

CSC

No 200006877

ACCOUNT NO. : 072100000032

REFERENCE : 734186 7165057

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 78.75

ORDER DATE : September 6, 2002

ORDER TIME : 1:46 PM

ORDER NO. : 734186-005

CUSTOMER NO: 7165057

CUSTOMER: Dorothy K. Pitcher, Secretary
Brooks Hermelee Geffin,
Attorneys At Law
Suite 1135
25 Southeast 2nd Avenue
Miami, FL 33131

RECEIVED
02 SEP -6 PM 2:32
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CITIZEN OPPONENTS OF DEERFIELD
BEACH CHARTER AMENDMENTS, INC.

EFFECTIVE DATE:

200007572502--6

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS:

[Handwritten signature]
9/10

FILED
02 SEP -6 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
[Handwritten signature]



RESUBMIT

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 9, 2002

CSC

SUBJECT: CITIZEN OPPONENTS OF DEERFIELD BEACH CHARTER
AMENDMENTS, INC.

Ref. Number: W02000026039

We have received your document for CITIZEN OPPONENTS OF DEERFIELD
BEACH CHARTER AMENDMENTS, INC.. However, the document has not been
filed and is being returned for the following:

The name of the corporation must contain a corporate suffix. This suffix may be:
CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a)
and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or
CO. in the name of a non-profit corporation.

If you have any further questions concerning your document, please call (850)
245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 202A00051677

RECEIVED
02 SEP -9 PM 3:55

PREPARED BY:
Bruce G. Hermelee, Esq.
Brooks Hermelee Geffin
25 S.E. 2nd Avenue
Suite 1135
Miami, Florida 33131

02 SEP 05/02
SECRETARY OF STATE
TALLAHASSEE FLORIDA
PH 3:36
FILED

**ARTICLES OF INCORPORATION
OF
CITIZEN OPPONENTS OF DEERFIELD BEACH CHARTER AMENDMENTS, INC.
(Florida corporation Not for Profit)**

**ARTICLE I
NAME**

The name of this corporation will be CITIZEN OPPONENTS OF DEERFIELD BEACH CHARTER AMENDMENTS, INC., a Florida corporation not for profit, whose present address is c/o Samuel Tischler, 34 S.E. 8th Street, Deerfield Beach, Florida 33441.

**ARTICLE II
PURPOSES**

The purpose for which this corporation is organized is to engage in all lawful activities to oppose revision of the City of Deerfield Beach, Florida, including but not limited to the proposed Resolution No. 2002 of the City of Deerfield Beach, Florida, for a Resolution of the City Commission of the City of Deerfield Beach, Florida, setting a referendum election for November 5, 2002, on two Amendments to the Charter of the City of Deerfield Beach Relative to restricting development on designated City owned property east of the intracoastal waterway and relative to providing restrictions on development east of the intracoastal waterway, and to conduct any lawful business permitted under the laws of the State of Florida for corporations not for profit in order to carry out the covenants and enforce the provisions of these Articles and the By-Laws.

**ARTICLE III
MEMBERS**

A. Regular Membership:

1. Every person or entity who is or shall become a member shall do so by paying annual dues as prescribed by the Board of Directors.
2. A member may be terminated at any time, by written notice to the Corporation, upon termination of membership. The rights of the Corporation, and terminated member and the remaining members shall be in accordance with Florida law.
3. Membership is transferable upon written notice to the Corporation.

B. Additional Membership Categories: The By-Laws may provide for additional membership categories, which categories shall not have any voting privileges. The term "Member" or "Membership" as used in these Articles and the By-Laws shall not apply to any such additional membership categories. The By-Laws shall provide for the rights and obligations of any additional membership categories.

ARTICLE IV **TERM**

The term for which this corporation is to exist shall be perpetual.

ARTICLE V **SUCCESSORS ENTITIES**

The Corporation may not be dissolved without the written consent of not less than two-thirds (2/3) of the votes of the entire membership, and the consent of not less than two-thirds (2/3) of the Members of the Board.

In the event of the dissolution or final liquidation of the Corporation, or any successor entity thereto (unless same is reinstated), other than incident to a merger or consolidation, the assets shall be distributed pro rata among the members.

ARTICLE VI **INCORPORATOR**

The name and address of the Incorporator of these Articles is:

Bruce G. Hermelee, Esq.
Brooks Hermelee Geffin
25 S.E. 2nd Avenue
Suite 1135
Miami, Florida 33131

ARTICLE VII **OFFICERS**

A. The affairs of the Corporation shall be managed by the President of the Corporation, assisted by one (1) or more Vice Presidents, a Secretary and a Treasurer and, one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, which officers shall be subject to the direction of the Board, and which officers shall comprise the Board of Directors, as set forth in Article IX below.

B. Such officers shall be elected annually by the membership provided, however, that such officers may be removed by the Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The President shall be a member of the Board, but

no other officer need be a member of the Board. The same person may hold two offices, the duties of which are not incompatible, provided, however, the office of President and Vice President shall not be held by the same person.

ARTICLE VIII
FIRST OFFICERS

The names of the officers who are to serve until the first election of officers are as follows:

President	Samuel G. Tischler
Vice President	Anthony L. Fierimonte
Secretary	Robert Skuggen
Treasurer	Winnie Frazer

ARTICLE IX
BOARD OF DIRECTORS

A. The Board of Directors of this corporation shall consist of five (5) members of the corporation, including but not limited to the current president, current vice president, current secretary and current treasurer. Each of these members shall be elected by the corporation as provided in the By-Laws, and shall continue in office until the last annual meeting of the next year of the corporation for the election of Directors and officers or until their successors shall be elected and qualified, unless there occurs a vacancy by resignation, death or removal. In the event of such contingencies arising, vacancies will be filled as provided for in the By-Laws. The annual meeting of the Board of Directors shall be held as such time as may be provided by the By-Laws in order to receive reports of officers and committees, pass upon the same and turn over the affairs of the corporation to the newly elected Board of Directors. Other meetings may be provided for at regular times or may be called by the Board of Directors. The business affairs of this corporation shall be managed by the Board of Directors.

B. The names and street address of the persons who are to serve as the First Board are as follows:

<u>Name</u>	<u>Address</u>
Samuel G. Tischler	34 S.E. 8 th Avenue Deerfield Beach, Florida 33441
Anthony L. Fierimonte	333 N. Ocean Boulevard, #1622 Deerfield Beach, Florida 33441
Robert Skuggen	1009 S.E. 3 rd Street, Apt. 10 Deerfield Beach, Florida 33441

Winnie Frazer

959 S.E. 2nd Avenue
Deerfield Beach, Florida 33441

Karen Kiser

1234 S.E. 7th Court
Deerfield Beach, Florida 33441

C. The resignation of a Director, or the resignation of an officer of the Association who was elected by the First Board, shall remise, release, acquit and forever discharge such Director or officer of and from any and all manner of action(s), cause(s) of action, suits, debts, due, claims, bonds, bills, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, claims and demands whatsoever, in law or in equity which the Corporation had, now has, or will have; or which any personal representative, successor, heir or assign of the Corporation hereafter may have against such Director or officer by reason of his having been a Director or officer of the Corporation.

ARTICLE X **MEETINGS/VOTING RIGHTS**

A. Meetings

The membership may, at the discretion of the Board, act by written agreement in lieu of a meeting, provided written notice of the matter(s) to be agreed upon is given to the members at the address and within the time period set forth herein.

A quorum for the meeting of the members shall consist of persons entitled to cast at least fifty percent (50%) of all votes. If the required quorum is not present, another meeting may be called subject to notice requirements. A Member may join in the action of a meeting by signing and concurring in the minutes thereof and such a signing shall constitute the presence of such parties for the purpose of determining a quorum.

Minutes of all meetings shall be kept in a businesslike manner and available for inspection by the Members at all reasonable times. The Corporation shall retain minutes for at least seven (7) years subsequent to the date of the meeting the minutes reflect.

B. Voting Rights

Members shall each be entitled to one (1) vote.

At any time prior to a vote upon a matter at a meeting of the Members, any Member may demand the use of a secret written ballot for the voting on such matter. The chairman of the meeting shall call for nominations for inspectors of election to collect and tally written ballots under the completion of balloting upon the subject matter.

ARTICLE XI
INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all costs, expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding, litigation, arbitration or settlement to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, whether or not he is a Director or officer at the time such cost, expense or liability is incurred. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. Notwithstanding anything contained herein to the contrary, in instances where the Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions contained herein shall not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Director or officer may be entitled by common or statutory law.

ARTICLE XII
BY-LAWS

The By-Laws of the Corporation shall be adopted by the First Board and thereafter may be altered, amended or rescinded in the manner provided for in the By-Laws. In the event of a conflict between provisions of these Articles and the provisions of the By-Laws, the provisions of these Articles shall control.

ARTICLE XIII
AMENDMENTS

A. These Articles may be amended only as follows:

1. (a) The Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be at either of the Semi-Annual Members' Meetings or a special meeting. Any number of proposed amendments may be submitted to the Members and voted upon by them at one meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to the Members within the time and in the manner provided in the By-Laws for the giving of notice of meetings of Members ("Required Notice").

(c) At such meeting, a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment(s) shall be adopted upon receiving: (i) the affirmative vote of the Members entitled to cast two-thirds (2/3) of the votes presently provided that such vote equals 60% of the entire membership; and (ii) the affirmative vote of the majority of the members of the Board.

2. An amendment may be adopted by a written statement (in lieu of a meeting) signed by two thirds (2/3) of the Members of the Corporation and all two-thirds (2/3) of the Board setting forth their intention that an amendment to the Articles be adopted.

B. A copy of each amendment shall be filed with and certified by the Secretary of State of the State of Florida.

ARTICLE XIV
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 25 S.E. 2nd Avenue, Suite 1135, Miami, Florida 33131, and the initial registered agent of the Corporation at that address shall be Bruce G. Hermelee.

IN WITNESS WHEREOF, the Incorporator has hereto affixed his signature on the day and year set forth below.



BRUCE G. HERMELEE

Dated: 9-5-02

The undersigned hereby accepts the designation of Registered Agent of CITIZEN OPPONENTS OF DEERFIELD BEACH CHARTER AMENDMENTS, INC., as set forth in Article XIV of these Articles and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Corporation Not for Profit Act, including specifically Section 617.0501.



BRUCE G. HERMELEE

Dated: 9-5-02

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the County and State named above to take acknowledgments, personally appeared BRUCE G. HERMELEE, to me known to be the person described as the Incorporator and Registered Agent in the foregoing Articles of Incorporation and who executed same and the acknowledged before me that he executed the same for the purposes therein expressed. He is personally known to me and he did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of September, 2002.

Dorothy K Pitcher
Notary Public State of Florida

Dorothy K Pitcher
Printed Name of Notary

My Commission Expires:

OFFICIAL NOTARY SEAL
DOROTHY K PITCHER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD074060
MY COMMISSION EXP. DEC. 11, 2005

Z:\Dorothy\DeerfieldBeach\Articles.wpd

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SECRETARY OF STATE
TALLAHASSEE FLORIDA