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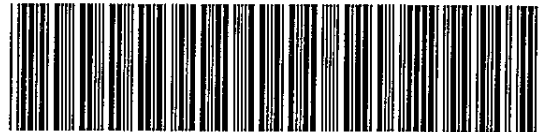
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TRANSMITTAL LETTER

April 17, 2003

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

SUBJECT: THE PROLOGUE SOCIETY OF BROWARD COUNTY, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and ^{two (2)}~~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

ADDITIONAL COPY REQUIRED

FROM: JAMES I. RIDLEY, ESQ.
Name (Printed or typed)

1401 East Broward Boulevard, Suite 200
Address

Fort Lauderdale, Florida 33301
City, State & Zip

954 467 7123
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
THE PROLOGUE SOCIETY OF BROWARD COUNTY, INC.

We, the undersigned, do hereby associate ourselves under the following Articles for purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation shall be THE PROLOGUE SOCIETY OF BROWARD COUNTY, INC. (the "Corporation").

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

- (1) To develop an appreciation of history through promoting and fostering the education of the history of all people and nations by conducting meetings and presentations by historians and others with knowledge and experience in history to encourage a mutual exchange of ideas and understanding and with a view toward increasing the historical awareness among the members of the Corporation;
- (2) To engage in any and all lawful activities incidental to the foregoing purposes, including raising of funds through contributions and membership dues; and
- (3) To make contributions to any organization as described in Section 501(c)(3) of the Internal Revenue Code of 1954, with the exception of the organizations testing for public safety.

ARTICLE III
CHARITABLE RESTRICTIONS AND LIMITATIONS

The purposes and operation of this Corporation shall be specifically restricted and limited as follows:

- (1) 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.
- (2) No substantial part of the activities of the Corporation shall consist of

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carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(3) The Corporation shall not (a) operate for the purpose of carrying on a trade or business for profit, (b) engage in any prohibited transactions as described in Section 503 of the Internal Revenue Code of 1954, or (c) accumulate income, invest income, or divert income in a manner endangering its exempt status by virtue of Section 504 of the Internal Revenue Code.

ARTICLE IV CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article II hereof, the Corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the

purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of these Articles of Incorporation, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under Section 170(c)(2) of such Code and the Regulations thereunder as they now exist or as they may hereafter be amended.

ARTICLE V TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI MEMBERSHIP

The members of the Corporation shall consist of those persons and organizations as the Board of Directors may elect, by a majority vote, at any annual or special meeting of the Board of Directors. Members will have the opportunity to join the Corporation through a series of public announcements soliciting members. The Board of Directors shall consider the interest of such person or organizations in determining eligibility of membership.

ARTICLE VII DIRECTORS

The affairs of this Corporation shall be conducted by a Board of Directors consisting of not fewer than three (3) nor more than fifteen (15) directors, as shall be determined by the Members from time to time. The method of election of the Board of Directors shall be as stated in the by-laws.

ARTICLE VIII BYLAWS AND AMENDMENTS

(1) The bylaws of this Corporation shall be adopted by the vote of the majority of the Board of Directors of the Corporation. The bylaws of the Corporation shall be amended by the action of a majority of the Board of Directors of the Corporation.

(2) The provisions of these Articles of Incorporation may be amended, altered, or rescinded by the unanimous vote of the Board of Directors of the Corporation.

ARTICLE IX STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

The initial registered office of the Corporation is 1100 East Las Olas Blvd., Fort Lauderdale, FL 33301. The initial registered agent of the Corporation at that address is

David Obst. The written acceptance of appointment as registered agent is submitted herewith.

ARTICLE X DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, as the Board of Directors shall determine.

ARTICLE XI PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS

If the Internal Revenue Service determines that the Corporation is a private foundation defined in Section 509(a) of the Internal Revenue Code of 1954 the following provisions shall become operative:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4292 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XII ADDRESS OF CORPORATION

The initial principal office address and mailing address of the Corporation is c/o Northern Trust Company, Northern Trust Bank, 1100 East Las Olas Blvd., Fort

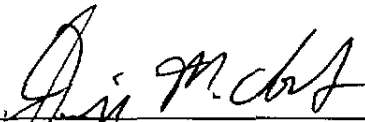
Lauderdale, FL 33301. The Corporation may maintain offices in such other places within or without the State of Florida as may, from time to time, be determined by the Board of Directors.

**ARTICLE XIII
INCORPORATOR**

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

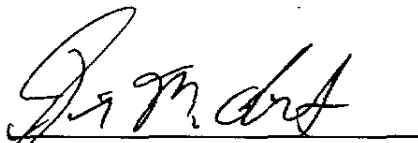
David Obst
c/o Northern Trust Bank
1100 East Las Olas Boulevard
Ft. Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of April, 2003.


David Obst, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accept appointment as registered agent of the Prologue Society of Broward County, Inc. and is familiar with, and accepts, the obligations of that position.


David Obst,
Registered Agent