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Paul J. Marino

Peter M. Walsh  
Certified Circuit Court Mediator

January 19, 2000

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-01/21/00-01083-007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Re: Florida Sheriff's Office Retired Association, Inc.

Dear Sir or Madam:

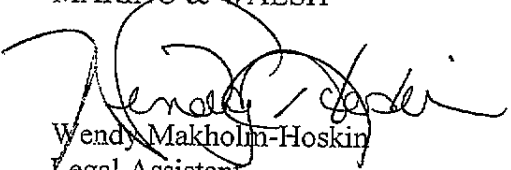
Enclosed please find the original and one copy of Articles of Incorporation for "Florida Sheriff's Office Retired Association, Inc.".

Also enclosed is our check in the amount of \$70.00 that represents the filing fee.

Please return one conformed copy of the Articles to our office in the enclosed envelope. Thank you.

Sincerely,

MARINO & WALSH

  
Wendy Makhoul-Hoskin  
Legal Assistant

Enclosures

Wendy Makhoul-Hoskin GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article XII  
DATE \_\_\_\_\_  
DOC. EXAM. PH

FILED  
00 JAN 21 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PA 1/21/2000

**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA SHERIFF'S OFFICE RETIRED ASSOCIATION, INC.**  
**(A Florida Non-Profit Corporation)**

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00 JAN 21 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**CORPORATE NAME**

The name of this corporation is: Florida Sheriff's Office Retired Association, Inc.

**ARTICLE II**

**CORPORATE NATURE**

This is a non-profit corporation organized solely for general educational and charitable purposes pursuant to the provisions of the Florida corporation (Not-For-Profit) Law as set forth in Chapter 617, Florida Statutes.

**ARTICLE III**

**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV**

**GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

- A. To promote and encourage public interest in and support for the best interest of law enforcement, correctional, court services and active and retired support personnel.
- B. To bring together former sheriff's Office employees for comradeship and fellowship. To provide a forum for the timely exchange of information and offer advice for the improvement of ourselves and to assist one another.
- C. To promote and facilitate social and professional relations between and among members of this organization and members of other law enforcement organizations.

- D. To gather and disseminate information that might be of assistance and/or interest to the members of the organization regarding the Florida Retirement system and associated benefits.
- E. To foster interest and participation in matters involving charitable organization in the effort to assist local and national efforts in behalf of public interest.
- F. To provide professional resources to all levels of the sheriff's office career development and retirement.

## **ARTICLE V**

### **MANAGEMENT OF CORPORATE AFFAIRS**

- A. **BOARD OF DIRECTORS.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of directors consisting of not less than six (6) persons, provided that the number and composition of the Board of Directors may be changed by the By-laws of the corporation, duly adopted by the Board of Directors.
- B. **METHOD OF SELECTION OF DIRECTORS.** Directors of the Board shall be nominated and elected by a majority vote of the membership at the annual general membership meeting.
- C. **TERM OF OFFICE OF DIRECTORS.** The term of office of each Director of the corporation shall be fixed by the By-laws of the corporation.
- D. **EXECUTIVE MANAGEMENT COMMITTEE.** There shall be an Executive Management Committee of the Board of Directors which shall consist of the corporate officers, to wit, President, Vice President, Secretary and Treasurer. The Executive Management Committee may act in lieu of the Board of Directors between regular meetings of the Board of Directors; and shall have the authority to exercise all of the powers and prerogative of the Board of Directors, except to appoint any person to the Board of Directors or to remove any person therefrom. The Executive Management Committee may be called into session on the call of the Chairman of the Board of Directors.
- E. **INITIAL CORPORATE OFFICERS AND BOARD OF DIRECTORS.** The names and addresses of the initial corporate officers and Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Gordon Davis	President	19425 Crescent Road Odessa, Florida 33556
Robert Dukes	Secretary	1332 Divot Lane Tampa, Florida 33612
Charles Haber	Treasurer	19604 Osceola Lane Odessa, Florida 33556

## ARTICLE VI

### EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, trustees, officers or other private persons, 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 purposes set forth in Article IV, hereof.
- B. No substantial part of the activities of the corporation shall be carrying on for propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office, including the publication or distribution of statements endorsing or supporting any candidate for public office.
- C. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(a)(3) of the Internal Revenue code of 1954, (or the corresponding provisions of any future United States Revenue law) or; (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
- D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE VII

### DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making the provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such

organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Law), as the Board of directors shall determine. 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, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII**

### **MEMBERSHIP**

Membership in the corporation shall be by appointment to the Board of Directors, with qualification for such membership and the manner of admission being established by the By-laws of this corporation. The Board of Directors may approve other classes of membership, by appropriate amendment to the By-laws of the corporation, to further the purposes for which the corporation was formed.

## **ARTICLE IX**

### **SUBSCRIBERS**

The names and resident addresses of the subscribers of this corporation are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Gordon Davis	19425 Crescent Road Odessa, Florida 33556
Robert Dukes	1332 Divot Lane Tampa, Florida 33612
Charles Haber	19604 Osceola Lane Odessa, Florida 33556

## **ARTICLE X**

### **AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-laws, and any limitations set forth in the Corporation Not For Profit Laws of the State of Florida, concerning corporate action that must be authorized or approved by the member Directors of the corporation, By-laws of the corporation may be made, altered, rescinded, added to, or new By-laws may be adopted by the Board of Directors, or by following the procedures set forth in the By-laws.

## ARTICLE XI

### **DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to educational or charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, trustee, officer or member thereof, or to the benefit of any private individual.

## ARTICLE XII

### **REGISTERED AGENT AND OFFICE**

The address of the Corporation's registered agent shall be: 19604 Osceola Lane, Odessa, Florida 33556; and the name of the registered agent is: Charles Haber.

## ARTICLE XIII

### **PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the corporation shall be located at: F.S.O.R.A., 19604 Osceola Lane, Odessa, FL 33556 until otherwise changed by the Board of Directors, and the mailing address is the same as the principal office.

## ARTICLE XIV

### **AMENDMENTS OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors, by a majority vote of the membership.

WE, THE UNDERSIGNED, being the subscribers and incorporators of the corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, having executed these Articles of Incorporation, this 31<sup>st</sup> day of December, 1999.

### **WITNESSETH**

R.W. M. Thian

Gordon Davis

Beoma Duffin

Robert Dukes

Gregory M. Johnson

Charles Haber  
Charles Haber

STATE OF FLORIDA

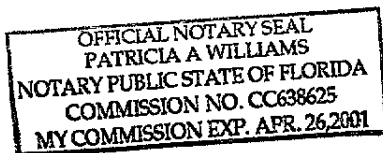
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day, personally appeared Gordon Davis, Robert Dukes, and Charles Haber, to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument as their voluntary and free act.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 31<sup>st</sup> day  
of DECEMBER, 1999.

  
Notary Public – State of Florida

My Commission Expires:



### REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes of Florida law relative to the proper and complete performance of my duties.



Charles Haber, Registered Agent

STATE OF FLORIDA

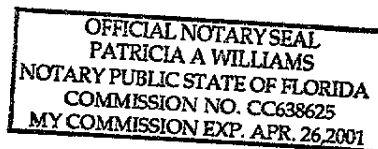
COUNTY OF HUSBOROUGH

BEFORE ME, the undersigned authority, this day, personally appeared Charles Haber, as Registered Agent to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument as his voluntary and free act.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 31<sup>st</sup> day of DECEMBER, 1999.

  
Notary Public - State of Florida

My Commission Expires:



FILED  
00 JAN 21 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA