

1 WHEREAS, the village counsel seeks to perform the non-profit with the
2 understanding that it is to do so exclusively for charitable and educational
3 purposes, and perform the purposes in such a manner that the Corporation will
4 qualify as an exempt organization under section 501(c)(3) of the Internal Revenue
5 Code of 1986 or the corresponding provision of any future United States Internal
6 Revenue law; and
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8 WHEREAS, the mayor and village council seek to create a non-profit
9 corporation to act as funding source for the village and seek to enhance and
10 preserve the history of Palmetto Bay, and declare that the use of funds through the
11 corporation shall be for a public purpose.
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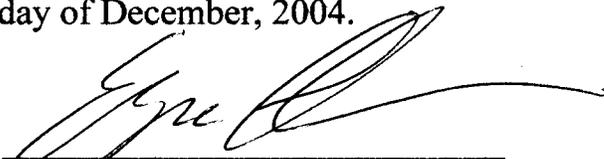
13 NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND
14 VILLAGE COUNCIL OF THE VILLAGE OF PALMETTO BAY, FLORIDA, AS
15 FOLLOWS:
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17 Section 1. The above Whereas clauses are incorporated into this
18 resolution. The mayor and village council ratify the articles of incorporation for
19 Palmetto Bay Foundation, Inc., which are attached as exhibit 1 to this resolution.
20

21 Section 2. This resolution shall take effect immediately upon approval.

22 PASSED and ADOPTED this 6th day of December, 2004.

23
24 Attest: 
25 Meighan Pier
26 Village Clerk
27


Eugene P. Flinn, Jr.
Mayor
28

29 APPROVED AS TO FORM:
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33 Eve A. Boutsis, Office of
34 Village Attorney
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FINAL VOTE AT ADOPTION:

| | |
|------------------------------|------------|
| Council Member Ed Feller | <u>Yes</u> |
| Council Member Paul Neidhart | <u>Yes</u> |
| Council Member John Breder | <u>Yes</u> |
| Vice-Mayor Linda Robinson | <u>Yes</u> |
| Mayor Eugene P. Flinn, Jr. | <u>Yes</u> |

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of PALMETTO BAY FOUNDATION, INC., a Florida corporation, filed on November 19, 2004, as shown by the records of this office.

The document number of this corporation is N04000011043.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-ninth day of November, 2004



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State

**ARTICLES OF INCORPORATION
OF
Palmetto Bay Foundation, Inc.
A Florida "Not for Profit" Corporation**

FILED
04 NOV 19 PM 4:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

NAME OF CORPORATION: The name of the corporation is Palmetto Bay Foundation, Inc.

PRINCIPAL OFFICE: The principal office of the corporation is located at 8950 SW 152nd Street, Palmetto Bay, Florida 33157.

MAILING ADDRESS: The mailing address of the corporation is 8950 SW 152nd Street, Palmetto Bay, Florida 33157.

REGISTERED AGENT: The name of the registered agent of the corporation is Eve A. Boutsis. The address of this registered agent is: Nagin Gallop Figueredo, P.A., 3225 Aviation Avenue, Suite 301, Miami, Florida 33133.

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

INCORPORATORS: The name and address of the incorporator is: Eve A. Boutsis, Nagin Gallop Figueredo, P.A., 3225 Aviation Avenue, Suite 301, Miami, Florida 33133.

CORPORATE PURPOSES:

The purpose for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To raise the educational and social levels of the residents of the Village of Palmetto Bay, Florida, to foster and promote community wide interest and concern for the history and preservation of the Village of Palmetto Bay.
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

(a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

INDEMNIFICATION:

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in

connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director of Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

EXECUTION:

These Articles of Incorporation are hereby executed by the incorporator on this 10 day of November, 2004.

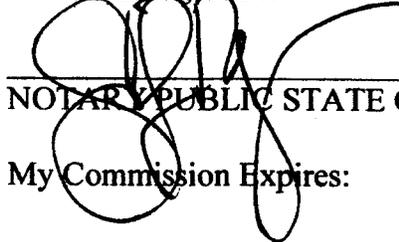

Eve A. Boutsis

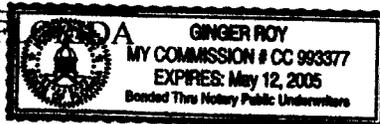
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Eve A. Boutsis who is personally known to me, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

FILED
04 NOV 19 2004
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESS my hand and official seal in the County and State last aforesaid this 10 day of November, 2004.


NOTARY PUBLIC STATE OF FLORIDA



My Commission Expires:

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Palmetto Bay Foundation, Inc., a Florida not for profit corporation.


Eve A. Boutsis
11/18/04
Date