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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/08/99-01017-001
*****78.75 *****78.75

SUBJECT: DELRAY BEACH CULTURAL ALLIANCE, INC
(Proposed corporate name - must include suffix)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT -8 PM 2:42

FILED

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: RON NYHAN
Name (Printed or typed)

P.O. Box 913
Address

Delray Beach, FL 33447
City, State & Zip

(561) 276-0284
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
DELRAY BEACH CULTURAL ALLIANCE, INC.
(A Corporation Not for Profit)

FILED
99 OCT -8 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute these Articles of Incorporation for the purposes of forming a not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes.

Article 1.

Name of Corporation and Address of Principal Office

The name of the corporation is the Delray Beach Cultural Alliance, INC. Its principal office and mailing address shall be: P. O. Box 913, Delray Beach, FL 33447.

Article 2.

Duration and Dissolution

The duration of the corporation is perpetual. Upon dissolution of this corporation, the assets shall be vested with the City of Delray Beach.

Article 3.

Purposes.

The purpose of the corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are:

1. To identify opportunities and challenges for coordination and communication among all cultural organizations.
2. To preserve the historic character of the City of Delray Beach.
3. To develop opportunities for marketing, advertising and fund raising for art, cultural and heritage activities in Delray Beach.

4. To create a shared responsibility for cultural activities tied to all levels of school and children's groups.

5. To increase the presence of the DBCA on various boards in Palm Beach County.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations.

C. Provided, however, that the Corporation shall not engage in any action which

is not permitted to be carried on by not-for-profit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

Article 4.

Qualifications of Members

The affairs of the Corporation shall be managed by a Board of Directors which shall consist of one representative from each of the member cultural organizations in Delray Beach. A member cultural organization must be a public or private not-for-profit corporation (IRS 501 (c) (3)) whose mission statement includes the funding, planning and implementation of arts, cultural and heritage events and programs in Delray Beach.

The mission of each member organization must compliment the mission of the Delray Beach Cultural Alliance and all member organizations shall be a current dues paying member. New organizations that fit this criteria may request admission to the Board of Directors at any meeting.

Each member organization shall contribute an initial membership fee of \$125 and

an annual (July-June) dues payment of \$50. Each annual payment is due by July 30 of each year.

Article 5.

Board of Directors

As more specifically set forth in the By-laws of this Corporation, the Corporation will be governed by a Board of Directors. The voting members of the Board of Directors shall be only one representative from each member cultural organization.

Article 6.

By-Laws

The By-Laws of this Corporation shall be made, altered or rescinded by resolution duly adopted at any meeting of the Board of Directors by two-thirds of the Directors.

Article 7.

Initial Registered Agent and Office.

The initial registered agent of this corporation is Ronald C. Nyhan and the initial registered office is P.O. Box 913, Delray Beach, Florida 33447.

Article 8.

Officers

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as maybe prescribed by the By-Laws. The election of officers shall be at the annual meeting each April. The officers may serve only two consecutive, one year terms. The name and address of each initial Officer of the Corporation is as follows:

President:	Ron Nyhan	832 Lake Shore Dr.	Delray Beach, FL 33444
Vice President:	John Johnson	P. O. Box 1952	Delray Beach, FL 33447
Secretary:	Mykal Banta	29 SE 4 th Avenue	Delray Beach, FL 33483

Treasurer: Hugh Strachan 5540 Coach House Boca Raton, FL 33486

The By-Laws shall provide the method of election of all Officers, and the number of Officers may be raised or lowered by amendment of the Bylaws but shall in no case be less than four.

Article 9.

Incorporator

The name and address of the incorporator of this corporation is:

President, Ron Nyhan, 832 Lake Shore Drive, Delray Beach, FL 33444

Article 10.

Nonstock Basis

The Corporation is organized (and shall be operated) on a Nonstock basis within the meaning of the Florida Not-For-Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the By-Laws.

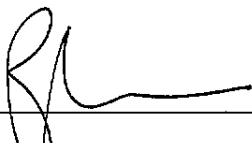
Article 11.

Corporate Address

The Post Office address of the Corporation is:

P.O. Box 913, Delray Beach, FL 33447.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this day of October 6, 1999.



(Signature of Incorporator)

Acknowledged before me on October 6, 1999 by Ronald Nyhan

who produced as identification a valid State of Florida driver's license, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

NOTARY PUBLIC-STATE OF FLORIDA

Name: *Susan Hudson Kiminas*

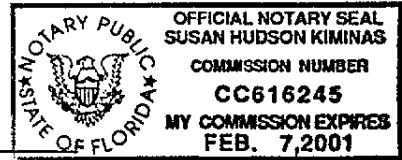
Commission No

My Commission Expires:

I accept designation as registered agent: _____

Susan Hudson Kiminas

[Signature]



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA