

10400006 3526

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000070775 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : W. MORGAN SPEER, P.A.
Account Number : I20010000254
Phone : (561) 655-9478
Fax Number : (561) 655-9479

FLORIDA NON-PROFIT CORPORATION

City Management Corporation

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 APR -6 PM 1:40

Electronic Filing Menu

Corporate Filing

Public Access Help

((H04000070775 3)))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
04 APR -6 PM 1:41

**ARTICLES OF INCORPORATION
OF
CITY COLLEGE PROPERTY MANAGEMENT CORPORATION**

The undersigned acting as incorporator of a nonprofit corporation under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I
Name**

The name of the Corporation is CITY COLLEGE PROPERTY MANAGEMENT CORPORATION (the "Corporation").

**ARTICLE II
Tax Exempt Purpose**

The Corporation is organized and shall be operated exclusively for one or more of the following purposes:

1. Religious, charitable, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code.

2. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association, organization or trust is organized

((H04000070775 3)))

((H04000070775 3)))

and operated exclusively for charitable, religious, educational, or scientific purposes within the meaning of Code Section 501(c)(3) or the corresponding provisions of any future federal tax code.

With respect to all of the prior enumerated purposes, however, the Corporation shall be subject to the following limitations and restrictions:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 prior enumerated purposes. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

b. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not

((H04000079775 3)))

so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to such limitations as are provided by law.

ARTICLE III **Membership**

The Corporation is a nonstock corporation and shall have no authority to issue any capital stock. The Corporation may have one or more members as determined by the Board of Directors of the Corporation. Members of the Corporation, as such, shall have no voting rights. Any other conditions and terms of membership in the Corporation shall be as stated in the By-Laws of the Corporation.

ARTICLE IV **Perpetual Existence**

This corporation shall have perpetual existence.

ARTICLE V **Board of Directors**

There shall be three members of the Board of Directors of the Corporation. The number of directors may be increased or decreased from time to time by the Board of Directors but the number of directors shall never be less than three (3). All directors of the Corporation shall be elected by the members of the Corporation.

((H04000070775 3)))

ARTICLE VI
By-Laws

The By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws of the Corporation or adopt new By-Laws shall be as provided in the By-Laws.

ARTICLE VII
Principal office and Mailing Address

The address of the principal office of and mailing address is 1401 West Cypress Creek Road, Fort Lauderdale, Florida 33309

ARTICLE VIII
Registered Office

The name and address of the Corporation's initial registered office is W. Morgan Speer, P.A., 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409.

ARTICLE IX
Indemnification

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Corporation, by agreement, vote of the members of disinterested directors of the Corporation or otherwise.

04/06/2004 16:07 5616559479

W. MORGAN SPEER,

PAGE 06

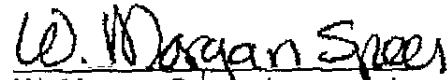
((H04000070775 3)))

ARTICLE X
Incorporator

The name and address of the incorporator is:

W. Morgan Speer
W. Morgan Speer, P.A.
1800 Australian Avenue South, Suite 100
West Palm Beach, Florida 33409

WITNESS the hand and seal of said incorporator this 2nd day of April, 2004.


W. Morgan Speer, Incorporator

((H04000070775 3)))

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Section 617.0501, Florida Statutes, the following is submitted: That CITY COLLEGE PROPERTY MANAGEMENT CORPORATION desiring to organize under the laws of the State of Florida with its principal office located at 1401 West Cypress Creek Road, Fort Lauderdale, Florida 33309, has named W. Morgan Speer, P.A., 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409, as its agent to accept service of process within this State.

Having been named to accept service of process for the above referenced Corporation, the undersigned does hereby accept the appointment as Registered Agent and agree to act in this capacity.

W. MORGAN SPEER, P.A.

By: W. Morgan Speer
Its: President

FILED
SECRETARY OF STATE
DIVISION OF CORP. ORATIONS
04 APR -6 PM 1:41

((H04000070775 3)))