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JUN 25 2013

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Southwest Ranches Volunteer Fire-Rescue, Inc.

DOCUMENT NUMBER: N01000000049

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Keith Poliakoff, Esq.

(Name of Contact Person)

Becker & Poliakoff, P.A.

(Firm/ Company)

3111 Stirling Rd.

(Address)

Ft. Lauderdale, Florida 33312

(City/ State and Zip Code)

kpoliakoff@becker-poliakoff.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Keith Poliakoff, Esq.

(Name of Contact Person)

at (954) 987-7550

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 11, 2013

KEITH POLIAKOFF, ESQ.
BECKER & POLIAKOFF, P.A.
3111 STIRLING RD
FORT LAUDERDALE, FL 33312

SUBJECT: SOUTHWEST RANCHES VOLUNTEER FIRE-RESCUE, INC.
Ref. Number: N01000000049

We have received your document for SOUTHWEST RANCHES VOLUNTEER FIRE-RESCUE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The Amended and Restated Articles of Incorporation can be filed without the Articles of Amendment. Please file either Amended and Restated Articles or the Articles of Amendment.

Please return 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) 245-6050.

Teresa Brown
Regulatory Specialist II

Letter Number: 013A00014662

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 JUN 24 PM 2:20

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOUTHWEST RANCHES VOLUNTEER FIRE-RESCUE, INC.**
(a corporation not for profit)

Pursuant to Sections 617.1001 and 617.1007 of the Florida Not For Profit Corporation Act, the Articles of Incorporation of **SOUTHWEST RANCHES VOLUNTEER FIRE-RESCUE, INC.** originally filed with the Secretary of State of the State of Florida on January 2, 2001, are hereby amended and restated in their entirety as follows.

ARTICLE I. NAME

The name of the corporation is Southwest Ranches Volunteer Fire-Rescue, Inc. (The "Corporation") and the mailing address and principal office of the Corporation are at 13400 Griffin Road, Southwest Ranches, FL 33330.

ARTICLE II. EXISTENCE

The duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE III. PURPOSE

The purposes for which the Corporation is organized are:

To lessen the burdens of government by protecting life and property against fire, disaster, natural catastrophe or other calamity in the Town of Southwest Ranches, Florida ("Southwest Ranches"), and when, as and if requested, offering mutual aid and assistance to any surrounding municipality or other governmental entity.

The general purposes for which the Corporation is organized are for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended in 1986 (the "Code") or the corresponding provisions of successor law.

The purposes of the corporation may also qualify the corporation as a social welfare organization as more fully described in §501(c)(4) of the Code.

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Section 501(c)(3) of the Code, contributions to which are deductible for federal income, gift and estate tax purposes.

In furtherance of the Corporation's foregoing purposes, the Corporation shall be further authorized:

i) To receive and maintain personal and real property, or both and, subject to the restrictions and limitations herein set forth, to use and apply the whole or any part of the income therefrom, and the principal thereof, exclusively for the foregoing charitable and other purposes.

ii) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the board of directors as required by the bylaws.

iii) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the services of such persons.

iv) To use, expend or distribute, in the manner, form and method, and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

v) To invest and reinvest surplus funds in such securities and properties as the board of directors may from time to time determine.

vi) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

vii) To contract and be contracted with, and to sue and be sued.

viii) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary (this shall not be compulsory unless required by law).

ix) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

x) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

xi) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the education and scientific purposes for which this Corporation is formed.

xii) Do all such acts as are necessary or convenient to carry out the purposes set forth in these Amended and Restated Articles of Incorporation and as are permitted by law and the Code or its corresponding Treasury Regulations for an entity which qualifies for exemption under Section 501(c)(3) of the Code.

This Corporation does not contemplate any pecuniary gain or profit to members, directors or officers thereof and no part of any earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and the Corporation may reimburse its members, directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation). No member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. However, the Corporation may confer benefits in the form of distributions, upon dissolution or otherwise, upon any organizations described in Code Sections 501(c)(3) and 170(c)(2) of the Code as specified herein.

No substantial part of the activities of the Corporation shall include or consist of the carrying on of propaganda or of otherwise attempting to influence legislation other than as permitted in Section 501(h) of the Code. This Corporation shall not participate in or intervene in or do any other act in connection with, any political campaign on behalf of, or in opposition to, any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate).

All the property of this Corporation is and shall be irrevocably dedicated to charitable purposes. In the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all liabilities of the Corporation, be distributed to one or more organizations which are organized and exist exclusively for charitable purposes which, at the time of such dissolution, qualify as an organization described in Sections 501(c)(3) and 170(c)(2) of the Code, or any corresponding section of any prior or future Internal Revenue Code, or any governmental agency for exclusively public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312 and the name of its initial registered agent at such address is Keith M. Poliakoff.

ARTICLE V - MEMBERS

This Corporation shall have Members. The classes of Members, and the manner in which Members shall be admitted to membership, shall be as set forth in the By-Laws of this Corporation.

ARTICLE VI. MANAGEMENT

With respect to the operation of this Corporation, power shall be exercised, its property controlled, and its affairs conducted by a board of directors, who shall be chosen as set forth in the bylaws of the Corporation. The number of directors of the Corporation shall be five; provided, however, that the number may be changed from time to time by a bylaw duly adopted pursuant to the bylaws of this Corporation, but shall not be less than three.

The names and addresses of the persons who are to serve as the directors are:

<u>NAME</u>	<u>ADDRESS</u>
Gary Jablonski	13400 Griffin Road Southwest Ranches, FL 33330
Jeff Nelson	13400 Griffin Road Southwest Ranches, FL 33330
Steve Breitkreuz	13400 Griffin Road Southwest Ranches, FL 33330
Doug McKay	13400 Griffin Road Southwest Ranches, FL 33330
Freddy Fisikelli	13400 Griffin Road Southwest Ranches, FL 33330

ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Amended and Restated Articles of Incorporation may be proposed by any Member or Director, and presented as provided in the By-Laws to a quorum (as defined

therein) of the Members for their vote. Amendments may be adopted by a majority of the Members of the Corporation at a meeting in which a quorum exists.

ARTICLE VIII. DISSOLUTION

In the event of dissolution, after payment or provision for payment of all debts and liabilities of the Corporation, the residual assets of the organization will be turned over to one or more not-for-profit fund, foundation or corporation which themselves are exempt as organizations described in Section 501(c)(3) or 501(c)(4) of the Code or corresponding sections of any prior or future law, or to the Federal, State or local Government for exclusively public purposes.

ARTICLE IX.

The incorporator to these Amended and Restated Articles of Incorporation, is:

Keith M. Poliakoff, Esq.
Arnstein & Lehr LLP
200 E. Las Olas Boulevard, Suite 1700
Fort Lauderdale, FL 33301

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Members, and the By-Laws shall be adopted at the first meeting of the Members. Such By-Laws may be amended or repealed in whole or in part in the manner provided therein.

ARTICLES XI - OFFICERS

This Corporation shall have those officers designated in the Bylaws from time to time.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

ARTICLE XIII - STOCK

This Corporation shall not have capital stock.

ARTICLE XIV - PRIVATE FOUNDATION

In any tax year in which the Corporation has been, or can be, characterized as a "private foundation" within the meaning of Section 509 of the Code, the Corporation:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code;

Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

Shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

Shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

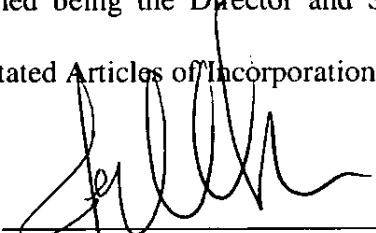
The foregoing Amendment to the Articles of Incorporation was approved and adopted by a majority vote of the board of directors.

IN WITNESS WHEREOF, the undersigned being the Director and Secretary of this Corporation has executed these Amended and Restated Articles of Incorporation.

5/23/13

Date

ACTIVE: 4589639_1



Director and Secretary