

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Made In Broward, Inc.

SUBJECT: _____
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Charles Ray Maxwell II, P.A.

Name (Printed or typed)

234 Commercial Blvd.

Address

Lauderdale By The Sea, FL 33308

City, State & Zip

954-636-8858

Daytime Telephone number

leannbarber@gmail.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
MADE IN BROWARD, INC.

The undersigned Leann Barber acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, also known as the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME AND DEFINITIONS

1.1 The name of the Corporation shall be:

MADE IN BROWARD, INC.

1.2 For convenience Made In Broward, Inc. shall be referred to in this instrument as the "**Corporation**," these Articles of Incorporation as the "**Articles**," the Bylaws of the Corporation as the "**Bylaws**," and the members of the Corporation as the "**Members**". Any terms used herein will have those definitions set forth in the Bylaws or if not defined in the Bylaws, those definitions established by Florida Statutes § 617.01401. If any definition in the Bylaws conflicts with a definition in the *Florida Statutes*, the definition in the Bylaws will prevail and govern the interpretation of these Articles.

ARTICLE II - ADDRESS

2.1 The street address of the initial principal office of the Corporation shall be:

3430 Galt Ocean Drive, Unit 807
Fort Lauderdale, FL 33308

2.2 The mailing address of the Corporation is:

3430 Galt Ocean Drive, Unit 807
Fort Lauderdale, FL 33308

ARTICLE III - PURPOSE

3.1 The Corporation is organized exclusively for charitable, educational, and scientific purposes, and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. Notwithstanding any of the statements of purpose and powers of this corporation contained herein, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the specific purposes of this corporation.

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TALLAHASSEE FLORIDA

ARTICLE IV – DURATION

4.1 The period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE V – POWERS

5.1 The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article III hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of the Florida Not For Profit Corporations Act and all other applicable Florida Statutes.

ARTICLE VI - TAX EXEMPTION REQUIREMENTS

6.1 The Corporation is organized and operated exclusively for the purposes set forth herein.

6.2 Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

6.3 No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

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BROWARD COUNTY
FLORIDA

ARTICLE VII - RESTRICTIONS ON PRIVATE FOUNDATIONS

7.1 Notwithstanding any other provision in these Articles, if this corporation is deemed or determined to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code, then the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall distribute its income for each taxable year at such time and in such 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 shall 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 shall 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 shall not make any investment in such 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 shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII - MEMBERS

8.1 The Corporation shall have one or more classes of members or may have no members. The authorized number and qualifications of the members of the Corporation; the manner of their admission; the different classes of membership, if any; voting and other rights and privileges of members, and activities of the members, notice requirements sufficient to provide notice of meetings, activities of the members, and their liability for dues and assessments and the method of collection thereof; shall be set forth in the bylaws.

8.2 The Corporation shall be nonstock and no dividends or pecuniary profits shall be declared or inure to the Members.

8.3 There shall be no personal liability of members for corporate obligations.

8.4 No membership or certificate of membership shall be transferable, and no assignee or transferee of membership, whether by operation of law or otherwise, shall be entitled to membership in this corporation or to any property rights or interests in this corporation.

ARTICLE IX - REGISTERED OFFICE AND AGENT

9.1 The street address of the initial registered office of the Corporation is

234 Commercial Blvd.
Lauderdale By The Sea, Florida 33308

9.2 The name of the original registered agent for the Corporation at such address is:

Tanwell Financial Services Group, LLC

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TALLAHASSEE FLORIDA

ARTICLE X - BOARD OF DIRECTORS

10.1 The powers of this corporation shall be exercised, its property controlled, and its affairs conducted, by a Board of Directors. The number of directors of the Corporation shall be three (3); provided, however, that the number of directors can be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. Each director must be a natural person who is eighteen (18) years of age or older but need not be a resident of the State of Florida. Each director must also be a member of the Corporation and must meet such other qualifications set forth in the Bylaws of the Corporation.

10.2 The method of election of directors shall be stated in the Bylaws of the Corporation.

10.3 The voting and other rights of the members of the Board of Directors shall be specifically provided in the Bylaws of the Corporation, and the directors may be assigned different voting rights, including, but not limited to, super-voting rights for one or more designated directors.

10.4 Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all the members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the Board. Such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE XI - INCORPORATOR

11.1 The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Leann Barber	3430 Galt Ocean Drive Fort Lauderdale, FL 33308

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TALLAHASSEE FLORIDA

ARTICLE XII - OFFICERS

12.1 The Board of Directors shall elect the president, vice president, treasurer, secretary, and such other officers as the Bylaws of this corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first meeting of the Board of Directors.

ARTICLE XIII - BYLAWS

13.1 Subject to the limitations contained in the Bylaws and any limitations set forth in the Florida Not For Profit Corporation Act concerning corporation action that must be authorized or approved by the members of the Corporation, the Bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the Board of Directors or by following the procedures set forth for such action in the bylaws.

ARTICLE XIV - PROPERTY AND PROFITS

14.1 The property of the Corporation is irrevocably dedicated to the purposes set forth in Article III herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article III herein.

ARTICLE XV - DISTRIBUTION UPON DISSOLUTION

15.1 Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 such court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE XVI - AMENDMENTS

16.1 Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of 50% of a quorum of members of the Corporation.

ARTICLE XVII - LIMITED LIABILITY OF DIRECTORS AND OFFICERS

17.1 The officers and directors shall not be individually liable for the Corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of Florida shall not be denied or limited by the bylaws.

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ARTICLE XVIII - EFFECTIVE DATE

18.1 The Corporation shall be effective from the date of filing of these Articles with the Secretary of State.

I, the undersigned, being the Incorporator of the Corporation for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation on this 27 October, 2013.

By: Leh J Barber
Leann Barber, As Incorporator

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13 OCT 30 PM 2:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: **MADE IN BROWARD, INC.**

2. The name and address of the registered agent and office is:

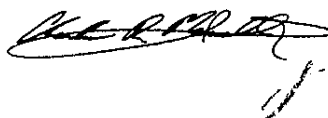
**Tanwell Financial Services Group, LLC
234 Commercial Blvd.
Lauderdale By The Sea, Florida 33308**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date Signed: **October 27, 2013**

Tanwell Financial Services Group, LLC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA**



Digitally signed by
Charles R. Maxwell II
Date: 2013.10.27
20:32:53 -04'00'

By: Charles R. Maxwell II
As Its: *Manager*