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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 Directors of Crime Stoppers of Miami-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 and MAILING ADDRESS**

**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 NW 25 St, Miami, FL 33172,

**ARTICLE II**

**TEXT**

Below is the Text of each Amendment adopted. These amendments approved by the Board of Directors on 16<sup>th</sup> day of October 2001, and the number of votes were sufficient for approval. There are no members.

Prepared by:  
Attorney at Law  
EDWARD P. SWAN, Esq.  
City National Bank Building  
2701 LeJeune Road, Suite 340  
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 16<sup>th</sup> day of October 2001, 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 and DIRECTORS**

The Election of Officers and Directors 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. policy & procedures. There shall be six categories of Membership:

- a. Active Board Member
- b. Associate Board Member
- c. Honorary/Lifetime Board Member
- d. Advisory Board Member
- e. Corporate/Organization Membership
- f. Partner/Alliance Membership

## **ARTICLE VIII**

### **OFFICERS**

Section 1. ORGANIZATION - The officers shall consist of a President, Vice-President, Secretary, Treasurer and Immediate Past President.

## **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 of the CSMDC, INC.

Section 3. 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 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, immediate Past President and two (2) board of directors members elected by the Board of Directors at the August meeting. 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. 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 September 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 at a Board of Director's Meeting is a 2/3 vote of the Directors present. The Articles and By-Laws may be changed only by a 2/3 vote of the Board of Directors.

- A quorum at an Executive Committee Meeting and Committee Meetings is a majority vote.

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.

### **ARTICLE XIII**

#### **COMMITTEES**

##### **Section 1. STANDING COMMITTEES**

With the exception of the Nominating Committee, standing and ad hoc committees may be created or dissolved by the President. The committee chairman and members shall be appointed by the President.

##### **Section 2. NOMINATING COMMITTEE**

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

### **ARTICLE XIV**

#### **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  
City National Bank Building  
2701 LeJeune Road, Suite 340  
Coral Gables, FL 33134

Edward P. Swan  
Edward P. Swan  
Registered Agent

This amended and restated Article of Incorporation of  
Crime Stoppers of Miami-Dade County Inc. is dated this 16<sup>th</sup> day  
of Oct., 2001.

Edward P. Swan  
Edward P. Swan  
President

Attest:

Robert Cohen  
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 16<sup>th</sup> day of  
October, 2001.

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

My Commission Expires:

