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ACCOUNT NO. : 072100000032

REFERENCE : 702761 7232363

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 78.75

2002 AUG 13 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ORDER DATE : August 13, 2002

ORDER TIME : 11:41 AM

ORDER NO. : 702761-005

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CUSTOMER NO: 7232363

CUSTOMER: Jay R. Beskin, Esq
Beskin Lewis & Kracoff, P.a.

8220 State Road 84
Suite 302
Davie, FL 33324

DOMESTIC FILING

NAME: FLORIDA DEMOCRATIC MUNICIPAL
OFFICIALS CONFERENCE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS:

6246
W02-23510

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TALLAHASSEE FLORIDA

02 AUG 13 PM 12:48
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58
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

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2002 AUG 13 PM 1:05

SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 14, 2002

RESUBMIT

Please give original
submission date & file date

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA DEMOCRATIC MUNICIPAL OFFICIALS CONFERENCE,
INC.

Ref. Number: W02000023510

We have received your document for FLORIDA DEMOCRATIC MUNICIPAL OFFICIALS CONFERENCE, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 402A00048186

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE

8/12/02

FLORIDA DEMOCRATIC MUNICIPAL OFFICIALS CONFERENCE, INC.
ARTICLES OF INCORPORATION

FILED

2002 AUG 13 PM 1:05

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE

NAME AND LOCATION

The name of this corporation shall be the Florida Democratic Municipal Officials Conference, Inc., (hereafter or sometimes "FDMO" or "Corporation"), a non-profit organization incorporated and located in the State of Florida. 8820 State Road 84, Suite 302, Davie, FL 33324

ARTICLE TWO

STRUCTURE OF CORPORATION

The Florida Democratic Municipal Officials Conference, Inc., shall operate as an independent, non-profit political organization and will consist of municipal officials in the State of Florida (the "State") who are members of the Democratic Party. Decisions regarding the operation of FDMO shall remain exclusively with FDMO and shall be based upon the objectives of the corporation.

ARTICLE THREE

OBJECTIVES OF CORPORATION

1. To serve as the structure through which municipal officials who subscribe to the principles of the Democratic Party can communicate and promote the goals of the Democratic Party as they relate to the municipalities of the State.
2. To serve the State's municipal officials who subscribe to the principles of the Democratic Party, through acting as their liaison between the Democratic National Committee, the Florida League of Cities, and all levels of government. To encourage sustained intergovernmental cooperation on matters of mutual interest.
3. To promote a public understanding of the local government role in the State system, and to use that understanding to encourage political support for the State programs at the municipal level.
4. To create a political network of municipal officials to affect local, state, and national elections; thereby bringing individuals into the political office who subscribe to the principles of the Democratic Party, and to aid in the re-election efforts of incumbent municipal officials who are members of the Democratic Party.
5. To serve as a forum for municipal officials to formulate, debate, recommend, and act on public policy affecting the State's municipalities.

ARTICLE FOUR

MEMBERSHIP

- Section 1. Membership. Any current municipal official within the State who is a member of the Democratic Party and who supports the goals of FDMO shall be eligible for membership in the FDMO, Inc. Auxiliary or ad-hoc membership in the FDMO may be allowed by the Executive Committee, as deemed necessary to further the goals of the FDMO.
- Section 2. Admission of Membership. All qualified and eligible applicants for membership in FSMO shall be accepted.
- Section 3. Rescinding of Membership. Upon majority vote of all FDMO members present and voting at any meeting of FDMO or by written ballot of the membership of FDMO, any membership may be rescinded.
- Section 4. Resignation. Any member may resign by filing a written resignation with the Chairperson of FDMO.

ARTICLE FIVE

DUES

- Section 1. Establishment of Dues. Membership dues and any other charges shall be established by the Executive Committee.
- Section 2. Delinquency and Cancellation. Any member delinquent in the payment of dues for a period of ninety (90) days shall be notified of such delinquency and suspended from further participation in the affairs of FDMO. If payment of dues is not made within the succeeding thirty (30) days, the delinquent members shall forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Executive Committee.
- Section 3. Refunds. No dues shall be refunded to any member for any reason.

ARTICLE SIX

MEETINGS OF MEMBERSHIP

- Section 1. Regular Meetings. Regular meetings of FDMO shall be held in conjunction with the Florida League of Cities annual meetings.

- Section 2. Special Meetings. Special meetings of FDMO may be called by the Chairperson, in consultation with the Executive Committee, at any time. The specific business for which the Special Meeting is called shall be stated in the notice thereof.
- Section 3. Notice of Meetings. Notice of any meeting of FDMO membership shall be made to the last known address of each member not less than three (3) nor more than forty (40) days before the date of the meeting.
- Section 4. Cancellation of Meetings. The Executive Committee, by a unanimous vote, may cancel any Regular or Special Meeting.
- Section 5. Rules of Order. Wherever applicable and not inconsistent with these Articles, all meetings and proceedings of FDMO shall be governed by Robert's Rule of Order.

ARTICLE SEVEN

OFFICERS

- Section 1. Elected Officers. The elected officers of FDMO shall be a Chairperson, First and Second Vice Chairpersons, a Secretary, and a Treasurer. Each officer shall serve until his/her successor has been duly elected and assumes office. The Chairperson shall have served as Vice Chairperson previously, unless the previous Vice-Chairpersons elect not to run or are no longer in office.
- Section 2. Qualifications for Office. Any individual who is a member of FDMO shall be eligible for any elective office FDMO.
- Section 3. Election of Officers. Election of officers will occur at the summer regular Meeting of FDMO in even years. The members at this Regular Meeting, by a majority of those present and voting, shall elect each of the officers of FDMO. The Executive Committee shall establish the procedures for the election of officers.
- Section 4. Nominations. The Chairperson will appoint a nominating committee composed of three (3) members of FDMO. Nominations will also be accepted from the membership during the meeting at which elections occur.
- Section 5. Term of Office. Each elected officer shall take office immediately upon installation and shall serve for a term of two (2) years or until his/her successor is duly elected and qualified.
- Section 6. Vacancies/Removal. Except as otherwise provided, vacancies in any elective office may be filled for the balance of the term by elections held at the next Regular or Special Meeting of FDMO. FDMO may remove any officer from office for cause, by a two-thirds vote of all of its members.

ARTICLE EIGHT

DUTIES OF OFFICERS

Section 1. Chairperson. The Chairperson shall serve as Chair of the Executive Committee and shall also serve as an ex-officio voting member on all other committees. He/She shall also serve as the FDMO representative on the Florida Democratic Committee. The Chairperson shall make all required appointments of standing and special committees.

As he/she shall deem proper, the Chairperson shall communicate to the members such matters and make such suggestions as may in his/her opinion promote the welfare and increase the usefulness of the FDMO. He/she shall perform such other duties as are necessary to the office of Chairperson or as are prescribed by the membership.

Section 2. Vice Chairpersons. The Vice Chairpersons shall be members of the Executive Committee and one shall be of each gender. The Vice Chairpersons shall work in close cooperation with the Chairperson, shall perform such duties as the Chairperson shall assign to them, or in the absence or incapacity of the Chairperson shall be vested with all powers and perform all the duties of the office of the Chairperson. In addition, the First Vice Chairperson shall, in case of the resignation, death or removal of the Chairperson, become Chairperson of FDMO for the unexpired term. He/She shall become Chairperson for the following term.

Section 3. Secretary. The Secretary of FDMO shall be a member of the Executive Committee and shall be responsible for authorizing the timely mailing of notices of members and the recording of proceedings of FDMO meetings and all committees. The Secretary shall see that accurate records are kept.

Section 4. Treasurer. The Treasurer shall be a member of the Executive Committee and shall authorize FDMO staff to collect all member dues and/or assessments, shall establish proper accounting procedures for the handling of FDMO funds, and shall be responsible for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Executive Committee. The Treasurer shall report on the financial condition of FDMO as requested by a member of the Executive Committee.

ARTICLE NINE

COMMITTEES

Section 1. Executive Committee. The Executive Committee shall be comprised of the Chairperson, the First and Second Vice Chairpersons, the Secretary, and the

Treasurer. The Executive Committee shall be responsible for managing activities of FDMO. It shall have such other duties as assigned by the Chairperson. Insofar as practicable, the Executive Committee members shall be representatives of the various regions of the State of Florida and all segments of the population.

Section 2. Other Committees. The Executive Committee may establish such additional committees for purposes as it may require. The Chair and the Members of such committees will be nominated by the Chairperson and approved by the Executive Committee.

Section 3. Quorum. Except as otherwise provided by the Articles of Incorporation, at any meeting of the Executive Committee or any other committee, no less than one-third of the Committee Members shall constitute a quorum for the transaction of business and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present and voting.

Section 4. Voting. Each FDMO member shall have one vote. Action taken by mail ballot of the members, in which at least a majority of such members, in writing, indicate themselves in agreement, shall constitute a valid action of the FDMO if reported at the next regular meeting.

Section 5. Reimbursement. Elected officers may be reimbursed for expenses, authorized by the Executive Committee, incurred in connection with business of FDMO.

ARTICLE TEN

STAFF

Section 1. Appointment. The Executive Committee may employ any individual and/or company to provide office facilities and staff. The terms and conditions of employment shall be specified by the Executive Committee. The Executive Committee may also utilize the services of the Florida Democratic Party and its staff.

Section 2. Responsibilities. The staff shall be responsible for carrying out administrative duties of FDMO according to general policies established by the Executive Committee. The staff shall be responsible to the Chairperson and is required to file legal and tax documents on a timely basis.

ARTICLE ELEVEN

FINANCE

Section 1. Fiscal Period. The fiscal period of FDMO shall be prescribed by the Executive Committee.

Section 2. Budget. The Executive Committee shall adopt an annual operating budget covering all activities of FDMO. The budget shall be prepared by FDMO staff under the general guidance of the Executive Committee, and shall be available to FDMO membership.

Section 3. Expenditures. The FDMO shall use its funds only to accomplish the objectives specified in these Articles of Incorporation and authorized by the Executive Committee.

Section 4. Audit. The accounts of FDMO shall be audited annually by a Certified Public Accountant or other qualified individual who shall be appointed by the Chairperson with the approval of the Executive Committee and who shall report to the Chairperson and the Treasurer.

ARTICLE TWELVE

DISSOLUTION

On dissolution of FDMO, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations, to be selected by the Executive Committee.

ARTICLE THIRTEEN

AMENDMENTS

The Articles of Incorporation may be amended or repealed by a two-thirds vote of the members present and voting at any meeting duly called and regularly held, notice of such proposed changed having been sent in writing to the members thirty (30) days before such meeting, or by a two-thirds vote of all members voting by a thirty-day mail ballot.

ARTICLE FOURTEEN

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is: 8220 State Road 84, Suite 302, Davie, Florida 33324, and the name of its initial Registered Agent at that address is Jay R. Beskin.

ARTICLE FIFTEEN

INCORPORATOR

The name and address of the Incorporator is as follows:

NAME

ADDRESS

Jay R. Beskin

8220 State Road 84, Suite 302
Davie, Florida 33324

ARTICLE SIXTEEN

BY-LAWS

The bylaws of the Corporation are to be made and adopted by the Executive Committee, and may be altered, amended or rescinded by the Executive Committee. The provisions of Section 607.081, Florida Statutes (1981), as amended from time to time, shall govern the Bylaws.

ARTICLE SEVENTEEN

NONSTOCK BASIS

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE EIGHTEEN

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE NINETEEN

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 617.014, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE TWENTY

The method of election is as states in the bylaws.

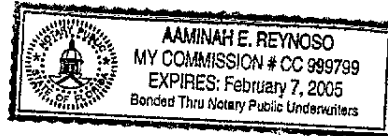
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12th day of August, 2002.

J. R. Beskin
Jay R. Beskin

STATE OF FLORIDA :
: ss
COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me this 12th day of August, 2002, by Jay R. Beskin, to me well known and known to me to the person described in and who executed the foregoing Articles on Incorporation, who is personally known to me (or who has produced _____ as identification).

Aaminah E. Reynoso
SIGNATURE OF PERSON TAKING ACKNOWLEDGMENT
PRINT NAME OF ACKNOWLEDGER:
TITLE:
COMMISSION NUMBER:
COMMISSION EXPIRES:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent for the Florida Democratic Municipal Officials Conference, Inc., which is contained in the foregoing Articles of Incorporation.

DATE this 12th day of August, 2002

J. R. Beskin
REGISTERED AGENT

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FILED
2002 AUG 13 PM 1:05
CLERK OF STATE
TALLAHASSEE FLORIDA