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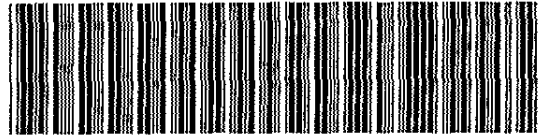
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS
8/18/03

LISA RAMSAY
17320 LAKE PARK ROAD
BOCA RATON, FL 33487
561.994.2005

August 14, 2003

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

SUBJECT: **Florida Grassroots Project, Inc.**
(Proposed Corporate Name)

Dear Sir/Madam:

Enclosed is an original and one (1) copy of: (a) the Articles of Incorporation for this *not-for-profit* corporation, and (b) the Certification of Designation of Registered Agent and Registered Office.

Also enclosed is a check in the amount of **\$87.50**, in satisfaction of the **Filing Fees**, for a **Certified Copy** of the filed documents, and for a **Certificate of Status**.

Please return the **certified copy** of the **Articles of Incorporation** and other documents to me, in the self-addressed, stamped envelope provided for your use. Thank you for your kind attention to this matter.

Very truly yours,

A handwritten signature in black ink that reads "Lisa Ramsay". The signature is fluid and cursive, with the first name "Lisa" and last name "Ramsay" clearly distinguishable.

LISA RAMSAY

LR/ RWR/ bhs
Encls.

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ARTICLES OF INCORPORATION

for

Florida Grassroots Project , Inc.

The undersigned, acting as the incorporator of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The Name of this Corporation shall be:

Florida Grassroots Project , Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The Principal Place of Business and Mailing Address for this Corporation shall be:

Florida Grassroots Project, Inc.

c/o Lisa Ramsay

17320 Lake Park Road

Boca Raton, FL 33487

ARTICLE III - PURPOSES

The Purposes for which this Corporation is now organized are as follows:

(a) the Florida Grassroots Project is a non-profit, nonpartisan organization devoted to grassroots political and civic advocacy;

(b) the goals of the Florida Grassroots Project include: the dissemination of pertinent news and information; voter registration; voter education; voter and activist mobilization; the advancement of progressive solutions to current societal problems;

(c) the Florida Grassroots Project shall engage in a variety of activities designed to effect positive societal change, particularly with respect to the political and civic-minded goals delineated above;

(d) to conduct all such related business as permitted by law.

ARTICLE IV - MANNER OF SELECTION OF DIRECTORS

The initial Directors, as designated herein, shall commence service for a minimum term of one (1) year upon the filing of these Articles. The method of electing subsequent Directors, including the replacement of Directors who resign, those who are removed from the Board, or those whose terms have expired and who do not seek re-election, shall be specified in the Bylaws. The Board of Directors shall appoint or elect all successor directors.

ARTICLE V - LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are as provided in section 617.0302 of the Florida Statutes, and shall not be further limited.

ARTICLE VI - INITIAL REGISTERED AGENT & STREET ADDRESS

Lisa Ramsay
17320 Lake Park Road
Boca Raton, FL 33487

ARTICLE VII - INITIAL BOARD OF DIRECTORS

Steven Leff
6547 Pondapple Road
Boca Raton, FL 33433

Lois Raben
4113 Briarcliff Circle
Boca Raton, FL 33496

Lisa Ramsay
17320 Lake Park Road
Boca Raton, FL 33487

Dan Tobin
6503 N. Military Trail, Apt. 2301
Boca Raton, FL 33496

Adina Serell
10568 Plainview Circle
Boca Raton, FL 33498

Bruce Serell
10568 Plainview Circle
Boca Raton, FL 33498

Gregg Weiss
12738 Maypan Drive
Boca Raton, FL 33428

ARTICLE VIII - VOTING RIGHTS

Only Directors shall have the right to vote on corporate matters. There shall be no class of "members" with voting rights as to corporate matters.

ARTICLE IX - BYLAWS

The Board of Directors shall adopt the initial Bylaws within ninety (90) days from the date of incorporation. The power to alter, amend or repeal Bylaws shall remain solely with the Board.

ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended only by the affirmative vote of two-thirds (2/3) of the entire Board of Directors, at a meeting of the board at which advance notice of the proposed amendment has been given.

ARTICLE XI - NOTICE

Notice of meetings of the Board of Directors may be provided by either written notice or by oral notice. Notice may be provided in person, by telephone, by U.S. mail or any courier service, by electronic transmission (including computerized "electronic mail"), or by facsimile transmission. Regularly scheduled meetings may be held without additional notice; "special" meetings may be held with at least two (2) days notice.

ARTICLE XII - MEETINGS

Regular or Special Meetings may be called by the Chairperson, by the Chair *pro tempore*, or if the power is specifically delegated, by the President. A majority of directors present may adjourn any meeting, whether or not a quorum is present. A quorum for a meeting of the Board of Directors shall consist of no less than forty per cent (40%) of the directors.

ARTICLE XIII - DIRECTORS

The initial Board of Directors shall consist of seven (7) natural persons. The board may be expanded in number upon the affirmative vote of two-thirds (2/3) of the board of directors present at a meeting or voting by proxy. The manner of succession in board positions shall be set forth in the Bylaws, and nothing shall

preclude the board from prescribing staggered terms so that the initial term of some members may be extended in length. Pursuant to statute, a director of this not-for-profit corporation shall not be held liable for any act or omission if the duties of the director are performed: (a) in good faith; (b) with the care an ordinary prudent person in a like position would exercise under similar circumstances; and (c) in a manner the director reasonably believes to be in the best interest of the corporation. *Fla. Stat. 617.0830(1)*.

ARTICLE XIV - OFFICERS

(a) Positions: The Officers shall consist of a President, Vice-President, Treasurer, and Secretary, and such other designated positions as the Board of Directors may choose to create *in futuro*. The Officers may be, but are not required to be, members of the Board of Directors.

(b) Appointment/Removal: The initial group of Officers shall be appointed by the Board of Directors for a term prescribed in the Bylaws. Subsequent appointments shall be made by the board. The Officers serve at the pleasure of the Board of Directors, so that the board shall be empowered to remove any officer at any time, with or without cause.

(c) Duties: Each Officer shall have the authority to perform the duties set forth in the Bylaws, or such additional duties as are prescribed by the Board of Directors. No officer shall have the authority to bind the corporation in dealings with third parties unless expressly authorized to do so: (a) by the Bylaws; (b) by the board of directors; or (c) in emergency situations, as defined in the Bylaws, by the chairperson of the Board of Directors.

ARTICLE XV - MEMBERSHIP

Membership classes, if any, shall be set forth in the Bylaws. Membership shall confer no rights other than those rights, if any, specifically delineated in the bylaws.

ARTICLE XVI - INCORPORATOR

The Name and Street Address of the Incorporator for these Articles is:

Lisa Ramsay
17320 Lake Park Road
Boca Raton, FL 33487

The undersigned Incorporator has executed these Articles of Incorporation upon this **13th day of August, 2003.**

Signature of the Incorporator:


Lisa Ramsay

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned not-for-profit corporation, organized under the laws of the State of Florida, submits the following statement in **designating the Registered Agent and Registered Office** in the State of Florida.

1. The name of the Corporation is:

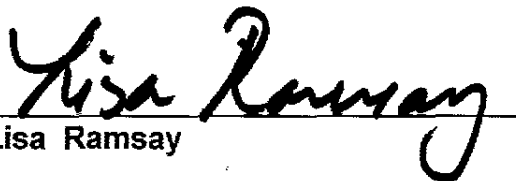
Florida Grassroots Project , Inc.

2. The name and address of the Registered Agent and Registered Office is:

Lisa Ramsay
17320 Lake Park Road
Boca Raton, FL 33487

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 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:


Lisa Ramsay

DATE:

August 13, 2003

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