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Transmittal letter

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: Stonewall Pride, Inc.
Non-Profit Incorporation

Amnt Included \$87.50

Filing Fee, Cert. Copy, Certificate

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From:

Margaret Broenniman
1400 NE 14th St.
Ft. Lauderdale, FL
33304

954/288-4064

je 6/24

ARTICLES OF INCORPORATION of
STONEWALL PRIDE, INC.

In Compliance with Chapter 617, F.S., (Not for Profit)

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ARTICLE I NAME

The name of the corporation shall be:

STONEWALL PRIDE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1100 NE 34th Ct.
Oakland Park, FL 33334

ARTICLE III PURPOSE

This corporation is organized, exclusively for charitable and educational purposes. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE IV EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE VI MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is three (3), their names, addresses, and titles being as follows:

Co-Chair: CAROL MORAN, 1208 NE 12th Ave., Ft. Lauderdale, FL 33304.
Co-Chair: DALE MADISON, 2228 Wilton Dr., Wilton Manors, FL 33305.
Treasurer - JOHN CHAMBERS, 2931 NE 6th Ave., Ft. Lauderdale, FL 33334.
Secretary – MAURO MONTOYA, 3137 SW 16th St., Ft. Lauderdale, FL 33334.
MICHAEL SHERRY, 3137 SW 16th St., Ft. Lauderdale, FL 33334.
TONY RAMOS, 1815 E. Commercial Blvd., #305, Ft. Lauderdale, FL 33308.
MARGARET BROENNIMAN, 1400 NE 14th St., Ft. Lauderdale, FL 33304.
BRIAN LEONARD, 2500 Wilton Dr., Wilton Manors, FL 33305.
KENNETH MEYTROTT, 2836 NW 11th Ave., Wilton Manors, FL 33311.
MICHAEL MILLS, 239 NW 32nd Ct., Oakland Park, FL 33309.
TERRY L. NORMAN, 1100 NE 34th Ct., Oakland Park, FL 33334.
DEBBIE WEISINGER, 1830 NW 33rd Ct., Oakland Park, FL 33309.
LARRY WALD, 1307 East Las Olas Blvd., Ft. Lauderdale, FL 33301.

Members of the first Board of Directors, were elected under the existing bylaws of the organization and shall serve until the next annual meeting, at which their successors shall be duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VII PERSONAL LIABILITY

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII AMENDMENTS

These Articles or Incorporation may be altered, amended, or repealed from time to time by a three quarters vote of the entire Board of Directors.

ARTICLE IX DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal

government, or to a state or local government, for a public purpose. Any such assets not disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Margaret Broenniman, Esq.
1400 NE 14th St.
Ft. Lauderdale, FL 33304

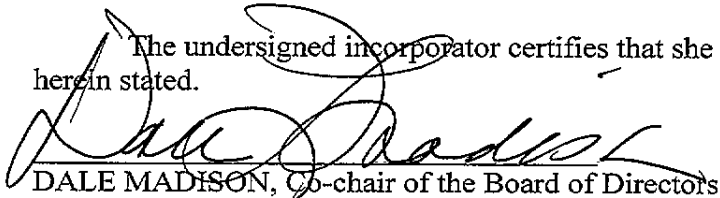
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ARTICLE XI INCORPORATOR

The name and address of the Incorporator is:

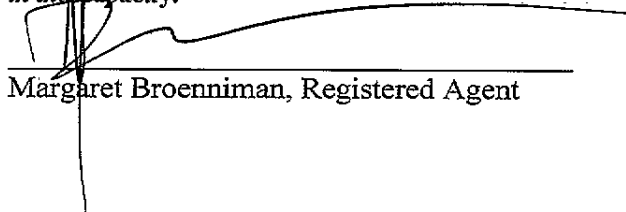
DALE MADISON
1208 NE 12th Ave.
Ft. Lauderdale, FL 33304.

The undersigned incorporator certifies that she executed these articles for the purposes herein stated.


DALE MADISON, Co-chair of the Board of Directors

Date 23 May, 2002

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.


Margaret Broenniman, Registered Agent

Date 30 May, 2002