

NO2000001502

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ATTORNEYS AT LAW

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February 25, 2002

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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*****78.75 *****78.75

Re: Institute for Community Collaboration, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced proposed corporation.

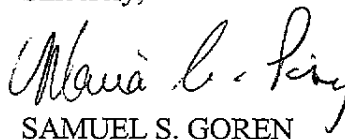
Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	<u>8.75</u>

TOTAL \$ 78.75

Please file these Articles in the Secretary of State's records and return a certified copy of the Articles to our office. Enclosed is a return envelope for your convenience.

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

Sincerely,


SAMUEL S. GOREN

SSG:mp

Encs.

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Cc: Carolyn Dekle, Executive Director
Jose Riesco, CPA

SIGNED IN MR. GOREN'S ABSENCE
IN ORDER TO EXPEDITE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03-04-02

ARTICLES OF INCORPORATION
OF THE INSTITUTE FOR COMMUNITY COLLABORATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation not-for-profit under Chapter 617 of the Florida Statutes, and certify as follows:

ARTICLE I
NAME

The name of this Corporation shall be: "The Institute for Community Collaboration, Inc.," and shall hereinafter be referred to as the "Corporation."

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

A. The address of the principal office is 3440 Hollywood Boulevard, Suite 140, Hollywood, Florida 33021.

B. The mailing address of The Institute for Community Collaboration, Inc., is 3440 Hollywood Boulevard, Hollywood, Florida 33021.

ARTICLE III
PURPOSES

The purposes for which the corporation is organized are as follows:

A. To build partnerships with institutions, private practitioners, and organizations in order to bring the collaborative process and consensus decision-making to the South Florida community regarding issues of concern to the South Florida community.

B. To provide collaborative and decision-making services including training, assistance in locating professionals, facilitation, of public discussion, mediation, and research.

C. To plan, foster, encourage, support, oversee, coordinate, direct, present, produce, promote, operate, and manage the collaborative, facilitation, and mediation services at The Institute for Community Collaboration, Inc., for the benefit of the residents of South Florida.

D. To be a neutral facilitator and assist in the establishment of mediation and facilitation programs, and to promote multi-jurisdictional mediation and consensus building on issues of concern to the South Florida community.

E. To solicit, receive, or generate funds from any source not inconsistent with the purposes of this Corporation and solicit, receive, or generate contributions, grants, gifts, or subventions from persons, entities, or any unit or agency of government.

F. To make contributions or donations for the public benefit or for the benefit of the residents of the South Florida area.

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TALLAHASSEE FLORIDA

G. To do and performing any and all acts as may be necessary and/or appropriate in order to carry out the stated purposes of the corporation.

H. To operate without profit for the sole and exclusive benefit of the Corporation.

I. To perform all of the functions contemplated as the Corporation and undertaken by the Board of Directors of the Corporation.

J. To hold funds solely and exclusively for the benefit of the Corporation for the purposes set forth in these Articles of Incorporation.

K. To promulgate and to enforce rules, regulations, Bylaws, covenants, restrictions, and agreements to effectuate the purposes for which the Corporation is organized.

L. To delegate power or powers where such is deemed in the interest of the Corporation.

M. To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to enter into, make, perform, or carry out contracts of every kind with any person, firm, corporation, association, or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

N. In general, to have all powers conferred upon corporations by the laws of the State of Florida, except as prohibited herein.

O. To have the authority to distribute monies and funds and to promote the general purposes of the Corporation upon the approval of the Board of Directors.

P. To endeavor to encourage and stimulate community interest in the promoting and activities of The Institute for Community Collaboration, Inc.

Q. 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 except that the Corporation shall be authorized to pay compensation in a reasonable amount to its officers and directors for services rendered and may confer benefits upon its shareholders in conformity with its purposes.

ARTICLE III MEMBERS

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

ARTICLE IV

TERM

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

ARTICLE V

OFFICERS

The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer, and such other officers as the Board may from time to time by Resolution create. Any two (2) or more offices may be held by the same person except the offices of president and secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws.

ARTICLE VI

POWERS

A. The Corporation shall have all of the common law and statutory powers of the 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)(3) of the Internal revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

B. The Corporation shall not issue shares of stock and shall not distribute any part of its income to its members, directors, or officers; provided, however, that the Corporation may pay compensation in a reasonable amount to its members, directors, officers, and employees for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE VII

BOARD OF DIRECTORS

A. Powers. All Corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

B. Number. The affairs of this Corporation shall be conducted by a Board of Directors, the number of which shall be determined from time to time in accordance with the Bylaws but shall never be less than five (5) voting members. Notwithstanding the maximum number of directors permitted under the Bylaws, it is the declared intention of the Corporation, that the number of directors be no larger than minimally necessary in order to properly carry on the activities of the Corporation.

C. Election; Removal. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

D. Compensation. Directors shall be compensated in accordance with the procedure provided in the Bylaws.

E. Resignations. Directors shall resign in accordance with the procedure provided in the Bylaws.

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

- (1) George Neugent
Mayor, Monroe County
25 Ships Way
Big Pine Key, FL 33043
- (2) Jose A. Riesco
Certified Public Accountant
2801 Ponce de Leon Boulevard
Suite 1000
Coral Gables, FL 33134
- (3) Carlton Moore
Commissioner, Fort Lauderdale
Fort Lauderdale City Hall
100 N. Andrews Avenue
Fort Lauderdale, FL 33301
- (4) John Kurzman
Commissioner, North Miami Beach
17011 NE 19th Avenue
North Miami Beach, FL 33162
- (5) Kristin D. Jacobs
Broward County Commissioner
Government Center
115 South Andrews Avenue
Fort Lauderdale, FL 33301

G. 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 and the applicable provisions of the Bylaws.

ARTICLE VIII BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors and may be amended, altered, or rescinded by a majority vote of such Board.

ARTICLE IX
AMENDMENT

Amendment, as herein contemplated, may be proposed by any director and may be adopted by the affirmative vote of the majority of the directors at the annual meeting of directors or at a special meeting of directors; provided, however, that in either instance, notice of the proposed amendment has been given with notice of the meeting.

ARTICLE X
VOTING

Subject to the restrictions and limitations hereinafter set forth, each director shall be entitled to one (1) vote. There shall be no factional voting. Except where otherwise required under the provisions of these Articles or Bylaws, the majority vote of the directors represented at any meeting of the members duly called and at which a quorum is present, shall be binding.

ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall be governed by the provisions of Chapter 617, Florida Statutes, as amended.

ARTICLE XII
DISSOLUTION OF CORPORATION

The Corporation may be dissolved upon a resolution to the effect being recommended by a majority of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Section 617.1401 of the Florida Statutes or statute of similar import, and approved by a majority of the voting rights of the Corporation's Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 4 day of February, 2002.

BY: _____

George Neugent, President
Institute for Community Collaboration, Inc.
25 Ships Way
Big Pine Key, FL 33043

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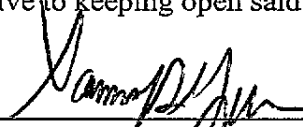
CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Florida Statutes, §48.091 and §617.0501, the following is submitted in compliance therewith.

FIRST, that The Institute for Community Collaboration, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Hollywood, county of Broward, State of Florida, has named SAMUEL S. GOREN, as registered Agent, who may be served at the registered office located at Goren, Cherof, Doody & Ezrol, P.A., 3099 East Commercial Boulevard, Suite 200, Fort Lauderdale, Florida, 33308, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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 the Florida Statutes relative to keeping open said office.



SAMUEL S. GOREN, REGISTERED AGENT

DATED this 4 day of February, 2002

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TALLAHASSEE FLORIDA