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DIVISION OF CORPORATIONS

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. BROWARD BEACH COALITION, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- ☐ Profit  
☒ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
BROWARD BEACH COALITION, INC.  
(A Corporation Not for Profit)

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes for the formation of corporations not for profit, the undersigned does hereby establish a corporation not for profit for the purposes and with the powers hereinafter set forth, to wit:

I.  
**NAME OF CORPORATION**

The name of the Corporation shall be the Broward Beach Coalition, Inc. (hereinafter the "Corporation")

II.  
**ADDRESS OF PRINCIPAL OFFICE**

The address of the principal office and mailing address of the Corporation is 300 S. Orange Avenue, Suite 1500, Orlando, Florida 32801.

III.  
**PURPOSES**

This Corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds to promote and represent the common business interests of and improve business conditions among such members of the business community, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, who are impacted by beach erosion in Broward County, Florida, and desire to promote preservation, nourishment, and renourishment of Broward County beaches.

IV.  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be carried on through its Board of Directors consisting of not less than 3 members and not more than 10 members. Future directors of the Corporation will be elected by the Board of Directors of the Corporation. The manner of election or appointment of the directors shall be as set forth in the Bylaws. The number and election of the Directors shall be as provided in the Bylaws of the Corporation.

The names of the initial Board of Directors are:

Pio R. Ieraci

Eleanor Sobel

Linda Gill

Steve S. Sorensen

William Coletti

**V.**  
**POWERS AND LIMITATIONS**

To accomplish the foregoing objectives and purposes, and for no other purpose, the Corporation shall have powers granted by Section 617.0302, Florida Statutes, as amended from time to time, along with the following powers, all subject to the limitations hereafter provided:

A. To solicit, accept, and collect pledges, donations, contributions, and gifts in cash or in property, and to take and to hold, by bequest, devise, gift and purchase or lease, either absolutely or in trust, for its objects and purposes or any of them, any property, real, personal or mixed, without limitation as to the amount, except such limitation, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and to expend the income therefrom or the principal thereof for any of the Corporation's objectives and purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, or any of them (but for no other purposes), and in administering the same to carry out the directions and to exercise the powers contained in the trust instrument under which the property is received, including the expenditure of principal, as well as income, for one or more of such purposes if authorized or directed in the trust instrument under which it is received.

B. To create and control other corporations, limited liability companies, limited partnerships, limited liability partnerships, or organizations deemed advisable to best accomplish the purposes of this Corporation.

C. To acquire by purchase, lease, contract, or otherwise any property, real, personal or mixed, including interests in oil, gas and other minerals, stocks, bonds, notes, and other interests or obligations of corporations, partnerships, or other business organizations.

D. To own, hold, sell, convey, lease, and otherwise manage, contract with reference to,

or dispose of all or any part of its assets, real or personal, on any terms and conditions as may be lawful, and likewise to invest all proceeds and income of such assets in any type or kind of property, real, personal, or mixed, as appears advisable and as permitted of corporations by law, and if deemed advisable by the Board of Directors, the Corporation may enter into any general, special or limited partnership as a general, special or limited partner or become a member of any limited liability company.

E. To borrow money, execute notes, mortgages, trust indentures, bonds, and to enter into such other contracts as shall be deemed advisable by the Board of Directors and in furtherance of the purposes of the Corporation.

F. To have and maintain such office or offices and related equipment as are necessary to administer the affairs of the Corporation and to do any and all things necessary in the premises in order to effectively receive, administer, manage, operate, disburse, and control any funds and or property of any nature which the Corporation may have.

G. In fulfilling its objectives and purposes, as hereinabove set out, and its powers, the Corporation shall be subject to the following limitations:

(1) No part of the net income of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article III hereof.

(2) The Corporation is not formed for profit, but shall be operated exclusively for the purposes described herein.

(3) Notwithstanding any other provision of these Articles to the contrary, 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)(6) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any subsequent federal tax laws.

(6) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to its members and/or to organizations which are exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

None of the officers or Directors shall be required to furnish any bond or surety and none of them shall be responsible or liable for the acts of omissions of any other officer or Director or predecessor officer or Director.

The Directors shall have all the powers, except as herein limited, as provided by

common law and by the State of Florida and such other states as the Corporation may function in, including the power to adopt by-laws to govern the conduct of its business.

**VI.**  
**TERM OF EXISTENCE**

The term for which this Corporation shall exist shall be perpetual unless dissolved according to law.

**VII.**  
**MEMBERSHIP**

The Corporation shall have members. The class or classes of members and, in the event there is more than one class of members, the qualifications and rights of each class of members, including voting rights, shall be as set forth in the Bylaws of the Corporation.

**VIII.**  
**BYLAWS**

The initial Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered or rescinded in the manner provided by such Bylaws.

**IX.**  
**REGISTERED OFFICE**

The registered office of the Corporation shall be located at 101 East College Avenue, Tallahassee, Florida 32301 and the registered agent shall be Reginald L. Bouthillier, Jr.

**X.**  
**INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is as follows: Reginald L. Bouthillier, Jr., 101 East College Avenue, Tallahassee, Florida 32301.

**XI.**  
**INDEMNIFICATION**

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is

threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

No director shall be personally liable to the Corporation or any member for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director shall be liable by reason that, in addition to any and all other requirements for liability, she or he:

- (i) shall have breached his or her duty of loyalty to the Corporation or its members;
- (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith;
- (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law; or
- (iv) shall have derived an improper personal benefit.

## **XII. AMENDMENT**

The Corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation by vote of a majority of the Board of Directors unless otherwise provided in the Bylaws, or in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

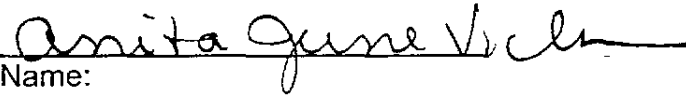
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9<sup>th</sup> day of January, 2003.

  
Reginald L. Bouthillier, Jr., Incorporator

**STATE OF FLORIDA  
COUNTY OF LEON**

The foregoing instrument was acknowledged before me this 9 day of January, 2003, by Reginald L. Bouthillier, Jr., incorporator of the Broward Beach Coalition, Inc., who is personally known to me (or who has produced \_\_\_\_\_ as identification).

NOTARY PUBLIC

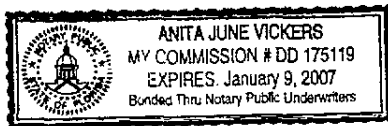
  
Name:

STATE OF FLORIDA, AT LARGE

Commission Number: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

(Seal)



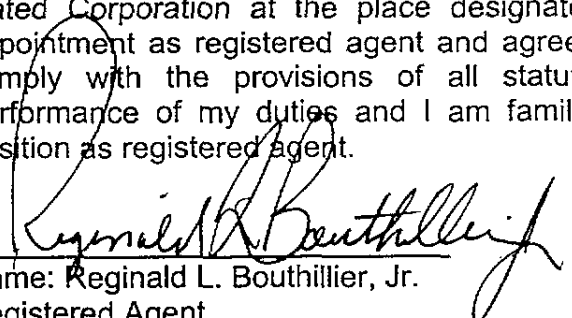


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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.

1. The name of the Corporation is the Broward Beach Coalition, Inc.
2. The name and address of the registered agent in office is: Name: Reginald L. Bouthillier, Jr. Address: 101 East College Avenue, Tallahassee, Florida 32301.

Having been named as registered agent and to accept service of 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 statute 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.

  
Name: Reginald L. Bouthillier, Jr.  
Registered Agent

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