

N98000003707

LAW OFFICES OF
WILLIAM H. NEWTON, III
A PROFESSIONAL ASSOCIATION

WILLIAM H. NEWTON, III

June 12, 1998

RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131
TELEPHONE (305) 358-5800
FAX (305) 374-6593
TELEX 441366 CBZ UI

CERTIFIED MAIL

RETURN RECEIPT REQUESTED

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

600002568596--1
-06/22/98--01143--023
****122.50 ****122.50

Re: Grandview Parent's Association, Inc.
(Chapter 617--Florida Not For Profit)

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation of the above Florida Not For Profit corporation.

Please file the Articles and forward me back a certified copy of same at your earliest convenience.

Enclosed is a check in the amount of \$122.50 representing the required filing fee for this purpose.

Please do not hesitate to contact me if you have any questions.

Sincerely,



William H. Newton, III

WHN:dmb
Enclosure

cc: Mr. Roberto La Rocca

FILED
98 JUN 22 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9N6-2498

**Articles of Incorporation
of
Grandview Parent's Association, Inc.**

The undersigned by these Articles forms a corporation not for profit under Chapter 617, Florida Statutes and certifies as follows:

**I.
Name and Principal Address**

The name of the corporation, hereinafter called the "Corporation," shall be Grandview Parent's Association, Inc., and the street address of its principal office is 21218-10 St. Andrews Blvd., #602, Boca Raton, FL 33433.

**II.
Purposes**

A. The purposes for which the Corporation is to be organized are exclusively for educational, charitable, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to the extent consistent with these purposes and to that end: to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the bylaws of the Corporation, or any laws applicable thereto; to enhance the cultural, educational and information environment of the Boca Raton, Florida, community; and to provide enrichment to the community through special programs. This Corporation has a racially nondiscriminatory policy and it does not discriminate on the basis of race, color, or national or ethnic origin.

**III.
Directors and Manner of Election**

A. The affairs, property and business of the Corporation shall be managed and controlled by a Board of

FILED
98 JUN 22 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Directors consisting of the number of Directors determined by the Bylaws, but not less than three Directors, and in the absence of such determination, the Board shall consist of three Directors.

B. Directors of the Corporation shall, at the annual meeting, be elected and hold office in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

IV. Registered Agent

The registered office of the Corporation and its registered agent to accept service of process within the State is Mr. Roberto La Rocca located at 21218-10 St. Andrews Blvd., #602, Boca Raton, FL 33433.

V. Limitations and Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

B. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue

Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**VI.
Term**

This Corporation shall exist perpetually, unless terminated by due process of law.

**VII.
Incorporators**

The name and residence of the incorporator to these Articles of Incorporation is as follows:

Roberto La Rocca	21218-10 St. Andrews Blvd., #602, Boca Raton, Florida 33433
------------------	----------------------------------------------------------------

**VIII.
Bylaws**

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The Bylaws may be altered, amended or repealed at any meeting of members of the Corporation in the manner provided in the Bylaws.

**IX.
Amendment**


The Articles of Incorporation may be amended by a two-thirds vote of the membership of the Corporation at a regular meeting or at a duly called special meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments to the membership of the Corporation.

IN WITNES WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation this 09 day of
JUNE, 1998.



Incorporator, Roberto La Rocca

I hereby accept the duties and responsibilities as
Registered Agent.



Roberto La Rocca

Dated: 06-09-98

FILED
98 JUN 22 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA