

N 96000005016

LAW OFFICES  
**CALDWELL & PACETTI**  
SUITE 300  
324 ROYAL PALM WAY  
PALM BEACH, FLORIDA 33480-4889  
TELEPHONE (888) 888-0820  
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HAILEY P. CALDWELL, JR.  
KENNETH W. EDWARDS  
CHARLES F. SCHOECH  
MARY M. VIATCH  
BETSY R. BURDEN  
WILLIAM E. CORLEY, III  
NICOLE J. MONSIEUX  
JOHN A. WEIG

RETIRED  
ARTHUR E. BARROW  
MADISON P. PACETTI  
1914 - 1994  
PLEASE REPLY TO  
POST OFFICE BOX 2778  
PALM BEACH, FL 33480-2778

September 25, 1996

via Federal Express: 1272235591

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399  
Attn: Incorporation Documents

100001957951  
-09/25/96--01059--004  
\*\*\*\*122.50 \*\*\*\*122.50


Re: Filing of Not-for-Profit Florida Corporation

Dear Sir:

Enclosed please find one original of the Article of Incorporation of The Town of Highland Beach Municipal Building Authority, Inc. Please file the Article so as to instate this as a Florida Not-for-Profit corporation and return to us a **certified copy of the Articles of Incorporation.**

If you require further information or documentation, we would appreciate your calling us, collect if necessary, or sending your request back to us in the enclosed Federal Express envelope. Please expedite the filing of these Articles and return the **certified Articles** to us in the enclosed Federal Express package.

Sincerely,



Elizabeth M. Casto  
Legal Assistant to  
Charles F. Schoech

/emc

Enclosure: Original of Article of Incorporation  
Payment of \$122.50

UACFSHIGHBWI.DG-AUSOS-ART.LTR

FILED  
96 SEP 26 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER SEP 27 1996

**ARTICLES OF INCORPORATION  
OF  
THE TOWN OF HIGHLAND BEACH  
MUNICIPAL BUILDING AUTHORITY, INC.**

**FILED**  
96 SEP 26 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves to form a not for profit corporation under the Florida Not For Profit Corporation Act, and for these purposes they adopt the following Articles of Incorporation.

**ARTICLE I**

**Name**

Section 1.01 The name of the Corporation shall be The Town of Highland Beach Municipal Building Authority, Inc. (hereinafter the "Corporation"). The principal office and place of business of the Corporation shall be 3614 South Ocean Boulevard, Highland Beach, Palm Beach County, Florida.

**ARTICLE II**

**Duration**

Section 2.01 The duration of the Corporation shall be perpetual.

**ARTICLE III**

**Purposes**

Section 3.01 The purposes of the Corporation shall be as follows:

- (a) to acquire and/or construct buildings, equipment, fixtures or other facilities, including the acquisition or lease of land in connection therewith, to be used by the Town of Highland Beach, Florida, for any of its public purposes, and to lease or sell such land, buildings, equipment, fixtures or other facilities to the Town of Highland Beach on a not for profit basis for the community and civic good; and
- (b) to finance the acquisition and/or construction of such land, buildings,

equipment, fixtures or other facilities through the issuance of its bonds, notes or other obligations, payable from the revenues received by the Corporation from the lease or sale of such land, buildings, equipment, fixtures or other facilities to the Town of Highland Beach, Florida, or from any other source lawfully available therefore, and to further secure the payment of such bonds, notes or other obligations in such manner as may be determined by the Corporation upon concurrence with such action by the Town Commission of the Town of Highland Beach, Florida.

Section 3.02 The Corporation is irrevocably dedicated to, and operated exclusively for, not-for-profit purposes, and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual; provided, however, that this shall not prevent reimbursement of expenses of Directors incurred solely in the conduct of the affairs or business of the Corporation.

#### **ARTICLE IV**

##### **Subscribers**

Section 4.01 The names and addresses of the subscribers to these Articles are as follows:

<i>Name</i>	<i>Address</i>
Arlin Voress	3614 South Ocean Boulevard, Highland Beach, Florida
John F. Rand	3614 South Ocean Boulevard, Highland Beach, Florida
Arthur Eypel	3614 South Ocean Boulevard, Highland Beach, Florida
David Augenstein	3614 South Ocean Boulevard, Highland Beach, Florida
Thomas J. Reid	3614 South Ocean Boulevard, Highland Beach, Florida

#### **ARTICLE V**

##### **Directors**

Section 5.01 - General Powers The affairs of the Corporation shall be managed by its Board of Directors.

Section 5.02 - Number, Tenure and Qualifications The number of members of the Board of Directors (hereinafter called the "Directors") shall be five. The first Board of Directors shall consist of the initial Board of Directors named herein. Each director of the first Board of Directors and each subsequent director shall hold office until his successor has been elected and/or appointed

and qualified. Directors must be residents of the Town of Highland Beach, Florida and shall be members of the Town Commission of the Town of Highland Beach, Florida except where a Member of the Town Commission refuses to serve as a Director. In that event a Director vacancy can be filled temporarily with the appointment of a resident of the Town of Highland Beach, Florida, until such time as a willing Town Commissioner is elected and/or appointed and available to serve. All Directors must be approved by the Town Commission of the Town of Highland Beach Florida. Directors shall not receive any compensation for services as Directors and shall not serve as paid employees of the Corporation; provided, however, that this shall not prevent reimbursement of expenses of Directors incurred solely in the conduct of the affairs or business of the Corporation.

Section 5.03 - Election of Directors Directors shall be elected to fill a vacancy on the Board, caused by the removal of a Director due to the Director's no longer being a Member of the Town Commission of the Town of Highland Beach, Florida, or by the death, or resignation of a Director, by an affirmative vote of the Town Commission of the Town of Highland Beach, Florida.

Section 5.04 The names and addresses of the Directors constituting the initial Board of the Corporation who shall service until selection of their successors are:

<i>Name</i>	<i>Address</i>
Arlin Voress	3614 South Ocean Boulevard, Highland Beach, Florida
John F. Rand	3614 South Ocean Boulevard, Highland Beach, Florida
Arthur Eypel	3614 South Ocean Boulevard, Highland Beach, Florida
David Augenstein	3614 South Ocean Boulevard, Highland Beach, Florida
Thomas J. Reid	3614 South Ocean Boulevard, Highland Beach, Florida

## ARTICLE VI

### Officers

Section 6.01 The names of the officers who are to manage the affairs of the Corporation until the first election are:

(a)	Arlin Voress	Chairman
(b)	John F. Rand	Vice Chairman
(c)	Mary Ann Mariano	Secretary/Treasurer

## **ARTICLE VII**

### **Members**

Section 7.01 The Corporation shall have no members.

## **ARTICLE VIII**

### **Bylaws**

Section 8.01 The Bylaws of the Corporation shall be made, altered or rescinded by a majority of the Board with not less than three affirmative votes at a meeting duly called in accordance with the Bylaws and shall be effective upon concurrence with such action by the Town Commission of the Town of Highland Beach, Florida.

## **ARTICLE IX**

### **Articles Of Incorporation**

Section 9.01 Amendments to the Articles of Incorporation shall be proposed and adopted by a majority of the Board with not less than three affirmative votes at a meeting duly called in accordance with the Bylaws and shall be effective upon concurrence with such action by the Town Commission of the Town of Highland Beach, Florida.

## **ARTICLE X**

### **Powers**

Section 10.01 The Corporation, in order to carry out its purposes, shall have, except as otherwise limited by these Articles of Incorporation or the Bylaws of the Corporation as they may each be amended from time to time, all the powers now or hereafter granted to it by the laws of the State of Florida.

## **ARTICLE XI**

### **Obligations of the Corporation**

Section 11.01 The Corporation shall not issue any bonds, notes or other obligations to provide for the acquisition and/or construction of land, buildings, equipment, fixtures or other

facilities for the public purposes of the Town of Highland Beach, Florida, unless the Corporation and each particular issue of bonds, notes or other obligations and the terms thereof have been approved by the Town Commission of the Town of Highland Beach, Florida.

Section 11.02 Upon retirement of the bonds, notes or other obligations of the Corporation issued to finance the cost of the acquisition and/or construction of any land, buildings, equipment, fixtures or other facilities for the public purposes of the Town of Highland Beach, Florida, said Town shall obtain full legal title to such land, buildings, equipment, fixtures or other facilities on behalf of said Town.

## **ARTICLE XII**

### **Miscellaneous**

Section 12.01 The Corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, trustees or officers, and the private property of the subscribers, members, trustees and officers shall not be liable for the debts of the Corporation; provided, however, that this shall not prevent reimbursement of expenses of Directors incurred solely in the conduct of the affairs or business of the Corporation.

## **ARTICLE XIII**

### **Dissolution**

Section 13.01 Upon dissolution of the Corporation, all of the assets of the Corporation remaining after payment of all of its obligations, shall be transferred to the Town of Highland Beach, Florida, for the benefit of the inhabitants of said Town.

## **ARTICLE XIV**

### **Designation of Resident Agent and Corporation Office**

Section 14.01 The Corporation hereby designates HRAWG Corp., whose mailing address is 2000 Glades Road, Suite 400, Boca Raton, Florida 33431, as its Resident Agent and also designates the Town Hall, Town of Highland Beach, 3614 South Ocean Boulevard, Highland Beach, Florida, 33487 as its Corporation Office pursuant to Section 617.023, Florida Statutes.

FILED

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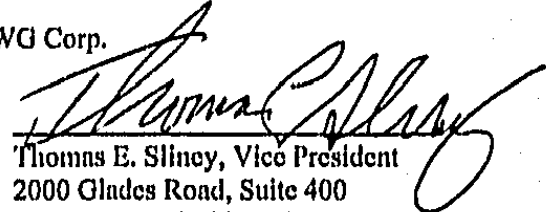
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE


The undersigned hereby accepts appointment as Resident Agent for the aforementioned Corporation.

HRAWG Corp.

By:

  
Thomas E. Sliney, Vice President  
2000 Glades Road, Suite 400  
Boca Raton, Florida 33431

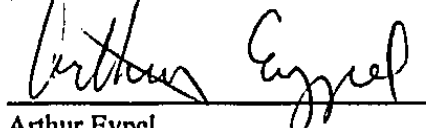
IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 17th day of September 1996.

  
Arlin Voress

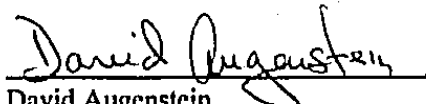
[SEAL]

  
John F. Rapd

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Arthur Eypel

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David Augenstein

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Thomas J. Reid

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