

N 97000006384

BAUGHER, METTLER AND SHELTON

LAWYERS

340 ROYAL POINCIANA PLAZA

P.O. BOX 109

PALM BEACH, FLORIDA 33480

TELEPHONE (561) 833-9631

FAX (561) 655-2835

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. F. BAUGHER (1903-1982)

THOMAS M. METTLER

JOHN W. SHELTON

FRANCIS X. J. LYNCH

November 7, 1997

FEDERAL EXPRESS

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: First Priority Palm Beach County, Inc.

To Whom It May Concern:

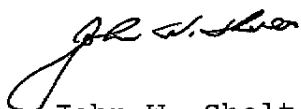
With regard to the above, enclosed please find the following:

1. duplicate originals of the Articles of Incorporation for First Priority Palm Beach County, Inc.,
2. this firm's check in the amount of \$122.50, representing the filing fee
- and 3. a return self-addressed Federal Express mailer

Once the Articles of Incorporation have been filed, please return a copy of same to me in the enclosed Federal Express mailer.

Thank you for your assistance in this matter. Should you have any questions or comments in this regard, please feel free to contact me.

Sincerely,



John W. Shelton

JWS/kh
Enclosures

P. Hall
NOV 13 1997

ARTICLES OF INCORPORATION

FILED

OF

97 NOV 10 AM 10:55

FIRST PRIORITY PALM BEACH COUNTY, INC.
A Florida Not-For-Profit Corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the Corporation is FIRST PRIORITY PALM BEACH COUNTY, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 340 Royal Poinciana Plaza, Palm Beach, Florida 33480. The mailing address of the Corporation is 340 Royal Poinciana Plaza, Palm Beach, Florida 33480.

ARTICLE THREE

PURPOSE

- A. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

- B. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any 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 or the corresponding provision of any future United States Internal Revenue law.
- C. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding Section of any future federal tax codes or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

ARTICLE FOUR

DIRECTORS

The number and method of election of the directors of the Corporation is set forth in the By-Laws.

ARTICLE FIVE

MEMBERS

The Corporation will have members. The By-Laws of the Corporation contain provisions relating to qualifications for membership, the rights of members and other such matters.

ARTICLE SIX

INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent for the Corporation is John W. Shelton, 340 Royal Poinciana Plaza, Palm Beach, Florida 33480.


ARTICLE SEVEN

INCORPORATOR

The name and street address of the incorporator is as follows:

John W. Shelton
340 Royal Poinciana Plaza
Palm Beach, Florida 33480

The undersigned has executed these Articles of Incorporation this 7th day of November, 1997.



JOHN W. SHELTON

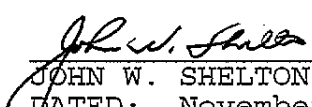
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

Pursuant to the provisions of Section 617.0501 of the Florida
Not-For-Profit Corporation Act, the undersigned
organized under the laws of the State of Florida, submits the
following statement in designating its registered office and
registered agent, in the State of Florida.

1. The name of the Corporation is FIRST PRIORITY
PALM BEACH COUNTY, INC.
2. The name and address of the registered agent and
office of the Corporation is:

John W. Shelton
340 Royal Poinciana Plaza
Palm Beach, FL 33480



JOHN W. SHELTON, President
DATED: November 7, 1997

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.



JOHN W. SHELTON
DATED: November 7, 1997