completed if authority is other than Section 215.26, Florida Statutes. For Agency Use Only Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ 61-25 The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. 98063 009 dated 07-30-97 Name of Account 452021300014530000000000010000 Statutory Authority for Collection 6 19 It is requested that payment be made from the following account: NAME OF ACCOUNT: 45202130001453000000022002000 Certified irue and correct this day of

Department of State, Division of Corporations (Agency)

(Agency)

(Authorized Signature and Title)