

AUG. 9. 2004 3:32PM

CORPORATION SVC CO

NO. 664 P. 1/7

NO 48888887826

Florida Department of State
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FLORIDA NON-PROFIT CORPORATION

98.6 FOUNDATION, INC.

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CORPORATION SVC CO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
98.6 FOUNDATION, INC.

I, the undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is 98.6 FOUNDATION, INC. (the "Corporation").

ARTICLE II
ADDRESS

The address of the principal office and the mailing address of the Corporation, is 5095 Regency Isles Way, Cooper City, Florida 33330.

ARTICLE III
PURPOSE

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which the Corporation is organized are to raise funds to be contributed solely to other organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

This corporation shall only engage in activities lawfully authorized for not-for-profit corporations, as established under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or as same may be amended from time to time.

This corporation shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office. However, this provision shall not prohibit the corporation or its staff from drafting legislation, testifying before legislative committees or issuing general public appeals for the passage of laws in the public interest.

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Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue laws.

ARTICLE IV POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.021 of the Florida Statutes. The Corporation's activities are limited by the provisions of Section 617.0105 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V MEMBERS

The Corporation shall have no members.

ARTICLE VI TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII SUBSCRIBER

The name and address of the subscriber to these Articles are as follows:

Louise J. Allen, Esq.
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
200 E. Broward Blvd., Suite 1900
Fort Lauderdale, FL 33301

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ARTICLE VIII
BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of three (3) persons. The Board of Directors shall be appointed as provided in the bylaws of the Corporation. Following is the names and addresses of the persons who serve as the members of the initial Board of Directors of the Corporation until their successors are duly elected:

Anais Lezcano
5095 Regency Isles Way
Cooper City, Florida 33330

Donald Mandell
1400 St. Charles Street, #507
Pembroke Pines, Florida 33026

Jeffrey Mandell
5095 Regency Isles Way
Cooper City, Florida 33330

Section 2. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

ARTICLE IX
BYLAWS

Section 1. The Directors of this Corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the bylaws may be amended, altered or rescinded by a [majority vote] of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

Section 3. The Bylaws of the corporation shall contain provisions regulating the powers of the corporation, the directors, the officers and the members, the control of property owned

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by the corporation and such other things as shall be necessary and proper for the carrying on of the business of the corporation.

ARTICLE X POWERS OF BOARD OF DIRECTORS

All powers of this corporation not otherwise fixed in these Articles of Incorporation or in the By-Laws shall be vested in the Board of Directors. Particularly, the Board of Directors is hereby specifically authorized to enact and promulgate By-Laws and amend these Articles of Incorporation at any duly authorized and called meeting for that purpose. The By-Laws may be amended either by the Board of Directors or in any manner set forth in the By-Laws. The Board of Directors shall also have the authority to appoint officers of the corporation.

ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE XII NO PERSONAL LIABILITY

The directors, officers and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its officers, directors, and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

ARTICLE XIII DISSOLUTION

Upon 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, dispose of all of the assets of the Corporation by contribution exclusively to one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

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ARTICLE XIV
PROHIBITION AGAINST PRIVATE BENEFIT

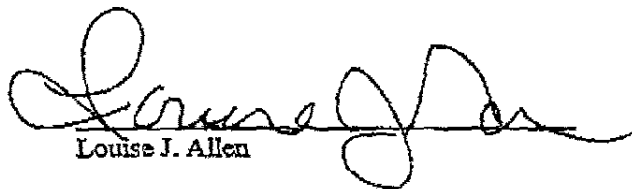
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, other private persons or for-profit corporations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make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

ARTICLE XV
REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the corporation are:

Louise J. Allen, Esq.
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
200 E. Broward Blvd., Ste. 1900
Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal, this 9th day of August, 2004, for the purposes of forming this corporation not for profit under the laws of the State of Florida.


Louise J. Allen

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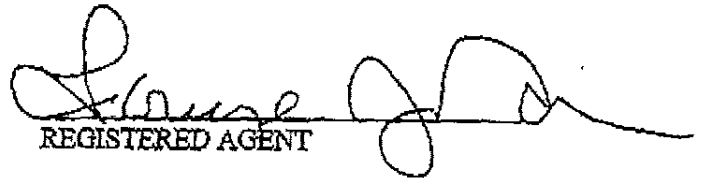
CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That 98.6 FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Pembroke Pines, County of Broward, State of Florida, has named Louise J. Allen, Esq., located at Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 200 East Broward Boulevard, Suite 1900, Fort Lauderdale, Florida 33301, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


REGISTERED AGENT

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