

7/22/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CRIMESTOPPERS OF DADE COUNTY, INC.
AUDIT NUMBER.....H98000013530
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 11
DEL.METHOD.. FAX
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98 JUL 22 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

98 JUL 22 AM 10:23

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JUL-22-1998 10:10

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7/14/98

FLORIDA DIVISION OF CORPORATIONS
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8:46 AM

((H98000012970 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: CRIME STOPPERS OF MIAMI-DADE COUNTY, INC.

AUDIT NUMBER.....H98000012970

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 10

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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H98000013530
AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

CRIME STOPPERS OF DADE COUNTY, INC.

Formerly known as Miami Citizens Against Crime, Inc.

FILED
98 JUL 22 AM 11:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to Section 617 of the Florida Statutes, the Members of the Board of the Board of Directors of Crime Stoppers of Dade County, Inc. which was incorporated on May 21, 1982 have amended in their entirety the Articles of Incorporation of this corporation, which were filed with the Department of State, in their entirety, and pursuant to Sections 617.1001, 617.1002 and 617.1007 of the Florida Statutes, have adopted the following Amended and Restated Articles of Incorporation.

ARTICLE I

NAME

CRIME STOPPERS OF MIAMI-DADE COUNTY, INC.

The name of this organization shall be Crime Stoppers of Miami-Dade County, Inc., a Florida Corporation, Not For Profit, hereinafter referred to as CSMDC, INC. The mailing address is 9105 N.W. 25th Street, Miami, Florida 33172.

ARTICLE II

TEXT

Below is the Text of each Amendment adopted.

Prepared by:
Attorney at Law
EDWARD P. SWAN, Esq.
Suite 340 City National Bank Building
2701 LeJeune Road
Coral Gables FL 33134
(305) 443-5020
Florida Bar #079544

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ARTICLE III

AUTHORIZATION TO AMEND

The Board of Directors are authorized to vote on these Amendments and on June 16, 1998 the Board of Directors adopted these Amendments, and more than a majority of the Board approved these amendments, which were sufficient for their approval.

ARTICLE IV

PURPOSE OF THE ORGANIZATION

The purpose of CSMDC, INC. is to furnish law enforcement agencies with information on unsolved crimes, on wanted persons, and other criminal activity that has been unavailable through normal investigative methods; to promote community involvement in all aspects of law enforcement; to develop a community offensive against violent crimes and property crimes; to motivate the public to cooperate with law enforcement agencies, and to reward such involvement. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct, or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V

ELECTION OF OFFICERS

The Election of Officers shall be stated in the By-laws of this Organization.

ARTICLE VI

POWERS

This organization shall have all corporate powers listed in F.S. 617 including liability of members as stated in F.S. 617.0604, and Immunity from Civil Liability pursuant to F.S. 617.0834.

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ARTICLE VII

MEMBERSHIP

Any person, business or organization meeting membership requirements established from time to time by the Board of Directors may become a member of CSMDC, INC. Membership in CSMDC, INC. shall be for one year and may be renewable as established by CSMDC, INC. standing rules. There shall be three levels of Membership:

1. Active Board Member
2. Advisory Board Member
3. Honorary Board Member

ARTICLE VIII

OFFICERS

Section 1. ORGANIZATION - The officers shall consist of a Chairman, Vice Chairman, Recorder and Treasurer.

Section 2. ELECTION, TERM, VACANCIES - The officers shall be elected in November and installed at the Annual Meeting for a term of one year. They may be eligible for re-election to the same office or any other office. A vacancy among the officers shall be filled by the Board of Directors by majority vote at a regular or special meeting.

Section 3. DUTIES - The duties of the officers shall be as stated in the By-laws.

ARTICLE IX

BOARD OF DIRECTORS

Section 1. GENERAL POWERS - The affairs of the corporation shall be supervised and managed, and its corporate powers exercised, by a Board of Directors. The number of Directors shall be fixed at not less than nine members and not more than thirty members.

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Section 2. QUALIFICATIONS - The Board of Directors shall be composed of members of the general public who are active and supportive in the CSMDC, INC. and who have been elected to the Board by a majority of the existing Board of Directors at the November meeting.

Section 3. TERMS OF ELECTED BOARD MEMBERS - The term of service on the Board of Directors shall begin on the date of the Annual Meeting and continue for the following twelve months. A Director may be eligible for re-election to the Board at the end of the term, provided the member meets the qualifications for directorship at that time. The Board of Directors shall have the power to fill vacancies by majority vote.

Section 4. RESIGNATION - Any member of the Board of Directors may resign at any time by written resignation delivered to the Chairman. Such resignation shall take effect at the time specified by the resigning member or at such earlier time as may be determined by the Board of Directors.

Section 5. REMOVAL - The Board of Directors, in its sole discretion, may remove any member of the Board by vote of not less than two-thirds of all the members of the Board of Directors. It is expected that authority granted to the Board of Directors in this paragraph will usually be exercised, if at all, in situations where the Board of Directors has determined that some action or inaction of a member of the Board of Directors has, in substantial measure, reflected adversely upon the Crime Stoppers Program or has been inconsistent with the general purpose and objectives of the organization. In addition, three unexcused consecutive monthly Board meeting absences constitutes automatic removal as a Director.

Section 6. GENERAL STANDARDS - The Directors shall discharge their duties pursuant to F.S. 617.0830.

ARTICLE X

PERSONNEL

There may be an Executive Director and staff appointed for the CSMDC, INC. program at the option of the Chairman and the majority of the Board of Directors. If appointed by the Board, the Executive Director shall be responsible for providing professional advice and assistance to the Crime Stoppers program, The Board of Directors, the Chairman, officers and committees, and, if necessary, for the administration of the work delegated to staff.

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ARTICLE XI

EXECUTIVE COMMITTEE

There shall be an Executive Committee composed of the officers of the corporation and the chairman of the standing committees. The Executive Committee shall have the powers of the Board of Directors and shall take any necessary action in the furtherance of the objectives of CSMDC, INC. which cannot be conveniently handled by the Board of Directors during the regular course of business. At the next scheduled meeting of the Board of Directors following any action taken by the Executive Committee, the Executive Committee shall submit to the Board of Directors reports on action taken.

ARTICLE XII

MEETINGS

Section 1. MEETINGS OF THE BOARD OF DIRECTORS

A. Annual Meeting - The Annual Meeting shall be held during December and shall be called by the Chairman. The purpose of the meeting shall be to accept annual reports, install officers and directors, and to present awards.

B. Regular/Scheduled Monthly Meetings - Each month the Board of Directors will meet to conduct business of the corporation.

C. Special Meetings - Special meetings may be called by resolution of the Board of Directors or by the Chairman.

D. Notice - The Secretary will insure that notice be served for all such meetings.

E. Quorum - A quorum is a majority of the Board of Directors present. The Articles and By-Laws may be changed only by a majority vote of the Board of Directors.

F. Voting - At all meetings of the Board of Directors, each member of the Board shall have one vote on all questions, except the Chairman, who shall vote only in the case of a tie. The method of voting shall be determined by the Chairman.

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Section 2. MEETINGS OF THE EXECUTIVE COMMITTEE

A. Executive Committee meetings shall be held at the discretion of the Chairman or any three members of the Executive Committee.

B. A majority of the Executive Committee shall constitute a quorum.

ARTICLE XIII

COMMITTEES

Section 1. STANDING COMMITTEES

With the exception of the Nominating Committee, standing committees may be created or dissolved by the Chairman. The committee chairman and members shall be appointed by the Board Chairman. The Duties and Responsibilities of the Standing Committee shall be stated in the By-Laws.

Section 2. NOMINATING COMMITTEE

There shall be a Nominating Committee whose function shall be to present at the November meeting a single slate of nominations for Officers of CSMDC, INC. The Duties and Responsibilities shall be stated in the By-Laws.

Nominations may be made from the floor at the November meeting provided the nominee is present and accepts the nomination.

ARTICLE XIV

FINANCE

Section 1. FISCAL YEAR - The fiscal year of Crime Stoppers of Miami-Dade County, Inc. shall be January to December 31.

Section 2. CONTRIBUTIONS/DONATIONS - Any contributions, bequests, grants, and gifts for the purpose of the CSMDC, INC. shall be accepted or collected only as authorized by the Board of Directors.

Section 3. DEPOSITORIES - All funds of CSMDC, INC. shall be deposited to the credit of CSMDC, INC. under such conditions and in such banks as shall be designated by the Board of Directors.

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Section 4. APPROVED SIGNATURES - To prevent untimely delays in paying bills, the By-Laws shall provide approved signatures for this organization.

Section 5. BONDING - All parties who have check signing privileges may be bonded as directed by the Board of Directors.

Section 6. CONTRACTS AND DEBTS - Contracts may be entered into or debts incurred other than budgeted expenses only as directed by resolution of the Board of Directors or Executive Committee.

Section 7. AUDITS - An annual examination of the financial accounts of CSMDC, INC. shall be made at least annually and shall be made available to the Board of Directors and other members upon written request.

Section 8. FINANCIAL REPORTS - A detailed summary of the financial operation, including all receipts and disbursements, income and expense, of CSMDC, INC. shall be made monthly and shall be made available to the Board of Directors. A copy of that month's bank statement must be attached to this detailed financial report summary.

Section 9. DISSOLUTION - In the event of the dissolution of CSMDC, INC., assets of CSMDC, INC. remaining after the discharge of all liabilities shall be assigned to a charitable institution or institutions as designated by the Board of Directors.

ARTICLE XV

PARLIAMENTARY PROCEDURE

Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for all matters or procedures not specifically covered by the By-Laws or by special rules of procedure adopted by CSMDC, INC.

ARTICLE XVI

AMENDMENTS

These By-Laws may be amended or changed by a majority vote of the Board of Directors at any Board Meeting, provided written notice, including proposed revisions, have been given five business days prior to the meeting.

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ARTICLE XVII

STANDING RULES

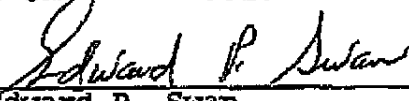
Standing Rules may be established from time to time as designated by the Board of Directors. Standing rules will provide guidelines for the operating procedures of the CSMDC, INC. program.

ARTICLE XVIII

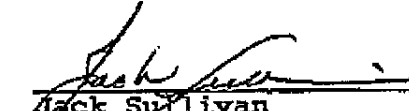
RESIDENT AGENT

The undersigned has been appointed to accept service of process for Crime Stoppers of Miami-Dade County, Inc. and acknowledges his responsibility as Resident Agent, at the registered office address of

EDWARD P. SWAN
Suite 340 City National Bank Building
2701 LeJeune Road
Coral Gables FL 33134


Edward P. Swan
Registered Agent

This amended and restated Article of Incorporation of Crime Stoppers of Miami-Dade County, Inc. is dated this 21 day of July, 1998.


Jack Sullivan
Chairman

Attest:


Bill Blanco
Vice-Chairman

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STATE OF FLORIDA.
COUNTY OF MIAMI-DADE

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Before me personally appeared JACK SULLIVAN and BILL BLANCO, well known to be to be respectively Chairman and Vice Chairman of Crime Stoppers of Miami-Dade County, Inc., a Florida corporation, not for profit, who acknowledged before me that they executed the above and foregoing for the purposes therein stated.

Dated at Miami-Dade County, Florida this 21 day of July, 1998.

Edward P. Swan
Notary Public, State of Florida
at Large.

My Commission Expires:



EDWARD P. SWAN
My Commission CCS04802
Expires Oct. 23, 1999

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CERTIFICATE

The Restated Articles of
Incorporation of CRIME STOPPERS OF DADE
COUNTY, INC. was adopted by the Board of
Directors and does not contain any Amendments
requiring member approval.

DATED this 21 day of July,
1998.


Jack Sullivan
Chairman

Attest:


Bill Blanco
Vice-Chairman

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