

No 1800006303
TRANSMITTAL LETTER

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

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-08/31/01--01035--012
*****87.50 *****87.50

SUBJECT: GLSEN Greater Fort Lauderdale, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Dean J. Trantalis, Esq
Name (Printed or typed)

2255 Wilton Dr.
Address

Wilton Manors, FL 33305
City, State & Zip

954-566-2226
Daytime Telephone number

FILED
01 AUG 31 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

9-5-01
WC

ARTICLES OF INCORPORATION

OF

GLSEN GREATER FORT LAUDERDALE, INC.

FILED
01 AUG 31 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to form a corporation for general charitable purposes pursuant to the Florida Corporation Not for Profit Law set forth in Section 617 of the State of Florida hereby adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Address

The name of the corporation shall be GLSEN GREATER FORT LAUDERDALE, INC., which is hereinafter referred to as "GGFL," and its permanent address shall be 2008 Riverside PL #2, Wilton Manors, FL 33305-2257.

ARTICLE II

Duration

The term of duration of the corporation is perpetual.

ARTICLE III

General and Specific Purposes

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

(a) to bring together teachers, parents, students, and concerned citizens from all walks of life to end the destructive effects of anti-gay bias in K-12 schools.

(c) to operate exclusively in any other manner for charitable, religious, educational, and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provisions of any other applicable Internal Revenue Law) as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

(b) to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Directors, will best promote the purposes of GGFL, without limitation, except such limitations, if any, as may be contained in the Incorporation, the By-Laws of the GGFL, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not For Profit Corporation Law.

ARTICLE IV

Management of Corporate Affairs

(a) Members: The qualifications for members and the manner of their admissions shall be regulated by the By-Laws. GGFL welcomes as Members any and all individuals who believe that the key to ending anti-gay prejudice and hate-motivated violence is education. An annual meeting of the Members shall be held in May or June of each year as provided by the By-Laws of GGFL.

(b) Board of Directors: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be at least three (3), provided, however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first annual meeting of members at which time an election of Directors shall be held.

The names and addresses of such initial Board of Directors are as follows:

<u>Name:</u>	<u>Address:</u>
Gary Corbitt	101 Tweedbrook Lane Hollywood, FL 33021-2981
Christine Donahue.....	1128 NE 13 Avenue Ft. Lauderdale, FL 33304
Denise Palazzo.....	3016 South Oakland Forest Drive #2904 Ft. Lauderdale, FL 33309
Michael Record.....	3680 Inverrary Drive #3-I Lauderhill, FL 33319
Raymond Rideout.....	2008 Riverside Place #2 Wilton Manors, FL 33305
Arthur Wittman.....	510 SW 9 Street Ft. Lauderdale, FL 33315

(c) Corporate Officers: Within ten (10) days following the Annual Meeting, the Board of Directors shall meet to elect officers. GGFL shall have a Chair, Secretary and Treasurer and such other officers the Board of Directors may from time to time elect.

(d) Liabilities of Directors: The Board of Directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

(e) Insurances/Indemnification:

(1) Liability: The Board of Directors shall have the power to obtain and provide liability insurance for GGFL officers, directors, advisors, employees, committee members, volunteers, agents and members to the extent and in the manner from time to time permitted by the Laws of the State of Florida, except that the Board cannot provide such insurance coverage for criminal, intentional or willful misconduct. Said insurance shall be in an amount determined necessary by the Board of Directors and held as an indemnification of GGFL's officers, directors, advisors, employees, committee members,

volunteers, agents and members in the event of any and all litigations commenced against GGFL.

(2) Indemnification: The Board of Directors shall have the power to provide indemnification with or without the aforementioned liability insurance for GGFL officers, directors, advisors, employees, committee members, volunteers, agents and members to the extent and in the manner from time to time permitted by the Laws of the State of Florida except that the Board cannot provide such insurance coverage for criminal, intentional or willful misconduct. Except to the extent such determination is reserved to the membership by the Laws of the State of Florida, the Board's determination to provide or refuse indemnification is conclusive.

ARTICLE V

Earnings and Activities of the Corporation

(a) The property of this corporation is irrevocably dedicated to educational purposes, and no part of the net income or assets of GGFL shall ever inure to the benefit of any member, director, officer of GGFL, or any private individual, except that reasonable compensation may be paid for services rendered to or for GGFL affecting one or more of its purposes.

(b) No substantial part of the activities of GGFL shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and GGFL shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, GGFL 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(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal 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 provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, GGFL 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 VI

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation dispose of all of the assets of the corporation exclusively for the purposes 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 provision of any future United States Internal Revenue 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 in 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 VII

Corporation Subscriber

The name and residence address of the Subscriber of GGFL is as follows:

Dean J. Trantalis, Esq.

2255 Wilton Drive
Wilton Manors, FL 33305

ARTICLE VIII
Amendment of By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the corporations Not For Profit Law of the State of Florida, concerning corporate action that must be authorized and/or approved by the members of the corporation, By-Laws of GGFL may be altered, rescinded, added to, or new By-Laws may be adopted, either by resolution of the Board of Directors, or by following the procedures set forth therefore in the By-Laws.

ARTICLE IX
Registered Agent and Office

The address of GGFL's registered office shall be 2255 Wilton Drive, Wilton Manors, Florida, 33305, and the name of its agent shall be Dean J. Trantalis, Esq.

ARTICLE X
Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

THE UNDERSIGNED, being the subscriber and incorporator of this corporation, for the purpose of forming the non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation the 29 day of August, 2001.

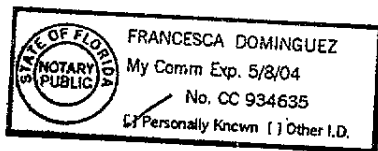
 (SEAL)
Dean J. Trantalis, Esq.

STATE OF FLORIDA
COUNTY OF BROWARD

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BEFORE ME, the undersigned authority, personally appeared DEAN J. TRANTALIS, ESQ., to me known to be the person described as the subscriber in the forgoing Articles of Incorporation, and he/she acknowledged before me that he/she subscribed to and executed said Articles this 29 day of August, 2001.

(SEAL)



Francesca Dominguez
NOTARY PUBLIC

My Commission Expires: 5/8/04

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that GLSEN GREATER FORT LAUDERDALE, INC., desiring to organize under the laws of the State of Florida with its principal office, as designated in the Articles of Incorporation at the City of Wilton Manors, County of Broward, and State of Florida, has named Dean J. Trantalis, Esq., located at 2255 Wilton Drive, Wilton Manors, FL 33305, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


DEAN J. TRANTALIS, ESQ.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA