

no 1000006717

TRANSMITTAL LETTER

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

EFFECTIVE DATE  
9-18-01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 SEP 19 PM 11:32

FILED

SUBJECT: The Showoffs Foundation, 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

Check No. 2557

ADDITIONAL COPY REQUIRED

FROM: Gaylord A. Wood, Jr., Wood & Stuart, P.A.

Name (Printed or typed)

304 S.W. 12th. Street

Address

Ft. Lauderdale, FL 33315-1549

City, State & Zip

(954) 463-4040

Daytime Telephone number

800004598278--4

-09/19/01--01043--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

B 9-21-01

ARTICLES OF INCORPORATION OF  
THE SHOWOFFS FOUNDATION, INC.

FILED

01 SEP 19 PM 11:32

A FLORIDA CORPORATION  
NOT FOR PROFIT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
9-18-01

ARTICLE I - NAME

The name of this corporation is THE SHOWOFFS FOUNDATION, INC.  
The term of existence of the Corporation is perpetual; and the  
corporate existence will commence on September 18, 2001.

ARTICLE II - ADDRESS

The principal place of business and mailing address of the  
corporation is 304 S.W. 12th. Street, Fort Lauderdale, Florida  
33315-1549.

ARTICLE III - PURPOSES

The Corporation is organized and shall operate for the  
following purposes: (a) For exclusively charitable purposes within  
the meaning of Section 501(c)(3) of the Internal Revenue Code; (b)  
To provide enrichment for the lives of Florida's citizens through  
cultural, training, educational and other activities; (c) To  
assist and provide an outlet for members of the community who wish  
to participate in the arts; (d) To provide an outlet for personal  
enrichment and performing by members of the community for the  
purpose of raising funds to fulfill the charitable purposes of the  
Corporation and (e) To conduct such other activities for the  
charitable purposes of the Corporation as the Board may from time  
to time deem appropriate.

#### ARTICLE IV - ELECTION OF DIRECTORS

There shall always be at least five (5) members of the initial Board of Directors of the corporation and such additional Directors as shall be authorized by the Board. Upon vacancy on the Board, new Directors will be elected by a majority of the then existing Directors of the Corporation.

#### ARTICLE V.- NAMES OF DIRECTORS AND OFFICERS

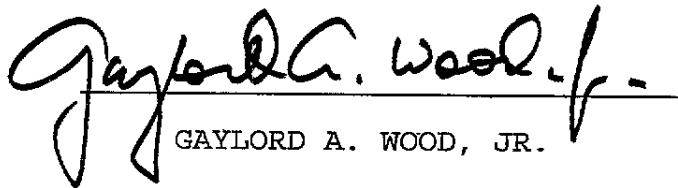
The names and addresses of the persons who are to serve as Directors and Officers until the first election thereof are as follows:

Name	Address
Joan W. Rosenthal President and Director	333 Sunset Drive, Suite 202 Ft. Lauderdale, FL 33301
Edith Richter Vice Pres. and Director	249 Tropic Drive Lauderdale-by-the-Sea, FL 33308
Kathy Rice Secretary, Treasurer and Director	2720 E. Oakland Park Blvd. #103 Ft. Lauderdale, FL 33306
Jan Benton Director	684 Lock Road Deerfield Beach, FL 33442
Ruth Petrinovic Director	6300 S. Falls Circle Dr. #401 Lauderhill, FL 33318
Gloria Kline Director	304 S.W. 12th. Street Ft. Lauderdale, FL 33315-1549

#### ARTICLE VI - REGISTERED AGENT

The initial registered office of the Corporation shall be located at 304 S.W. 12th. Street, Fort Lauderdale, Florida 33315-1549. The initial Registered Agent of the Corporation shall be Gaylord A. Wood, Jr., whose signature of these Articles shall constitute acceptance of his responsibility as Registered Agent.

Having been named as Registered Agent to accept service of process for the above-stated Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

  
GAYLORD A. WOOD, JR.

Dated: September 18, 2001

#### ARTICLE VII - NONPROFIT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, officers, directors 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, and collect fees for services rendered, in furtherance of the purposes set forth in Article III hereof. No substantial part of the

activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The Corporation shall not discriminate in any manner on the basis of race, religion, sex, creed, sexual orientation or place of national origin. Notwithstanding any other provision 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(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 provisions of any future United States Internal Revenue Code). The Corporation shall not apply accumulation of income in any manner which may subject to it to a denial of exemption as provided in Section 504 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code). The Corporation shall not distribute income so as to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1954. The Corporation shall not engage in any self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986. The Corporation shall not acquire or retain any "excess business holdings" as defined in Section 4943(3) of the

Internal Revenue Code. The Corporation shall not make prohibited investments which would subject it to tax under Section 4944 of the Internal Revenue Code. The Corporation shall not make expenditures which would subject it to tax under Section 4945 of the Internal Revenue Code. Upon dissolution or termination of the existence of the Corporation, none of the assets of the Corporation remaining after payment or satisfaction of obligations shall be distributed to any individual, officer or director thereof, but shall only be conveyed to either an appropriate governmental agency or to an organization which at the time is recognized by the Internal Revenue Service as exempt under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE VIII - EFFECTIVE DATE

The effective date of existence of the Corporation shall be September 18, 2001.

#### ARTICLE IX - INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

Name	Address
Gaylord A. Wood, Jr.	304 S.W. 12th. Street Ft. Lauderdale, FL 33315-1549

*Gaylord A. Wood, Jr.*  
GAYLORD A. WOOD, JR.  
Incorporator

STATE OF FLORIDA :  
: S S  
COUNTY OF BROWARD :

SWORN TO, subscribed and acknowledged before me, by GAYLORD A. WOOD, JR., personally known ..... ~~OR-Produced-Identification~~ ..... ~~Type-of-Identification-Produced~~ ....., who personally appeared before me and who executed the foregoing instrument for the purposes declared therein, and did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 18th. day of September, 2001.

*Elizabeth A. Casten*  
Notary Public, State of Florida

ELIZABETH CASTEN  
(Typed name of Notary Public)

My Commission Expires:

