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FLORIDA NON-PROFIT CORPORATION

Friends of the Airport, Inc.

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**ARTICLES OF INCORPORATION
OF
FRIENDS OF THE AIRPORT, INC.
(A Florida Corporation Not For Profit)**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In order to form a corporation not for profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, the undersigned hereby incorporates the corporation not for profit for the purposes and with the powers hereinafter set forth and, to that end, the undersigned, by these Articles of Incorporation, certifies as follows:

**ARTICLE I
NAME, PRINCIPAL AND MAILING ADDRESS**

The name of this corporation shall be FRIENDS OF THE AIRPORT, INC., a Florida corporation not for profit ("Corporation"), whose principal address and mailing address is c/o The Broward Alliance, 300 S.E. 2nd Street, Suite 780, Fort Lauderdale, Florida, 33309.

**ARTICLE II
PURPOSES**

The Corporation is organized exclusively for educational purposes in accordance with Section 501(c)(6) of the Internal Revenue Code of 1986 (the "Code"), or any corresponding provisions of a subsequent federal law. The purpose of the Corporation is to provide a forum for individuals, private employers, businesses, agencies (both public and private), and commercial and retail property owners and other individuals residing, working or located in the Broward County and surrounding areas within which to address the need to expand the Fort Lauderdale-Hollywood International Airport.

**ARTICLE III
POWERS**

The Corporation shall have the power to receive, acquire, own, maintain and use its assets for the purposes for which it is organized; to obtain and earn funds by any legal means for the encouragement of its purposes; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

In addition to the powers specified above, the Corporation shall have the additional powers specified in its Bylaws.

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ARTICLE IV LIMITATIONS

(a) The corporate powers shall be exercised so as to maintain the corporate status as an entity which qualifies under Section 501(c)(6) of the Code.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers 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 in furtherance of the purposes set forth in Article II hereof. All income from funds invested by the Corporation (or all principal of such funds, if so specified by the donor of such funds), shall be earned, held and/or distributed solely for the benefit of the Corporation and shall be distributable only to the Corporation as distributions are made.

ARTICLE V MEMBERS

The Corporation shall not have members.

ARTICLE VI DISTRIBUTION ON DISSOLUTION

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to one or more organizations located in Broward County, Florida with similar purposes as the Corporation and qualified under Section 501(c)(3) or 501(c)(6) of the Code, and if there are no such organizations, the assets shall be distributed in the discretion of the Board of Directors, to one or more organizations having their principal place of operation in Broward County, Florida and qualified under Section 501(c)(3) or 501(c)(6) of the Code. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes and to such organizations, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to this Corporation and which are qualified under Section 501(c)(3) or 501(c)(6) of the Code.

ARTICLE VII OFFICES AND REGISTERED AGENT

The offices of the Corporation shall be located at 300 S.E. 2nd Street, Suite 780, Fort Lauderdale, Florida 33301. The registered agent of the Corporation shall be Joan Goodrich, 300 S.E. 2nd Street, Suite 780, Fort Lauderdale, Florida 33301.

ARTICLE VIII DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IX BOARD OF DIRECTORS

The management of the Corporation shall be vested in the Board of Directors (the "Board of Directors"). The members ("Directors") of the Board of Directors shall serve without compensation. The number of persons constituting the initial Board of Directors shall be three (3), but the number of Directors may be increased to no more than twenty-five (25) as determined from time to time by the Board of Directors. The Board of Directors shall at all times have at least three (3) members. Upon the expiration of each Director's term, or upon majority vote of the Board to expand the number of Directors on the Board of Directors, a new Director will be elected (or a prior Director will be reelected, if applicable) for a full term as provided herein.

A Director's term shall be three (3) years; provided, however, that the Director who is the Chairman of the Board shall serve as director as long as he/she retains such office. Directors may only serve two (2) consecutive terms; provided, however, that any partial term (which shall include (a) a partial term which is served to finish the uncompleted term of another Director, and (b) the terms of the Corporation's initial Directors shall not be counted as one of the permitted two (2) terms.

When a Director completes a term, or when a Director's term is terminated prior to its expiration for any reason, including, without limitation, death or resignation, such Director's replacement (which may be, if permitted, the same individual) shall be selected by the Board of Directors, by majority vote.

ARTICLE X INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Mark F. Grant, Esq.
Ruden, McClosky, Smith, Schuster & Russell, P.A.
200 E. Broward Blvd.
Fort Lauderdale, Florida 33301

ARTICLE XI BYLAWS

The Bylaws shall be adopted, altered, amended or repealed only by a majority vote of the Board of Directors (such majority being based upon the total number of Directors then on the Board

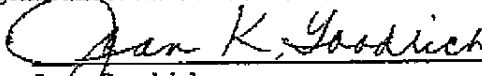
of Directors). The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with applicable law or these Articles of Incorporation.

ARTICLE XII AMENDMENT TO ARTICLES OF INCORPORATION

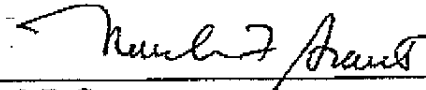
These Articles of Incorporation shall be amended only by a majority vote of the Board of Directors (such majority being based upon the total number of Directors then on the Board of Directors).

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the designation of Registered Agent as set forth in Article VII of these Articles of Incorporation, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.


Joan Goodrich

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature this 12th day of AUGUST, 2002.


Mark F. Grant

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 12th day of August, 2002, by Mark F. Grant, the person described as the Incorporator of these Articles who executed the foregoing Articles of Incorporation, who is personally known to me or produced _____ as identification.

[NOTARY SEAL.]

Notary: Susan P. Scheid
Print Name: SUSAN P. SCHEID
Notary Public, State of Florida
My Commission expires: _____



Susan P. Scheid
MY COMMISSION # CC855785 EXPIRES
November 12, 2003
BONDED THRU TROY FAIR INSURANCE INC.

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