

TRANSMITTAL

NO 200000 7198

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

600007847306--7  
-09/19/02--01046--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Miami PBA Foundation, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Mitchell Brooks  
Name (Printed or typed)

2300 NW 14th Street  
Address

Miami, FL 33125  
City, State & Zip

Cell (941) 633 9891  
Daytime Telephone number

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NOTE: Please provide the original and one copy of the articles.

RECEIVED SEP 20 2002

**ARTICLES OF INCORPORATION OF  
MIAMI PBA FOUNDATION, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated as a corporation not for profit under the laws of the State of Florida, and we do hereby subscribe to and adopt the following as our articles of incorporation:

**ARTICLE 1. - NAME**

The name of this corporation is MIAMI PBA FOUNDATION, INC.

**ARTICLE 2. - PURPOSES**

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, 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, or corresponding section of any future federal tax code.

To organize, operate, and maintain, without profit to the Corporation, and organization to promote cooperation and harmony between the police and community, while providing opportunities for association members to put forth a benevolent and humanitarian image of the Miami Police Department through volunteer charitable service and assistance to the community, solicit donations and to accept money or personal property in aid of such purpose and to maintain the same.

**ARTICLE 3. - LIMITATIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 elsewhere and herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other of these provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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**ARTICLE 4. - DISSOLUTION**

Upon the dissolution of the corporation, 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 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 or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 5. - QUALIFICATION OF MEMBERS**

The membership of this corporation shall consist of those persons hereinafter named as subscribers and such other persons as, from time to time, shall become members in the manner provided by the Bylaws.

**ARTICLE 6. - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE 7. - SUBSCRIBERS**

The names and residences of the subscribers to these articles are:

<u>NAME</u>	<u>ADDRESS</u>
JIM BILLBERRY	115 NW 32 Ct. Miami, FL 33125
STEVE ROSSBACH	267 Palmer Place Fort Lauderdale, FL 33332
MARK WISNER	18000 SW 88 Ct. Miami, FL 33157

**ARTICLE 8. - OFFICERS**

Section 1. The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer and such other officers as may be provided in the Bylaws.

Section 2. No person may hold more than one office except that the Bylaws may provide that the offices of secretary and treasurer shall be combined.

## **ARTICLE 9. - BOARD OF DIRECTORS**

Section 1. The Board of Directors shall manage the business affairs of this corporation. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than three (3).

Section 2. The Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected at the annual meeting of the membership and shall hold office in accordance with provisions of the Bylaws.

Section 4. The names and addresses of the persons who are to serve as directors until the first election thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JIM BILLBERRY	115 NW 32 Ct. Miami, FL 33125
STEVE ROSSBACH	267 Palmer Place Fort Lauderdale, FL 33332
MARK WISNER	18000 SW 88 Ct. Miami, FL 33157

## **ARTICLE 10. - BYLAWS**

Bylaws of this corporation shall be made and may be altered or rescinded by majority vote of those members present at any regular meeting or at any special meeting called for that purpose. Notice of any special meeting shall be given as provided in the Bylaws.

## **ARTICLE 11. - AMENDMENTS**

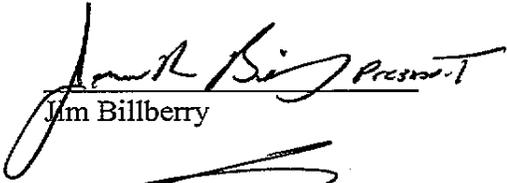
Section 1. These Articles of Incorporation may be amended at any annual meeting of the membership or at any special meeting of the membership called for that purpose, by a two-thirds vote of those present.

Section 2. Amendments may also be made by the Board of Directors at any meeting of the Board, provided at least ten days' notice of such proposed amendment or amendments be given to all members of the corporation by regular U. S. Mail.

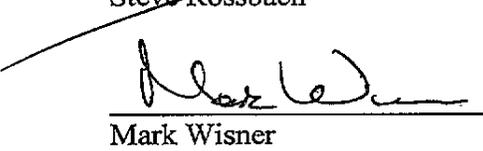
**ARTICLE 12. - PRINCIPAL OFFICE**

The location of the principal office of this corporation shall be 2300 NW 14 Street, Miami, Florida, but may, from time to time, be changed to any other location in the State of Florida. Meetings of the Board of Directors and meetings of the membership may be held at any place within or outside the State of Florida, provided notice shall be given as provided by the Bylaws.

IN WITNESS WHEREOF, THE UNDERSIGNED has (have) made and subscribed these articles of incorporation on the 28<sup>th</sup> day of August, 2002.

 Jim Billberry

 Steve Rossbach

 Mark Wisner

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

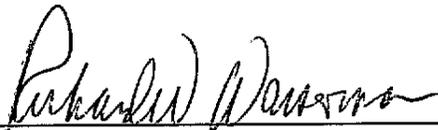
Pursuant of the provisions of Section 607.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

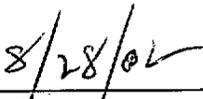
The name of the corporation is the MIAMI PBA FOUNDATION, INC.

The name and address of the registered agent and office is:

Richard Wasserman  
7230 Miami Lakeway South  
Miami Lakes, FL 33014

Having been named as registered agent and to accept the process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Signature

  
\_\_\_\_\_  
Date

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