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LAW OFFICES

MIERZWA & ASSOCIATES, P.A.

MATTHEW J. MIERZWA, JR.
F. KEITH DUBIN
TAMI L. AUGEN
Of Counsel:
JOSEPH H. KAPLAN

3900 WOODLAKE BOULEVARD
SUITE 212
LAKE WORTH, FLORIDA 33463-3045
TELEPHONE: (561) 966-1200
FACSIMILE: (561) 966-1231



December 12, 2002

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

Re: Articles of Incorporation of
Metro Dade Fire Fighters Wellness
Center, Inc.
Our File No. 121403.7002

Dear Sir/Madam:

Enclosed is an original and one copy of the articles of incorporation for a Florida Corporation. Also, enclosed is this firm's trust account check number 4663 in the amount of \$131.25 which is to cover the cost of filing and to obtain a certified copy and certificate.

If you need any additional information, please contact our office.

Sincerely,

A handwritten signature in cursive script that reads 'Joy L. Hickle'.

Joy L. Hickle
Legal Assistant

/jlh
Enclosures

**ARTICLES OF INCORPORATION
OF
METRO DADE FIRE FIGHTERS WELLNESS CENTER, INC.
A FLORIDA NONPROFIT CORPORATION**

ARTICLE I

The name of this corporation is: METRO DADE FIREFIGHTERS WELLNESS CENTER, INC.

ARTICLE II

The street address of the principal place of business of the corporation is: 8000 N.W. 21st Street, Suite 222, Miami, Florida 33122-1605.

ARTICLE III

The term of existence of the Corporation is perpetual.

ARTICLE IV

The corporate existence will commence upon the filing of these articles with the Department of State.

ARTICLE V

The purpose for which the Corporation is organized is:

To be an employees association, for employees of a Florida governmental employer, in which membership is voluntary and that provides health benefits and wellness facilities, provided that no part of the net earnings inures, other than by the provision of plan benefits, to the benefit of any private shareholder or individual. The Corporation is intended to comply in all respects with the requirement of Internal Revenue Code § 501(c)(9).

ARTICLE VI

This Corporation is subject to and subordinate to the authority of Metro Dade Fire Fighters, Local 1403, IAFF.

ARTICLE VII

This Corporation shall have an initial Board of Directors consisting of not less than three persons, and the initial Board of Directors shall be appointed by the Incorporator of this Corporation.

The Board of Directors shall directly parallel the Officers of Metro Dade Fire Fighters, Local 1403, IAFF. Specifically, the President of Local 1403 shall be the Director/President of this Corporation; the First Vice-President of Local 1403 shall be the Director/First Vice-President of this

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Corporation; the Second Vice-President of Local 1403 shall be the Director/Second Vice-President of this Corporation; the Secretary of Local 1403 shall be the Director/Secretary of this Corporation; and the Treasurer of Local 1403 shall be the Director/Treasurer of this Corporation.

Additionally, the Board of Directors shall directly parallel the twelve (12) elected Executive Board Members of Metro Dade Fire Fighters, Local 1403, IAFF.

These Director/Officer positions and Director positions shall change automatically with the change of officers of Metro Dade Fire Fighters, Local 1403, IAFF and with the change of the twelve (12) elected members of Metro Dade Fire Fighters, Local 1403, IAFF without any further election or other action whatsoever. Should a Director/Officer or a Director of this Corporation fail to turn over his or her position at the appropriate time, then the Metro Dade Fire Fighters, Local 1403, IAFF shall be authorized to apply to the Circuit Court for relief.

ARTICLE VIII

The membership of this Corporation shall consist of individuals who become entitled to participate by reason of being employees whose eligibility for membership is defined by reference to objective standards that constitute an employment-related common bond among such individuals, which members shall not be entitled to vote.

ARTICLE IX

The initial street address of the Corporation's registered office is: 3900 Woodlake Boulevard, Suite 212, Lake Worth, Florida 33463. The initial registered agent for the Corporation at that address is Mierzwa & Associates, P.A.

ARTICLE X

The Board of Directors may adopt initial by-laws and shall have the power to alter, amend, renew, or adopt by-laws. The method of altering, amending, renewing, or adopting by-laws, shall be set forth in the by-laws.

The by-laws may provide for partial dissolution of the Corporation.

ARTICLE XI

Upon dissolution of this Corporation, the Corporation may, if assets remain after all liabilities have been discharged, use the remaining assets to provide insurance, life, sick, accident, or other permitted benefits to employees; or such assets may be distributed pursuant to the terms of a collective bargaining agreement between Metro Dade Fire Fighters, Local 1403, IAFF, and Miami-Dade County; however, in no event shall such assets pass to Miami-Dade County.

ARTICLE XII

These Articles of Incorporation may be amended in accordance with Section 617.1002(1)(b),

Florida Statutes. Specifically, an amendment may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

ARTICLE XII

The name and street address of the incorporator of these articles of incorporation is:

Name

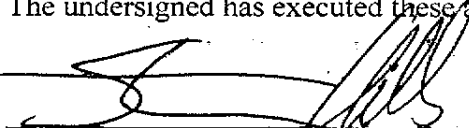
Address

Stan Hills

8200 N.W. 21st Street
Suite 222
Miami, Florida 33122-1605

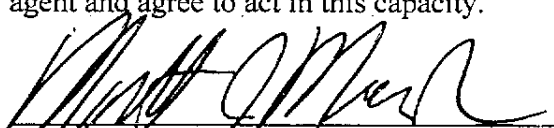
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The undersigned has executed these articles of incorporation


Stan Hills
Incorporator

12/11/02
Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designed in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Matthew J. Mierzwa, Jr., Esq.
for Mierzwa & Associates, P.A.
Registered Agent

12/11/2
Date