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ACCOUNT NO. : 072100000032

REFERENCE : 722540 7057A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 27, 1998

ORDER TIME : 9:59 AM

ORDER NO. : 722540-005

CUSTOMER NO: 7057A

CUSTOMER: Ms. Michelle Kay  
LEVY KNEEN MARIANA CURTIN  
WIENER KORNFELD & DEL RUSSO  
Suite 1000  
1400 Centrepark Boulevard  
West Palm Beach, FL 33401

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DOMESTIC FILING

NAME: THE ASSOCIATION FOR  
NEIGHBORHOOD PRESERVATION,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED  
98 FEB 27 AM 11:46  
DIVISION OF CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 27 PM 1:34

2/27/98

EFFECTIVE DATE  
2/26/98  
ARTICLES OF INCORPORATION  
OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 27 PM 1:35

THE ASSOCIATION FOR NEIGHBORHOOD PRESERVATION, INC.

(A Corporation Not-for-Profit)

The undersigned hereby executes these Articles of Incorporation for the purpose of becoming incorporated under chapter 617, Revised Florida Statutes, as a corporation not-for-profit, and certifies as follows:

ARTICLE I

Name

The name of the Corporation shall be THE ASSOCIATION FOR NEIGHBORHOOD PRESERVATION, INC.

ARTICLE II

Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purpose

The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- 3.1 To provide for and enhance the security, living conditions and sense of community well being among the residents and businesses who are located within or are immediately adjacent to the neighborhood defined in the By-Laws of the Corporation.
- 3.2 To promote the general health, safety, and welfare of the members of the Corporation and the citizens of Palm Beach County, Florida.
- 3.3 Such other purposes as the Board of Directors and the membership of the Corporation shall from time to time determine.

## ARTICLE IV

### Powers

The Corporation is empowered:

- 4.1 To buy, own, sell, assign, mortgage or lease any personal property or real property, and to construct, maintain and operate improvements thereon necessary or incident to the purposes of the Corporation.
- 4.2 To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.
- 4.3 To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.
- 4.4 To do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to corporations not-for-profit, as those laws now exist or as they may hereafter provide.
- 4.5 In the event of the dissolution of the Corporation or the winding up of its affairs, or the liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for non-profit whose purposes are similar to those of the Corporation.
- 4.6 No substantial part of the activities of the Corporation shall consist of in any manner or to any extent participating in or intervening in (including the publishing or distributing of statement) any political campaign directly on behalf of any candidate for public office. The Corporation shall be permitted to support political candidates who it determines are appropriate to further its stated purpose as set forth in Article III above.

## ARTICLE V

### Capital Stock

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

## ARTICLE VI

### Principal Office

The address of the principal office of this Corporation is 1649 North Military Trail, West Palm Beach, Florida 33417, and the mailing address of the Corporation shall be the same.

## ARTICLE VII

### Qualifications of Memberships

Membership in the Corporation shall be open to all residents of Palm Beach County, Florida. Rules of admission, retention, suspension and expulsion of members shall be provided for in the By-Laws of this Corporation.

## ARTICLE VIII

### Liability For Debts

Neither the members nor the officers or directors of the Corporation shall be liable for the debts or obligations of the Corporation.

## ARTICLE IX

### Board of Directors

The number of directors constituting the initial Board of Directors is five (5). The number of directors may be increased from time to time to a maximum of seven (7) by a majority vote of the Board of Directors. The names and addresses, including street and number, of the persons who are to serve as the initial directors until their successors are elected and qualify as provided in the By-Laws, are:

<u>Name</u>	<u>Address</u>
David Spring, Chairman	4701 Cherry Road West Palm Beach, Florida 33417
John Powell, Vice-Chairman	4886 Vilma Lane West Palm Beach, Florida 33417
Denise Heberer, Secretary	1451 North Military Trail West Palm Beach, Florida 33417
Betty Chickey, Treasurer	4614 Cherry Road West Palm Beach, Florida 33417
Adele Abbott	1649 North Military Trail West Palm Beach, Florida 33417

## ARTICLE X

### Officers

The officers of the Corporation, as provided in the By-Laws of the Corporation, shall be elected by the directors of the Corporation in the manner therein set out and shall serve until their successors are elected and have qualified. The directors shall elect the officers of the Corporation at the annual meeting, for a term of one (1) year.

## ARTICLE XI

### By-Laws

The original By-Laws of the Corporation shall be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or the Florida Not For Profit Corporation Act. Thereafter, the By-Laws may be amended, altered or rescinded at a regular or special meeting of the directors by a vote of the majority of the entire Board of Directors. A written copy of the proposed amendment shall be provided to each director with the written notice of such meeting.

## ARTICLE XII

### Incorporators

The name and address of the incorporator is Adele Abbott, whose address is 1649 North Military Trail, West Palm Beach, Florida 33417.

## ARTICLE XIII

### Indemnification

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as director or officer from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct.

## ARTICLE XIV

### Initial Registered Office and Agent

The registered office for the Corporation and the registered agent for the Corporation at that address are the following: Adele Abbott, 1649 North Military Trail, West Palm Beach, Florida 33417.

ARTICLE XV

Commencement of Corporate Existence

The date of commencement of corporate existence shall be the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26th day of February, 1998.

Adele Abbott  
Adele Abbott

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 27 PM 1:35

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Adele Abbott, known to me to be the person described in the foregoing instrument, who acknowledged before me that she executed the same, that she is \_\_\_\_\_ personally known to me or x has produced Florida Drivers License as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of February, 1998.

Type/Print Notary Name: J. Hayes Dr. Lee  
Judy Hayes  
NOTARY PUBLIC, State of Florida at Large

My Commission Expires: 5/19/99



I hereby accept designation as Registered Agent as set forth in these Articles of Incorporation.

Adele Abbott  
Adele Abbott