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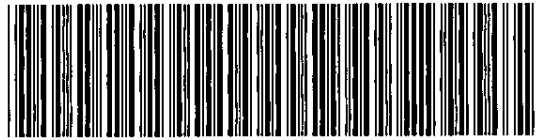
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December 8, 2011

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Articles of Incorporation of Alliance for A Better Florida, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$70.00 for the filing fee.

Sincerely,



R. David Prescott

RDP/rl

Enclosure: Check No. 30760

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**ARTICLES OF INCORPORATION  
OF  
ALLIANCE FOR A BETTER FLORIDA, INC.  
(Pursuant to Chapter 617, Florida Statutes)**

**ARTICLE I  
NAME**

The name of the corporation shall be: Alliance For A Better Florida, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business of the Corporation is: 15291 N.W. 60<sup>th</sup> Avenue, Suite 100, Miami Lakes, Florida 33014.

**ARTICLE III  
PURPOSE**

The Corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation is organized and shall operate exclusively for the purpose to promote social welfare as permitted in Section 501(c)(4) of the Internal Revenue Code of the United States, by, including but not limited to, advocating for economic and social policies that enhance Florida's tourism and entertainment industries.

In furtherance thereof, the Corporation may receive property by gift, devise, or bequest, invest, and reinvest the same, and apply the income and principal thereof and engage in any lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act.

In furtherance of its exclusively charitable purposes, the Corporation shall have all the general powers enumerated in Section 617.0302 of the Florida Not for Profit Corporation Act as now in effect or as may hereafter be amended together with the power to solicit grants and contributions for such purposes.

**ARTICLE IV  
MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as stated in the Corporation's Bylaws.

**ARTICLE V  
INITIAL DIRECTORS**

There shall be at least three directors who shall be elected or appointed as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time, but there shall be at least three (3) directors at all times. The number of directors constituting the initial Board of Directors is three, and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting and thereafter until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Catherine Reside	2111 N. 31 <sup>st</sup> Avenue Hollywood, FL 33021
Barbara Ballante	19501 West Country Club Drive Apt. 1203 Aventura, FL 33180
Bryan Cohen	1314 E. Las Olas Blvd., Suite 1098 Ft. Lauderdale, FL 33305

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers, including without limitation thereto, two or more Vice Presidents, Assistant Secretaries and Assistant Treasurers, each to be elected or appointed as stated in the Corporation's Bylaws. The same person may hold any two or more offices.

**ARTICLE VI  
INITIAL REGISTERED AGENT**

The name and street address of the registered agent is: R. David Prescott, 119 South Monroe Street, Suite 202, Tallahassee, Florida 32301.

**ARTICLE VII  
MEMBERS**

The Corporation shall have no members.

**ARTICLE VIII  
REGULATION OF AFFAIRS**

Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III.
- B. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity, which would prevent it from obtaining exemption from federal income taxation as a corporation described in section 501(c)(4) of the Code, or cause it to lose such exempt status.
- C. In the event of dissolution or final liquidation of the Corporation, all remaining assets and property shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the Board of Directors shall determine, or distributed to an organization exempt from income tax under section 501(c) (4) of the Code for use in activities in furtherance of the purposes of the Corporation. In no event shall any of such assets or property be distributed to any director or officer or any private individual.

#### **ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS**

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea or nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been

guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

#### ARTICLE X INCORPORATOR

The name and address of the incorporator is: R. David Prescott, 119 South Monroe Street, Suite 202, Tallahassee, Florida 32301.

  
\_\_\_\_\_  
Signature/Incorporator

12/8/11  
\_\_\_\_\_  
Date

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ACCEPTANCE BY REGISTERED AGENT: Having been named as the registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature/Registered Agent

12/8/11  
\_\_\_\_\_  
Date

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