

N98000003277



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 845015 80473A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 4, 1998

ORDER TIME : 9:16 AM

ORDER NO. : 845015-005

CUSTOMER NO: 80473A

CUSTOMER: Ms. Ronda Gluck
BILL T. SMITH, JR., P.A.

Suite 402
980 North Federal Highway
Boca Raton, FL 33432

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -5 AM 10:19

DOMESTIC FILING

NAME: BEAUTIFUL CAMINO REAL, INC.

300002548413--7
-06/05/98--01008--008
****227.50 ****227.50

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ~~NEED 3 CERTIFIED COPIES PLEASE~~
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

2589
W98-12944

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 5, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: BEAUTIFUL CAMINO REAL, INC.
Ref. Number: W98000012944

RESUBMIT
Please give original
submission date as file date.

We have received your document for BEAUTIFUL CAMINO REAL, INC..
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: 198A00031842

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ARTICLES OF INCORPORATION
OF
BEAUTIFUL CAMINO REAL, INC.

I, the undersigned Incorporator to these Articles of Incorporation, natural person competent to contract, do hereby execute these Articles of Incorporation for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is BEAUTIFUL CAMINO REAL, INC. Its principal office shall be at 980 North Federal Highway, Suite 402, Boca Raton, FL 33432, or at such other place as may be designated from time to time, by the Board of Directors.

ARTICLE II

PURPOSES

This corporation is organized for the purposes of:

- (1) To organize and operate exclusively for charitable, educational, scientific and literary purposes and all objectives of the corporation shall be subject thereto and in pursuance thereof;

- (2) To bring to the people of Boca Raton, Florida the health, happiness, satisfaction and other spiritual, psychological and material benefits which derive from preserving the historic sites of the city and an increasingly more attractive community, and, to that end, to strive through education, encouragement, cooperation, organization, persuasion and the expenditure of funds at the disposal of the corporation, but always within the limitations of its charitable, educational, scientific, community, and literary purposes and of all restrictions contained in these Articles, to achieve, enhance and maintain the historic beauty in the community;
- (3) To persuade the Owners and operator of public and private facilities, spaces, structures, manufacturing establishments, and similar enterprises, to undertake appropriate beautification, including, but not limited to the planting of flowers, trees and shrubs, and the installation of street fixtures and art;
- (4) To cooperate, when requested, with all public and private entities, official, and persons in their efforts to preserve and beautify the historic sites of Boca Raton;

- (5) To carry out these purposes, the corporation shall be empowered to acquire, rent, lease, let, hold, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things, subject to the restrictions herein, as are allowed by the laws of the State of Florida with respect to corporations not for profit, as these laws now exists or as there may hereafter provide;
- (6) The corporate purposes shall furthermore be in accordance with the provisions of Florida Statutes Chapter 617 and Section 501(c)(2) of the Internal Revenue Code, as amended;
- (7) To perform any and all acts that are legal under the United States and State of Florida laws;
- (8) Realizing that, although the ideal of a Historically preserved community is an objective which commands universal consent, it is one which cannot be achieved without the widespread cooperation of many individuals acting in concert, to educate the people of the community in the ideal of a Historically preserved community and in the means of attaining that ideal, and thus to encourage them to undertake whatever efforts and expenses are required of them to bring beauty and distinction to these historical sites and districts under there personal and private domain and to cooperate with one another in bringing beauty and historical significance to the Boca Raton Community;

- (9) To do any and all acts necessary to obtain local, city, state and National approval for Historical designations including, but not limited to, planning, mapping, beautifying, linking and decorating, designating Historic sites, monuments and districts;
- (10) To hire experts, surveyors and consultants to assist with all aspects of determining eligibility of historic sites to be placed in a National and State Register of Historic Districts;
- (11) To research historic sites and research, review and prepare architectural documentation of Historic Sites and Districts.

ARTICLE III

MEMBERSHIP

There will be no membership in the corporation.

ARTICLE IV

TERM OF EXISTENCE

The term of existence of this corporation is perpetual.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 980 North Federal Highway, Suite 402, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is Bill T. Smith, Jr.

ARTICLE VI

INCORPORATORS

The name and address of the Incorporator is:

Bill T. Smith, Jr.
980 N. Federal Highway
Suite 402
Boca Raton, FL 33432

ARTICLE VII

DIRECTORS

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as initial directors are:

Bill T. Smith, Jr. 980 North Federal Highway, Suite 402, Boca Raton, Florida 33432

Jamie Snyder PO Box 1525, Boca Raton, Florida 33429

Michael Glennie, 501 E. Camino Real, Boca Raton, FL 33431

The number of original directors of this corporation may be fixed or changed from time to time by amendment of the B-laws of this corporation.

ARTICLE VIII

BY-LAWS

Section 1. The initial By-Laws of the corporation shall be adopted by a majority vote of the Board of Directors.

Section 2. The By-Laws may be made, amended or rescinded by a majority vote of the Board of Directors.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE X

NEGATION OF PECUNIARY GAIN

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends, and no part of its income shall inure to the benefit of any member, director, officer or individual; provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described herein.

ARTICLE XI

Prohibition of certain activities

This corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities, Furthermore, this corporation shall not directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(2) of the Internal Revenue Code of 1986.

ARTICLE XII

DISSOLUTION

Upon dissolution of this corporation in accordance with Florida law, the assets and funds remaining after paying or making provision for the payment of all of the liabilities of this corporation shall be distributed by the Board of Directors to the City of Boca Raton Beautification Fund or the Boca Raton Historical Society in accordance with the requirements for exemption under Section 501 (c)(2) of the Internal Revenue Code of 1986. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Palm Beach County, or any other court having jurisdiction over this corporation in regard to its dissolution exclusively for the purposes of this corporation.

ARTICLE XIII

Indemnification

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

ARTICLE XIV

MEETINGS BY TELECONFERENCE

Any and all meetings of the Directors or Officers may be attended in person or by telephone or other form of electronic conferencing.

ARTICLE XV

INFORMAL DIRECTOR ACTION

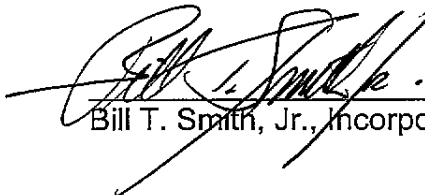
If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings, evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XVI

LIABILITY

None of the members, directors or officers of this corporation shall be personally liable for its debts, liabilities or obligations.

SUBSCRIBED to this 2nd day of June, 1998.

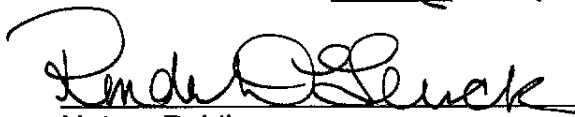


Bill T. Smith, Jr., Incorporator

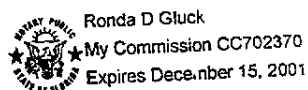
STATE OF FLORIDA
COUNTY OF

I hereby certify that on this day before me, a Notary Public duly authorized to take acknowledgements, personally appeared Bill T. Smith, Jr., to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal this 2nd day of June, 1998.



Notary Public
My Commission Expires:



DESIGNATION OF REGISTERED AGENT

FOR

BEAUTIFUL CAMINO REAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -5 AM 10:20

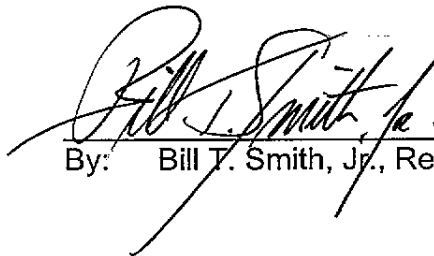
A FLORIDA CORPORATION NOT-FOR-PROFIT

Pursuant to Section 607.0501 or 617.0501, Florida Statutes, the following is submitted:

BEAUTIFUL CAMINO REAL, INC., desiring to organize under the laws of the State of Florida, with its registered offices as indicated in the Articles of Incorporation, has named Bill T. Smith, Jr. 980 North Federal Highway, Suite 402, City of Boca Raton, County of Palm Beach, State of Florida, as its registered agent for service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 617.0501, Florida Statutes.



By: Bill T. Smith, Jr., Registered Agent