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FLORIDA NON-PROFIT CORPORATION

SUNCOAST FOUNDATION, INC.

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**ARTICLES OF INCORPORATION**  
**OF**  
**SUNCOAST FOUNDATION, INC.**

**NON-PROFIT CORPORATION**

The undersigned have executed the following document as incorporators of the above-named corporation, a non-profit corporation organized under the provisions of Chapter 617 of the Florida Statutes, and all rights, duties and obligations of the undersigned as incorporators, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

The name of this corporation shall be:

SUNCOAST FOUNDATION, INC.

**ARTICLE II - PERPETUAL EXISTENCE**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III - PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of this corporation shall be:

P.O. Box 840738  
Pembroke Pines, Florida 33081

**ARTICLE IV - PURPOSE; OPERATION; LIABILITY AND INDEMNITY**

(a) The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereinafter amended, and it is authorized to receive and maintain funds, to have, hold, manage and sell the same, to change the investments thereof, to invest and reinvest the proceeds thereof, and to collect and receive the income and profits thereof; and to apply the income and principal to the aid and assistance of any and all educational organizations and institutions, and to do all things that may be necessary and useful in the accomplishment of the purposes hereinabove set forth.

(b) All assets and earnings shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto, and no part of the net earnings shall inure to the benefit of any private member or individual, and no substantial part of the activities of the

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Corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation. In the event of a dissolution, all assets and earnings shall be paid over to another corporation or corporations organized and operated exclusively for charitable purposes which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code as they now exist or as they may be amended hereinafter.

c) Notwithstanding any other provisions of these Articles:

1. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become the subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, 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 1986, 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 1986, 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 1986, 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 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall have no capital stock and the private/personal property of the incorporators, officers, directors and members shall not be liable for the debts of the Corporation in any way. It is the intention of the Corporation to indemnify its officers, directors, members, employees, and agents to the extent permitted by Chapter 617 of the Florida Statutes.

ARTICLE V - MEMBERSHIP

The membership of this Corporation shall constitute all persons hereinafter named as officers and directors and such other persons as from time to time may become members by approval of the Board of Directors.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

Robert A. Behrens  
P.O. Box 840738  
Pembroke Pines, Florida 33081

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**ARTICLE VII - MANAGEMENT AND INITIAL BOARD OF DIRECTORS**

The business of the Corporation shall be managed by the Board of Directors. The Corporation shall have four (4) Directors initially. The number of Directors may be increased from time to time by the By-Laws, but shall never be fewer than three.

The Board of Directors shall be appointed and hold office in accordance with the By-Laws.

The names and addresses of the initial Directors of the Corporation are:

Robert A. Behrens  
P.O. Box 840738  
Pembroke Pines, Florida 33081

Lucy Flanagan  
P.O. Box 840738  
Pembroke Pines, Florida 33081

Carolyn Cefalo  
P.O. Box 840738  
Pembroke Pines, Florida 33081

Elizabeth H. Behrens  
P.O. Box 840738  
Pembroke Pines, Florida 33081

**ARTICLE VIII - OFFICERS**

The officers of the Corporation shall be President, Vice President, Secretary and Treasurer, and such other officers as may be provided in the By-Laws.

**ARTICLE IX - BY-LAWS**

The Board of Directors of the Corporation may provide such By-Laws for the conduct of its business and carrying out of its purposes, as they may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors.

**ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial Registered Agent of this corporation shall be:

Jonathan D. Greene  
2424 N. Federal Highway  
Suite 450  
Boca Raton, Florida 33431

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ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 13 day of MAY, 2003.

  
Robert A. Behrens

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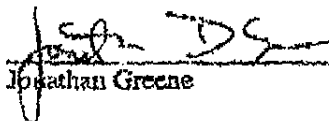
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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

First that SUNCOAST FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Jonathan Greene, located at 2424 N. Federal Highway, Suite 450, City of Boca Raton, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE 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.

  
Jonathan Greene

May 13, 2003  
Date

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TALLAHASSEE, FLORIDA

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