

ARTICLES OF INCORPORATION
FOR
FRIENDS OF THE BOCA RATON PUBLIC LIBRARY, INC.

FILED
1980 FEB 26 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: Friends of the Boca Raton Public Library, Inc.

ARTICLE II
PURPOSE

The purpose for which Friends of the Boca Raton Public Library, Inc. is organized is to provide a cohesive body to provide structure to the citizens of Boca Raton and others who desire to further the purposes of the Boca Raton Public Library.

ARTICLE III
POWERS

Friends of the Boca Raton Public Library, Inc. shall have all of the common law and statutory powers of a not-for profit corporation under the laws of Florida that are not in conflict with these articles.

ARTICLE IV
MEMBERS

The members of Friends of the Boca Raton Public Library, Inc. may only consist of any person who desires to assist the purposes of the Boca Raton Public Library, subject to the provisions of the bylaws.

ARTICLE V
TERM OF EXISTENCE

Friends of the Boca Raton Public Library, Inc. shall have perpetual existence.

ARTICLE VI
INCORPORATORS

The names and address of the incorporators to these articles are:

MARY ARPE	145 NW 7th Street Boca Raton, Florida 33486
SHEVONNE HANNA	107 SE Olive Way Boca Raton, Florida 33432
JOAN KEY	1230 NW 8th Street Boca Raton, Florida 33486
PHIL ROSENBERG	1230 NW 8th Street Boca Raton, Florida 33486

ARTICLE VII
OFFICERS

The affairs of Friends of the Boca Raton Public Library, Inc. shall be administered by the officers holding the offices designated in the bylaws. The officers shall be elected, and may be removed as designated in the bylaws. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors or as follows:

President:	MARY ARPE, 1045 NW 7th Street Boca Raton, Florida 33486
Vice President:	SHEVONNE HANNA 107 SE Olive Way Boca Raton, Florida 33432
Treasurer:	PHIL ROSENBERG 1230 NW 8th Street, Boca Raton, Florida 33486
Secretary:	JOAN KEY 1230 NW 8th Street Boca Raton, Florida 33486

ARTICLE VIII
DIRECTORS

The names and addresses of members of the first board of directors who shall hold office until their successors are elected and have qualified, as provided in the bylaws or as follows:

MARY ARPE	145 NW 7th Street Boca Raton, Florida 33486
SHEVONNE HANNA	107 SE Olive Way Boca Raton, Florida 33432
JOAN KEY	1230 NW 8th Street Boca Raton, Florida 33486
PHIL ROSENBERG	1230 NW 8th Street Boca Raton, Florida 33486

ARTICLE IX
INDEMNIFICATION

Friends of the Boca Raton Public Library, Inc. may indemnify any officer and director who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigated by reason of the fact that that person is or was an officer or director of Friends of the Boca Raton Public Library, Inc., against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit or proceedings, if that person acted in good faith and in a manner that person reasonably believed to be in, or not opposed to, the best interests of Friends of the Boca Raton Public Library, Inc., and, with respect to any criminal acts or general proceedings, has no reasonable cause to believe that that person's conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence, misfeasance, or malfeasance in the performance of that person's duty to Friends of the Boca Raton Public Library, Inc., unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. Termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which that

person reasonably believed to be in or not opposed to the best interest of Friends of the Boca Raton Public Library, Inc., and with respect to any criminal action or proceeding, had reasonable cause to believe that that person's conduct was unlawful.

To the extent that an officer or director of Friends of the Boca Raton Public Library, Inc. has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim or matter therein, that person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by that person in connection therewith. Any indemnification (unless ordered by a court) shall be made by Friends of the Boca Raton Public Library, Inc. only as authorized in the specific case upon a determination that indemnification of the officer or director is proper under the circumstances because that person has met the applicable standard of conduct as set forth above. Such determination shall be made: (a) by the board of directors by majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or, (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the voting interests of the members.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by Friends of the Boca Raton Public Library, Inc. in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in any specific case upon receipt of undertaking by or on behalf of the affected director, or officer to pay such amount unless it shall ultimately be determined that that person is entitled to be indemnified by Friends of the Boca Raton Public Library, Inc. as authorized in this article.

The indemnification provided by this article shall not be deemed exclusive and any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be an officer or director, and shall inure to the benefit of the heirs and personal representatives of such person. Friends of the Boca Raton Public Library, Inc. shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of Friends of the Boca Raton Public Library, Inc..

ARTICLE X
BY-LAWS

The first bylaws of Friends of the Boca Raton Public Library, Inc. shall be adopted by the Board of Directors and may be altered, amended or rescinded by the manner provided in the bylaws.

ARTICLE XI
AMENDMENTS

Amendments to these articles shall be proposed and adopted in the following manner:

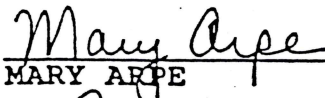
a) Notice of the proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

b) Approval of an amendment must be by not less than two-thirds of the members attending the meeting, or by the written joinder of two-thirds of the members.

ARTICLE XII
INITIAL REGISTERED OFFICE, ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the corporation shall be at 500 Australian Avenue South, Suite 800, West Palm Beach, Florida 33416. The initial registered agent at that address shall be Michael J. Gelfand, Esq.

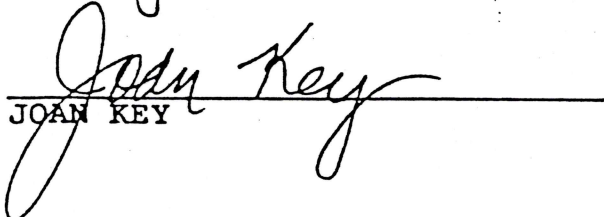
These articles of incorporation have been executed by the incorporators this 20 day of February, 1990.



MARY ARPE



SHEVONNE HANNA



JOAN KEY



PHIL ROSENBERG

ACKNOWLEDGEMENT - ARPE

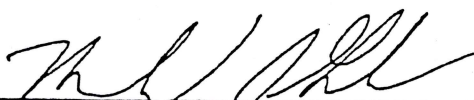
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledge before me the
20th day of February, 1990 by MARY ARPE.

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR 21, 1991
BONDED THRU GENERAL INS. UND.



Notary Public, State of Florida

ACKNOWLEDGEMENT - HANNA

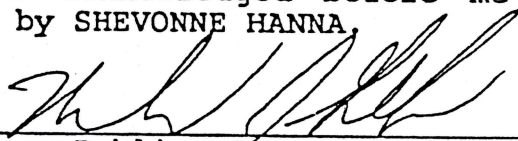
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this
20th day of February, 1990, by SHEVONNE HANNA.

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR 21, 1991
BONDED THRU GENERAL INS. UND.



Notary Public, State of Florida

ACKNOWLEDGEMENT - KEY

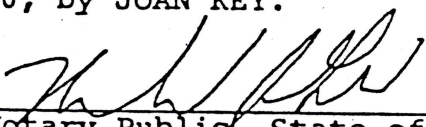
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this
20th day of February, 1990, by JOAN KEY.

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR 21, 1991
BONDED THRU GENERAL INS. UND.



Notary Public, State of Florida

ACKNOWLEDGEMENT - ROSENBERG

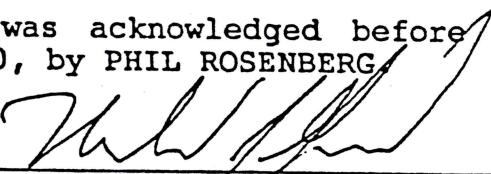
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this
20th day of February, 1990, by PHIL ROSENBERG.

My commission expires:


NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR 21, 1991
BONDED THRU GENERAL INS. UND.



Notary Public, State of Florida

ACKNOWLEDGEMENT - REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida law relative to keeping open said office.



MICHAEL J. GELFAND, ESQ.

FILED
1990 FEB 26 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA