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ATTORNEY AT LAW  
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FILED  
98 SEP 14 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N 98000005343

SECRETARY OF STATE  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

RE: C.L.A.S.S. OF PALM BEACH COUNTY, INC.  
Articles of Incorporation

200002638332-1  
-09/14/98-01078-003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Ladies and Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation of C.L.A.S.S. of Palm Beach County, Inc., together with a check in the amount of \$70.00 to cover the following:

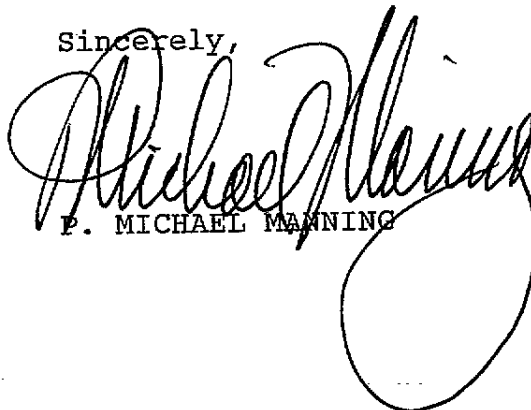
Filing Fee \$70.00

**TOTAL \$70.00**

Also enclosed is the executed Resident Agent Form. Please send me a certified copy of the Articles of Incorporation in the return envelope.

Thank you for all your kind attention and cooperation in this matter.

Sincerely,

  
P. MICHAEL MANNING

PMM/tr

Enclosure

cc: Frances Carter

SD  
9/17

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**C.L.A.S.S. OF PALM BEACH COUNTY, INC.**

The undersigned acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes adopt the following articles of incorporation for such corporation:

**ARTICLE I. - NAME**

The name of this corporation is:

**C.L.A.S.S. OF PALM BEACH COUNTY, INC.**

**ARTICLE II. - PURPOSES**

(1) To operate exclusively for religious, charitable, scientific, or educational purposes, and any other purpose described in Section 501(c)(3) of the Internal Revenue Code of 1986, and as amended from time to time, provided, however, that no part of the corporation's income or principal shall inure to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing and distributing of statements) any political campaign on behalf of any candidate for public office.

(2) No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any member, director, trustee, officer or the corporation, or any affiliated organizations, or any private individual (except that reasonable compensation may be paid for

services rendered to or for the corporation in connection with one or more of its purposes) and no member, trustee, officer of the corporation, or any affiliated organizations, or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation.

(3) No part of the activities of the corporation shall involve carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening (including publishing or distributing of statements) in any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(4) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, distribute all assets of the corporation exclusively to selected community betterment organizations which are described in Section 509(a)(1) or Section 509(a)(2) of the Internal Revenue Code of 1986 and which at the time of dissolution qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), and if there are no such organizations so organized, operated, and qualified at the time of the dissolution of this corporation, then said assets remaining after paying or making provisions for the payment of liabilities of the corporation shall be distributed exclusively for the purposes of the

corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), and as the Board of Directors shall determine.

### **ARTICLE III. - POWERS**

Subject to the express limitation that the corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or (b) as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, the corporation shall have and possess all powers and rights conferred upon corporations by the Florida Nonprofit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts; and, in addition thereto, the corporation shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the State of Florida, as are necessary, suitable, proper, convenient, or expedient to the attainment of the purposes set forth in Article II herein.

#### **ARTICLE IV. - QUALIFICATION OF MEMBERS**

The authorized number and qualification of members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members and their liability for dues and assessments and the method of collection thereof, shall be set forth in the Bylaws.

#### **ARTICLE V. - TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VI. - SUBSCRIBERS**

The name and residence of the subscriber to these articles is:

Frances Carter  
241 N.W. 9th Avenue  
Delray Beach, FL 33444

#### **ARTICLE VII. DIRECTORS**

(1) The corporation shall have one Director initially.

The number of Directors may be increased or decreased, from time to time, in accordance with and as provided by the by-laws.

(2) The Board of Directors shall be members of the corporation.

(3) Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

(4) The names and the addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are: FRANCES CARTER  
241 N.W. 9th Avenue  
Delray Beach, FL 33444

#### **ARTICLE VIII - BY LAWS**

Subject to the limitations contained in the Bylaws and any limitations set forth in Chapter 617, Florida Statutes, concerning corporate action that must be authorized or approved by the Membership of the corporation, the Bylaws of this Corporation may be made, altered, rescinded, added to, or the Bylaws may be adopted, either by a resolution of the Board of Directors or by a procedure set forth in the Bylaws of the corporation.

#### **ARTICLE IX - AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by Section 617.017 (1-3) Florida Statutes (1987) and as subsequently amended.

#### **ARTICLE X - LOCATION**

The street address of the corporation's initial registered office shall be:

c/o Frances Carter  
241 N.W. 9th Avenue  
Delray Beach, FL 33444

and the name of its initial Registered Agent at such address shall be:  
FRANCES CARTER.

#### **ARTICLE XI - INTERNAL REVENUE CODE REFERENCES**

All references herein to provisions of the Internal Revenue Code of 1986 shall be deemed to include statutes which succeed such provisions (i.e., the corresponding provisions of future United States Internal Revenue laws.)

**ARTICLE XII. - OFFICERS**

The officers of the corporation shall be a President, Secretary/Treasurer, and such subordinate officers as may be appointed by the Board of Directors, who shall be chosen by the Board of Directors in such manner as may be provided from time to time in the Bylaws. Each such officer, insofar as permissible under law, and as provided in the Bylaws or resolutions of the Board of Directors, shall be relieved of responsibility for exercise of authority or performance of duties incident to his office, the exercise or performance of which has been assigned to subordinate officers.

**ARTICLE XIII. - LIMITATION OF LIABILITY**

The private property of incorporators, directors, and officers of this corporation shall not be subject to the payment of corporation debts.

IN WITNESS WHEREOF, the subscriber has caused this instrument to be executed this 4<sup>th</sup> day of August, 1998, for the purpose of forming this corporation not for profit under laws of the State of Florida.

  
FRANCES CARTER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Frances Carter, personally known to me or who produced drivers license as identification, who executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4th day of August, 1998.



P. Michael Manning  
MY COMMISSION # CC663480 EXPIRES  
July 24, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

sign:

P. Michael Manning  
NOTARY PUBLIC, STATE OF FLORIDA

print:

My Commission Expires:

Having been named Registered Agent of C.L.A.S.S. OF PALM BEACH COUNTY, INC., I hereby accept to said office and agree to comply with the provisions of Chapter 607 Florida Statutes as same pertain to the office of Registered Agent.

Frances Carter  
FRANCES CARTER  
Registered Resident Agent

Sworn to and subscribed before me this 4th day of

August, 1998.



P. Michael Manning  
MY COMMISSION # CC663480 EXPIRES  
July 24, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

P. Michael Manning  
Notary Public  
My Commission Expires: