

763386

CORPORATE
ACCESS,
INC.

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Amended &
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1.)

(CORPORATE NAME & DOCUMENT #)

Crime Stoppers of Dade County, Inc.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 18, 2000

Corporate Access, Inc.
236 East 6th Avenue
Tallahassee, FL 32303

SUBJECT: CRIME STOPPERS OF MIAMI-DADE COUNTY, INC.
Ref. Number: 763386

*Corrected
7/20/00
(Smiley face)*

We have received your document for CRIME STOPPERS OF MIAMI-DADE COUNTY, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name ~~throughout the document~~ *in the heading!*

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The Secretary of State's office does not file by-laws. Please retain them for your records.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 100A00039377

*There are no
members
I added this
to article II
(Signature)*

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00 JUL 20 PM 12:53
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00 JUL 18 PM 3:21
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

CRIME STOPPERS OF MIAMI-DADE COUNTY, INC.

Formerly known as Miami Citizens Against Crime, Inc.

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. These amendments approved by the Board of Directors on 6/20/00 and the number of votes cast were sufficient for approval. There are no members.

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

ARTICLE III

AUTHORIZATION TO AMEND

The Board of Directors are authorized to vote on these Amendments and on March 28, 2000 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.

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 President, Vice-President, Secretary 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.

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 President. 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 President 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 President, officers and committees, and, if necessary, for the administration of the work delegated to staff.

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 President. 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 President.

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 President, who shall vote only in the case of a tie. The method of voting shall be determined by the President.

Section 2. MEETINGS OF THE EXECUTIVE COMMITTEE

A. Executive Committee meetings shall be held at the discretion of the President 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 President. The committee chairman and members shall be appointed by the Board President. 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.

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 months 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.

ARTICLE XVII

STANDING RULES

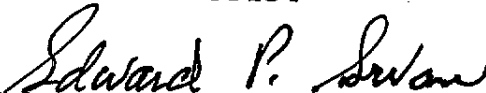
Standing Rules may be established from time to time as designated by the Board of Directors. Standing rules will provide guidelines for the operating procedures of the CSMDC, INC. program.

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 20 day of June, 2000.


Edward P. Swan
President

Attest:


Robert Cohen
Vice-President

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Before me personally appeared EDWARD P. SWAN and ROBERT COHEN, well known to be to be respectively President and Vice President 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 20th day of June, 2000.

Mary Ann E. Canova
Notary Public, State of Florida
at Large.

My Commission Expires:

