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Broward County Intergroup, Inc. 305 S. Andrews Ave., Suite 502 Ft. Lauderdale, FL 33301 954-462-0265

Secretary of State Division of Corporation P.O. Box 6327 Tallahassee, FL 32314

Date: September 22, 2004

Re: Broward County Intergroup, Inc.

#### Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation and our check in the amount of \$ 70.00. This amount represents filing fee and registered agent fee.

Thank You,

Michael R. Wright, Incorporator

## ARTICLES OF INCORPORATION OF BROWARD COUNTY INTERGROUP, INC.

#### ARTICLE I. - NAME

The name of this Corporation is Broward County Intergroup, Inc.

#### ARTICLE II. - ENABLING LAW

This Corporation is organized pursuant to the "Corporations Not for Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes (the "Act").

#### ARTICLE III. - ADDRESS

The principal place of business and mailing address of the Corporation is as follows:

Broward County Intergroup, Inc. 305 S. Andrews Avenue, Suite 502 Ft. Lauderdale, FL. 33301

#### ARTICLE IV. - DURATION

The Corporation shall have perpetual existence.

#### ARTICLE V. - PURPOSES AND POWERS

- A. This corporation is organized and shall be operated exclusively for religious, charitable, educational, sports, athletic and recreational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, this Corporation is a fellowship of men and women who share their experience, strength and hope with each other that they may solve their common problems and help others to recover from alcoholism. The only requirement for membership is a desire to stop drinking. There are no dues or fees for AA membership; we are self supporting through our own contributions. We are not allied with any sect, denomination, politics, organization or institution; do not wish to engage in any controversy, neither endorses nor opposes any causes. Our primary purpose is to stay sober and help other alcoholics to achieve sobriety.
- B. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to, its directors, trustee, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax exempt purposes set forth herein.
- C. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws.

  Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not

carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a corporation as defined in Section 617.0105, Fla. Stat. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of this Corporation.

- D. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.
- E. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote religious, charitable, scientific, educational, sports, athletic and recreational purposes.

#### ARTICLE VI. - MEMBERSHIP

Membership in this Corporation shall be open to any person who has a desire to stop drinking. The authorized number, the different classes of membership, and other obligations, rights and privileges of members and the termination of membership shall be as set forth in the Bylaws of this Corporation.

#### ARTICLE VII. - MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised and conducted by a "steering committee" (the "Steering Committee") who shall be elected as provided in the Bylaws. The members of the Steering Committee shall have the same powers, rights and duties of directors as set forth in the Act. The number of Steering Committee members may be increased or decreased from time to time as the membership may determine, however the number of Steering Committee members shall not be less than three.

#### ARTICLE VIII. - DISSOLUTION

This Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Corporation's members eligible to vote. All the property and assets of this Corporation are and shall be irrevocably dedicated to religious, charitable, educational, sports, athletic and recreational purposes meeting the requirements for exemptions provided by Section 501(c)(3) of the Code, as amended. No part of said property or assets shall ever-inure to the benefit of any member, Steering Committee member, or officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation provision for payment of all debts and liabilities of this Corporation shall be made to the extent assets available. If after payment of all such debts and liabilities there remains any

assets of the Corporation, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth herein, or such assets shall be distributed to an organization being operated for charitable purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an exempt organization under Section 501(c)(3). Any such assets not so disposed shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine.

#### ARTICLE IX. - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 305 S. Andrews Avenue, Suite 502, Ft. Lauderdale, FL. 33301 and the initial registered agent of this Corporation at such office shall be Michael R. Wright, who upon accepting this designation agrees to comply with the provisions of section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

#### ARTICLE X. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name

Address

Michael R. Wright

305 S. Andrews Avenue, Suite 502, Ft. Lauderdale, FL. 33301

IN WITNESS WHEREOF, the undersigned has executed these

Articles of Incorporation this 21st day of September, 2004.

 $\mathbf{R}_{\mathbf{v}}$ 

Michael R. Wright, Incorporator

### CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

- 1. The name of the Corporation is: Broward County Intergroup, Inc.
- 2. The name and address of the registered agent and the registered office is: Michael R. Wright, 305 S. Andrews Avenue, Suite 502, Ft. Lauderdale, FL. 33301.

Pursuant to Sections 48.091 and 617.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of Broward County Intergroup, Inc. (the "Corporation") at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: September 21, 2004

Michael R Wright Registered Ager