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FLORIDA NON-PROFIT CORPORATION

Roofing Contractors Association of South Florida, Inc.

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**ARTICLES OF INCORPORATION
OF
ROOFING CONTRACTORS ASSOCIATION OF
SOUTH FLORIDA, INC.**

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

Section 1.1. The name of the corporation is **ROOFING CONTRACTORS ASSOCIATION OF SOUTH FLORIDA, INC.** (the "Corporation" or "Association").

**ARTICLE II
DURATION**

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III
NON-STOCK CORPORATION**

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue Certificates of Membership.

**ARTICLE IV
PURPOSE**

Section 4.1. The purposes for which the Association is organized is to foster and encourage a high standard of business ethics among the members of the roofing and/or sheet metal contracting industry and related business (the "Industry"), and to inform the general public of the importance of doing business with competent and ethical firms within the South Florida community and the Industry; to improve quality through research, education and recognition of competence in the Industry; to represent the interests of the members before government and regulatory bodies of all kinds; to procure donations and establish and collect membership dues for the Association and the financing thereof; and to do each, every and all things necessary, proper or expedient to improve the Industry and accomplish the general purposes of the Association.

Prepared By: Gregory A. McLaughlin, Esq.
FL Bar No. 0518794
Tripp Scott, P.A.
PO Box 14245
Ft. Lauderdale, FL 33302
(954) 525-7500

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Section 4.2. The Association shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Association is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Association shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(6) of the Code as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any Director or Officer of the Association or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes); and no Director or Officer of the Association, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Association.

Section 4.4. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association, exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated for the furtherance of the improvement of the industry in the community. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

ARTICLE V

MEMBERS AND MEMBERSHIP DUES

Section 5.1. Regular Membership. Any person or business entity engaged in a roofing and/or sheet metal contracting business that has an established, licensed place of business shall be eligible to apply for membership as a REGULAR member of the Association. Each person or business entity, as the case may be, shall constitute one (1) membership. Only one (1) REGULAR membership shall be granted to affiliated business entities, i.e., a parent company and its subsidiaries.

Section 5.2. Associate Membership. Any person or business entity engaged in any related branch of the roofing and/or sheet metal industry shall be eligible to apply for membership as an ASSOCIATE member. ASSOCIATE members shall have all the privileges and duties of REGULAR members, however, shall not be eligible to hold any office in the Association other than the office of Secretary and/or Treasurer.

Section 5.3. Honorary Membership. HONORARY membership in the Association shall be open to persons who are in a non-active professional status, and have been REGULAR members in

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the Association in good standing, and who, in the opinion of the Board of Directors of the Association, have rendered long and meritorious service to the Association. HONORARY membership can only be granted by a two-thirds (2/3) majority vote of members of the Association present and voting.

Section 5.4. Application for Membership. Persons or business entities seeking membership in the Association shall make application in writing on forms provided by the Association. Such application shall be referred to the Board of Directors for verification of all information, receipt of membership dues, and approval by a majority vote of the Board of Directors.

Section 5.5. Membership Dues. Membership dues shall be set by a majority vote of the Board of Directors at any regularly scheduled meeting of the Board of Directors. Funds required for special purposes may be solicited from time to time from the members of the Association as voluntary contributions to the Association.

- 5.5.1 The fiscal year of the Association shall run from the first day of January until the last day of December.
- 5.5.2 Membership dues shall be billed on October 31 and payable on or before January 1. Any member who has not paid his dues by March 31 shall become delinquent and his membership automatically canceled, along with any rights any privileges which accompanied such membership.
- 5.5.3 Membership dues shall be non-refundable.
- 5.5.4 New members shall receive a quarterly pro-rata credit on their first annual membership dues billing for the unused portion of the year in which they became a member.

Section 5.6. Resignation or Expulsion of Members. Any member may resign at any time by giving a written notice of resignation to the Secretary of the Association. The resignation shall be effective at midnight on the last day of the quarter of the calendar year in which such resignation is received. Such resigning member shall be responsible for his/her/its membership dues until the date such resignation is effective. The resigning member shall also be responsible for any written obligations which were contracted for with the Association by such resigning member prior to the effective date of such resignation, and shall be liable for his/her/its pro-rata share of the Association indebtedness incurred during such resigning member's membership term to the date of his/her/its resignation. Members may be dropped from the Association for non-payment of membership dues or loss of license. Expulsion of any member shall not in any way excuse such member's indebtedness to the Association for any membership dues due and payable to the Association at the time of expulsion or for any written obligation such expelled member has contracted for with the Association prior to such expulsion, and such member shall be liable for his/her/its pro-rata share of the Association indebtedness incurred during such expelled member's membership term to the date of his/her/its expulsion.

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ARTICLE VI DIRECTORS

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), consisting of not fewer than three (3) persons, subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum is present. The affirmative vote by a majority of the Board shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

- 6.1.1 Approval of grants, charitable gifts, transfers, and distributions by the Corporation to other entities.
- 6.1.2 Adoption of an amendment to the Articles of Incorporation or the Bylaws.
- 6.1.3 Organization of a subsidiary or affiliate by the Corporation.
- 6.1.4 Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

The method by which the Board shall be appointed or elected shall be as stated in the Bylaws of the Corporation.

Section 6.2. The initial Board of Directors shall consist of the following members appointed or elected in accordance with the Bylaws:

<u>Name</u>	<u>Address</u>
John Baron	2270 West 78 th Street Hialeah, FL 33016
Jim Murton	7860 NW 67 th Street Miami, FL 33166
Marcial Rodriguez	2730 West 78 th Street Hialeah, FL 33016
George Buckhold, Jr.	915 N. 16 th Court, #8 Hollywood, FL 33020
Rob Foote	1314 E. Atlantic Boulevard Pompano Beach, FL 33060

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Gary Waldrep	7000 SW21st Place Davie, FL 33317
Jerry Brown	1502 Cormorant Road Delray Beach, FL 33444
Tom Hashagen	5100B NW 9 th Avenue Ft. Lauderdale, FL 33309
Eddie Thompson	675 Alibaba Avenue Opa Locka, FL 33054

The Board of Directors may be expanded from time to time by a vote of the Board of Directors in accordance with the Bylaws of the Corporation, provided however the Board of Directors shall not exceed ten (10) members.

ARTICLE VII **ADDRESS**

Section 7.1. The principal office and mailing address of this corporation in the State of Florida is:

Roofing Contractors Association of South Florida
P.O. Box 291416
Davie, FL 33329-1416

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE VIII **REGISTERED AGENT AND REGISTERED OFFICE**

Section 8.1. The registered agent and registered office of the Corporation shall be:

<u>Name</u>	<u>Address</u>
Gregory A. McLaughlin, Esq.	c/o Tripp Scott, P.A. 110 S.E. 6 th Street, 15 th Floor Fort Lauderdale, FL 33301

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ARTICLE IX
AMENDMENT

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE X
BYLAWS

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the a two-thirds (2/3) majority vote of the members of the Corporation present and voting at a special meeting called for such purpose.

ARTICLE XI
INCORPORATOR

Section 11.1. The name and address of the incorporator of this Corporation is as follows:

Name

Address

Mark Zehnal

10460 SW787th Terrace
Miami, FL 33157

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31 day of January, 2002.

INCORPORATOR


Mark Zehnal

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

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

Roofing Contractors Association of South Florida, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at P.O. Box 291416, Davie, FL 33329-1416, appoints Gregory A. McLaughlin, Esq. of Tripp Scott, P.A., 110 S.E. 6th Street, 15th Floor, Fort Lauderdale, FL 33301 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named 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 Sections relative to keeping open said office.

REGISTERED AGENT:

Date: 2/18/02

Gregory A. McLaughlin

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