

N98000001666



ACCOUNT NO. : 072100000032

REFERENCE : 748988 4329479

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 122.50

ORDER DATE : March 20, 1998

ORDER TIME : 11:0 AM

ORDER NO. : 748988-005

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CUSTOMER NO: 4329479

CUSTOMER: Alexandra Jensen, Legal Asst
BAKER & HOSTETLER

200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

DOMESTIC FILING

NAME: PALM AVENUE NEIGHBORHOOD
ASSOCIATION, 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: Cassandra Bryant

EXAMINER'S INITIALS:

2589 -
W98-6293

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DIVISION OF CORPORATIONS
98 MAR 20 PM 12:27

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PALM AVENUE NEIGHBORHOOD ASSOCIATION, INC.
Ref. Number: W98000006293

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RESUBMIT
Please give original
submission date as file date.

We have received your document for PALM AVENUE NEIGHBORHOOD ASSOCIATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 398A00015186

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ARTICLES OF INCORPORATION

OF

PALM AVENUE NEIGHBORHOOD ASSOCIATION, INC.
(A Corporation Not For Profit)

ARTICLE I

Name

The name of this corporation is Palm Avenue Neighborhood Association, Inc. (the "Corporation").

ARTICLE II

Authority

The Corporation is organized pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes as a not for profit corporation.

ARTICLE III

Purpose

The purpose for which the Corporation is organized is to improve, preserve and protect the existing residential character of that certain area located in Winter Park, Orange County, Florida, commonly known as the "Palm Avenue Neighborhood" (the "Neighborhood") and as geographically described with specificity in the Bylaws of the Corporation, and to promote the health, safety, welfare and security of the Neighborhood, to present a unified effort of the residents of the Neighborhood in protecting the value of the property of the residents of the Neighborhood, and to engage in such other activities as may be to the mutual benefit of the owners of property located in the Neighborhood.

ARTICLE IV

Qualification of Members

The membership of this Corporation shall constitute the person hereinafter named as incorporator and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE V
Incorporators

The principal office address and residence of the incorporator is:

Mark D. Scheinblum
1681 Palm Avenue
Winter Park, Florida 32789

ARTICLE VI
Board of Directors

Section 1. The number of directors of the Corporation shall be three, which number may be increased or decreased from time to time, by the Bylaws, but shall never be less than three.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

ARTICLE VII
Amendments

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE VIII
Registered Office and Agent

The street address of the initial registered office of the corporation in the State of Florida is University of Central Florida, Pegasus Circle, Student Union, Building 52, Room 312, in the City of Orlando, County of Orange, State of Florida. The name of the registered agent at such address is Mark Hall.

ARTICLE IX
Meetings

Section 1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

Section 2. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

ARTICLE X
Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, assets shall be distributed as follows: 100% to the Winter Park Public Library.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this ____ day of March, 1998, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.


Mark D. Scheinblum

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

Before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Mark D. Scheinblum, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the County and State named above this 6th day of March, 1998.


Notary Public
My Commission Expires:



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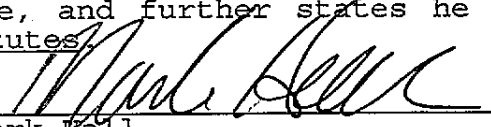
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Palm Avenue Neighborhood Association, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at the University of Central Florida, Pegasus Circle, Student Union, Building 52, Room 312, in the City of Orlando, County of Orange, State of Florida, has named Mark Hall, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes.


Mark Hall

DATED: March 11, 1998