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LAW OFFICE
MIERZWA & ASSOCIATES, P.A.

MATTHEW J. MIERZWA, JR.
MARGARET M. BRUCE
RUDIN E. HAIDERMOTA
GARY E. LIPPMAN*
RICHARD J. WINKIS

Of Counsel:
JOSEPH H. KAPLAN
PHILLIPS LEVY & RIND, P.A.

*Also Admitted to New York Bar

3900 WOODLAKE BOULEVARD
SUITE 212
LAKE WORTH, FLORIDA 33463-3045
TELEPHONE: (561) 966-1200
FACSIMILE: (561) 966-1231

May 28, 1998

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

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***122.50 ***122.50

Re: Articles of Incorporation
The St. Lucie County Fire Fighters
Benevolent Association, Inc.
Not-for-profit Corporation
Our File No.: 121377.2597

Dear Sir/Madam:

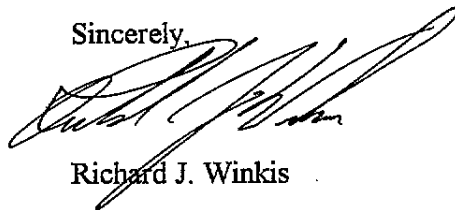
Enclosed is an original and one (1) copy of the *Articles of Incorporation* of the subject not-for-profit corporation, along with check number 1614, in the amount of \$122.50, representing the filing fee. The full name of the corporation is:

THE ST. LUCIE COUNTY FIRE FIGHTERS BENEVOLENT ASSOCIATION, INC.

Please note the *Designation of Registered Office and Acceptance of the Registered Agent for Service* is incorporated into the Articles of Incorporation.

Please feel free to contact this office with any questions you may have.

Sincerely,



Richard J. Winkis

RJW/jlp
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN - 1 AM 10:34

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WS

ARTICLES OF INCORPORATION
of Not-For-Profit Corporation

FILED
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DIVISION OF CORPORATIONS
98 JUN - 1 AM 10:34

THE ST. LUCIE COUNTY FIRE FIGHTERS BENEVOLENT ASSOCIATION, INC.

The undersigned hereby associate themselves together for the purpose of forming a not-for-profit corporation under the laws of the State of Florida and under the following proposed Charter.

ARTICLE I

NAME

The name of this corporation shall be: THE ST. LUCIE COUNTY FIRE FIGHTERS BENEVOLENT ASSOCIATION, INC., and it shall be located in St. Lucie County, Florida, at 3214 South U.S. One, Suite 1, Fort Pierce, Florida, or at such other place or places within the said County as its members from time to time may determine and designate.

ARTICLE II

OBJECT

The object and purpose of the corporation are educational, charitable, fraternal, civic and social; to own and hold real property for the benefit of the members of Local 1377 which is affiliated with The Professional Fire Fighters & Paramedics of St. Lucie County, and to own and hold any buildings erected on said real property which may be erected for the purpose of establishing a home and meeting place for the members of Local 1377 to carry on and conduct activities and undertakings for the benefit of the members of local 1377 and encumber, convey or sell such real or personal property as may be deemed proper, necessary or expedient in carrying

out the purpose and object of the corporation; to erect, construct, build or contract for the erection of club rooms, club house or buildings for the use of the members of Local 1377, either as a meeting place, hotel, restaurant or otherwise and for such purpose to make, execute and deliver all necessary instruments of conveyance, encumbrances or indebtedness and to issue and sell its debenture or mortgage bond secured by mortgage, trust deed or other adequate security; or otherwise to borrow or raise funds for the erection, construction, maintenance and operating of such buildings, club rooms or club house as the directors of the corporation may desire; to hold or give entertainments and, in general, to do any and all things necessary to carry out and further the purposes and object of the corporation for the use, benefit, comfort, convenience and enjoyment of the members of Local 1377.

ARTICLE III

QUALIFICATIONS FOR MEMBERSHIP

The qualifications for membership in this corporation shall be as follows:

- a) The members of this corporation shall be the undersigned persons. These persons shall be entered upon the Roster of Members of this corporation without further election.
- b) No member of the corporation who shall cease to be a member for any reason, shall be deemed to have acquired or continue to hold or maintain any right, claim or interest in and to the said corporation or any of the property, either real or personal, tangible or intangible, or otherwise acquired by this corporation by virtue of his membership in said corporation.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The names and residences of the subscribers and official incorporators in this Charter and who shall be the first Board of Directors of said corporation, and who shall manage and conduct the affairs of said corporation until the first Annual Meeting, or until their successors are elected and qualify, shall be as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
IGNATIUS SPERA	436 SW Crawfish Drive Port St. Lucie, FL 34953
KENNETH MAYR	10767 Schwab Road Fort Pierce, FL 34945
MICHAEL MAXWELL	3880-A Divine Road Fort Pierce, FL 34981
THEL WHITLEY	1102 Driftwood Lane Fort Pierce, FL 34982
GEORGE EMERSON, III	2375 Jernigan Road Fort Pierce, FL 349045
MICHAEL PAULY	5713 Balsam Drive Fort Pierce, FL 34982
WILL H. STEPHENS, JR.	5606 Paleo Pines Circle Fort Pierce, FL 34982

ARTICLE VI

a) The affairs of the corporation shall be managed by a Board of Directors and the officers appointed by said Board. The Board of Directors shall, in accordance with the By-Laws to be prepared, elect or appoint a President, Vice-President, a Recording Secretary and Secretary-Treasurer. The Board of Directors shall consist of not less than five (5) members and not more

than ten (10) members.

b) The Board of Directors shall be authorized and empowered to designate and to employ such assistant secretaries, assistant treasurers and/or Executive Secretary, and other clerical help at such remuneration and for such periods of time and with such powers and duties as the Board of Directors may from time to time determine and prescribe.

c) The Directors of the corporation shall be elected by a vote of its members at its regular Annual Meeting, to be held at the time and place specified and designated in the By-Laws of the corporation, and in such manner and pursuant to such regulations governing such election as may be prescribed in the By-Laws. The Board of Directors shall hold their terms in office as members of such Board as prescribed in the By-Laws of said corporation.

ARTICLE VII

The names of the officers who shall manage and conduct the affairs of the corporation until the first Annual Meeting or until their successors are elected and qualify, shall be as follows:

OFFICERS:

IGNATIUS SPERA, President

KENNETH MAYR, Vice-President

MICHAEL MAXWELL, Secretary

THEL WHITLEY, Treasurer

DIRECTORS:

IGNATIUS SPERA

KENNETH MAYR

MICHAEL MAXWELL

THEL WHITLEY

GEORGE EMERSON, III

MICHAEL PAULY

WILL H. STEPHENS, JR.

Section 1.

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by any three of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission; shall be in writing signed by the three members and delivered to the President in less than twenty (20) days prior to the membership meeting at which such proposal is voted upon. The Secretary shall give to each voting member notice setting out the proposed alteration, amendment or rescission and the time of the meetings in which such proposal will be voted upon, and such notice shall be given not less than fifteen (15) days prior to the date set for such meeting, and it shall be given in the manner provided in the By-Laws. An affirmative vote of two-thirds (2/3%) percent of the qualified voting members of the corporation is required for the requested alteration, amendment or rescission.

Section 2.

Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary or proposals to the President for alteration, amendment, or rescission of these Articles either before, at, or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

ARTICLE VIII

The By-Laws of the corporation shall be adopted at a Special Meeting of the Board of Directors to be held as soon as practical at the approval of this Charter. Thereafter, the By-Laws may be altered, amended, added to or rescinded by a vote of the membership, which election of vote shall be held in accordance with, and under the provisions of, the By-Laws adopted prior thereto.

Any draft, check or money order that is issued by or on behalf of the corporation shall require the signatures of the President, and the Secretary-Treasurer of the corporation, otherwise said check, draft or money order shall be deemed not to have been authorized or approved by the Board of Directors acting on behalf of the corporation, and therefore, any check, draft or money order not having the required two (2) signatures, shall be null and void.

ARTICLE IX

There shall be no limit as to the amount of real estate which the said corporation shall be meant to own nor the indebtedness that the said corporation may be permitted to incur.

ARTICLE X

REGISTERED AGENT

The name and address of the registered agent for service is IGNATIUS SPERA whose office is located at 3214 South U.S. One, Suite 1, Fort Pierce, St. Lucie County, Florida.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the St. Lucie County Fire Fighters Benevolent Association, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.

607.0501(3).


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -1 AM 10:34


IGNATIUS SPERA

May 12, 1998
DATE

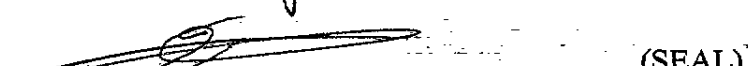
IN WITNESS WHEREOF, we have hereunto set our hands and affixed our seals at


Ft. Pierce, Florida, this 14 day of May, 1998.

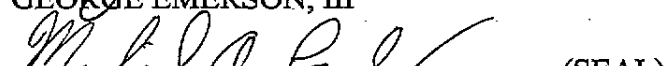

IGNATIUS SPERA (SEAL)



KENNETH MAYR (SEAL)


MICHAEL MAXWELL (SEAL)


THEL WHITLEY (SEAL)


GEORGE EMERSON, III (SEAL)


MICHAEL PAULY (SEAL)


WILL H. STEPHENS, JR. (SEAL)

STATE OF FLORIDA

COUNTY OF

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared IGNATIUS SPERA, KENNETH MAYR, MICHAEL MAXWELL, THEL WHITLEY, GEORGE EMERSON, III, MICHAEL PAULY, and WILL H. STEPHENS, JR., who being first duly sworn, each for himself deposes and says that they are

the subscribers named in and who executed the foregoing proposed Charter of THE ST. LUCIE COUNTY FIRE FIGHTERS BENEVOLENT ASSOCIATION, INC. and that the said corporation was formed for, and that it is intended in good faith to carry out the purposes and object set forth therein.

WITNESS, my hand and official seal at Ft. Pierce, Florida, this 14 day of May, 1998.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:

