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JOSIAS, GOREN, CHEROF, DOODY & EZROL, P.A.

ATTORNEYS AT LAW

SUITE 200

3099 EAST COMMERCIAL BOULEVARD

FORT LAUDERDALE, FLORIDA 33308

STEVEN L. JOSIAS
SAMUEL S. GOREN
JAMES A. CHEROF
DONALD J. DOODY
KERRY L. EZROL

TELEPHONE (954) 771-4500
FACSIMILE (954) 771-4923

MICHAEL D. CIRULLO, JR.
JULIE F. KLAHR
STACY B. WILLIAMS
LINDSEY A. PAYNE

FILED
OCT 13 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 12, 2000

SENT VIA FEDERAL EXPRESS

Ms. Doris Brown, Document Specialist
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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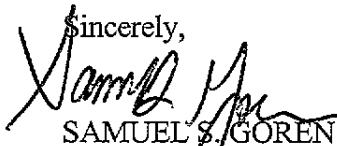
Re: Pembroke Pines Economic Development Foundation, Inc.

Dear Ms. Brown:

Pursuant to your letter dated October 5, 2000, the Articles of Incorporation for the above-referenced proposed corporation have been revised to include a third member of the Board of Directors. Accordingly, I am enclosing two (2) duplicate **ORIGINALS** of the revised Articles of Incorporation and a copy of your letter dated October 5, 2000. Please file these Articles with the Secretary of State and return a certified copy of the Articles to our office. Enclosed is a return Federal Express envelope for your convenience.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,


SAMUEL S. GOREN
City Attorney
City of Pembroke Pines

SSG:ss

Enclosures

cc: Mayor Alex G. Fekete
Members of the City Commission
Charles F. Dodge, City Manager

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789,2295,2550
W00-24202

D. BROWN OCT 16 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 5, 2000

SAMUEL S. GOREN, ESQ.
3099 EAST EOMMERCIAL BOULEVARD
SUITE 200
FORT LAUDERDALE, FL 33308

SUBJECT: PEMBROKE PINES ECONOMIC DEVELOPMENT FOUNDATION,
INC.
Ref. Number: W00000024202

We have received your document for PEMBROKE PINES ECONOMIC DEVELOPMENT FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 500A00052824

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
PEMBROKE PINES ECONOMIC DEVELOPMENT
FOUNDATION, INC.**

Pursuant to Section 617.01, et. seq., Florida Statutes, the undersigned not-for-profit corporation hereby executes the following Articles of Incorporation.

ARTICLE II - CORPORATE NAME

1.1 The name of this non-profit corporation is the Pembroke Pines Economic Development Foundation, Inc. and its duration is perpetual.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

2.1 The address of the principal office is 10100 Pines Boulevard, Pembroke Pines, Florida 33026.

2.2 The mailing address of the Pembroke Pines Economic Development Foundation, Inc. is 10100 Pines Boulevard, Pembroke Pines, Florida 33026.

ARTICLE III - PURPOSE(S)

3.1 The purposes for which this corporation is formed, organized and shall always be operated are for the purposes of receiving and administering funds and operating exclusively within the meaning and parameters of Section 501(c)(6) of the Internal Revenue Code of 1986 or comparable provisions of subsequent legislation, and specifically to promote economic development and investment in the City of Pembroke Pines. This corporation is intended to be an entity which is separate, independent and autonomous from the City of Pembroke Pines and is not intended to exist or be construed as an agency or arm of the City of Pembroke Pines. The principal purpose of this corporation shall also be consistent with Section 166.021(9)(a), Florida Statutes as amended from time to time regarding the State Legislature's findings and conclusions it its vision of economic development and the planning, encouraging, supporting, and promoting of economic development and growth through the attraction of new business and industries to the City of Pembroke Pines and the retention and expansion of existing business and industries within the City of Pembroke Pines for the benefit of the residents of the City of Pembroke Pines and the surrounding areas.

3.2 In carrying out this principal purpose, this corporation shall engage in the following activities in furtherance of one or more of the corporation's exempt purposes, which activities shall collectively constitute the character of affairs of the corporation which the corporation intends to conduct in the State of Florida:

(1) Aiding the Pembroke Pines community specifically, and the South Florida geographical area, generally, by attracting new businesses and industry to the City of Pembroke Pines;

(2) Promoting and encouraging the development, retention and expansion of existing businesses and industry in the City of Pembroke Pines;

(3) Planning, fostering, encouraging, supporting and promoting economic development and growth in the City of Pembroke Pines in an effort to expand the local tax base, create additional employment opportunities and improve the general welfare, prosperity and quality of life of the residents of the City of Pembroke Pines;

(4) Soliciting, receiving or generating funds from any source not inconsistent with the purposes of this corporation and soliciting, receiving or generating contributions, grants, gifts or subventions from persons, entities or any unit or agency of government;

(5) Doing and performing any and all acts as may be necessary and/or appropriate in order to carry out the stated purposes of the corporation.

3.3 Pecuniary profit, gain or private advantage is not and shall not be the object of this corporation or its officers and directors. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons.

ARTICLE IV - TERM

4.1 Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the corporation shall be perpetual.

ARTICLE V - POWERS

5.1 The corporation shall have all of the common law and statutory powers of a corporation not-for-profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles, provided, however, that notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent United States Internal Revenue Law or Laws.

5.2 The corporation shall not issue shares of stock and shall not distribute any part of its income to its directors or officers.

ARTICLE VI - LIMITATIONS

6.1 The corporation shall be operated exclusively for economic development purposes as a non-profit corporation. No individual or director of the corporation shall have any title to or interest in the corporate property or earnings in his individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any director, officer, or individual.

ARTICLE VII - NON-STOCK BASIS

7.1 This corporation shall have no capital stock.

ARTICLE VIII - MEMBERS

8.1 This Corporation shall not have any shareholders nor any members and the directors of the Corporation shall have sole voting power.

ARTICLE IX - DIRECTORS

9.1 Manner of Election of Directors. The directors shall be elected or appointed in accordance with the procedures stated in the by-laws.

9.2 Initial Directors. The names and addresses of the initial directors to hold office until the first annual meeting and/or until their successors shall have been elected and qualified are as follows:

1. Jim Carroll, World Ford, 8655 Pines Boulevard, Pembroke Pines, Florida 33024
2. Bill Mahoney, Mahoney & Assoc., One Financial Plaza, Fort Lauderdale, Florida 33394
3. Charles F. Dodge, 10100 Pines Boulevard, Pembroke Pines, Florida 33026

9.3 Property. The Board of Directors shall administer and distribute the property held by this corporation in accordance with the purposes of this corporation as defined in Article III herein and the provisions of Article I of the Bylaws.

ARTICLE X - INITIAL REGISTERED AGENT AND STREET ADDRESS

10.1 The name of the initial registered agent of the corporation and the street address of the initial registered office of the corporation are as follows:

Samuel S. Goren, Esquire
Josias, Goren, Cherof, Doody & Ezrol, P.A.
3099 E. Commercial Boulevard, Suite 200
Fort Lauderdale, FL 33308

ARTICLE XI - INCORPORATORS

11.1 The names and street addresses of the incorporator for these Articles of Incorporation are as follows:

Samuel S. Goren, Esquire
Josias, Goren, Cherof, Doody & Ezrol, P.A.
3099 E. Commercial Boulevard, Suite 200
Fort Lauderdale, FL 33308

11.2 All powers, duties and responsibilities of the incorporator shall cease at the time of the delivery of these Articles of Incorporation to the Secretary of the State of Florida.

ARTICLE XII - DISSOLUTION

12.1 In the event of dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of October, 2000.



Samuel S. Goren

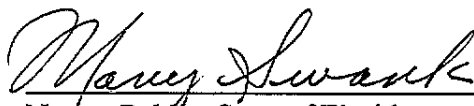
State of Florida
County of Broward

On this, the 12th day of October, 2000 before me, the undersigned Notary Public of the State of Florida, the foregoing instrument was acknowledged by SAMUEL S. GOREN, ESQ., Incorporator of the Pembroke Pines Economic Development Foundation, Inc., a Florida corporation, on behalf of the corporation.

WITNESS my hand
and official seal



Mary Swank
MY COMMISSION # CC786365 EXPIRES
November 2, 2002
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public, State of Florida

Mary Swank

Printed name of Notary Public

☒ Personally known to me, or
☐ Produced identification:

(type of identification produced)

☐ Did take oath ☐ Did not take oath

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
00 OCT 13 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

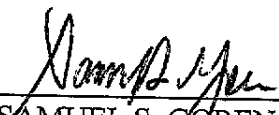
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Pembroke Pines Economic Development Foundation, Inc.
2. The name and address of the registered agent and office is:

Samuel S. Goren, Esquire
Josias, Goren, Cherof, Doody & Ezrol, P.A.
3099 E. Commercial Boulevard, Suite 200
Fort Lauderdale, FL 33308

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


SAMUEL S. GOREN, as
Registered Agent

DATE October 12, 2000