

# NO400011973

Florida Department of State  
Division of Corporations  
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**EFFECTIVE DATE**  
12-18-2004

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

From: Account Name : LAW OFFICE OF LEE H. SCHILLINGER, P.A.  
Account Number : I1999000267  
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## FLORIDA NON-PROFIT CORPORATION

West Palm Beach ADI Cooperative Association, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION  
OF  
WEST PALM BEACH ADI COOPERATIVE ASSOCIATION, INC.

**EFFECTIVE DATE**  
12-18-2004

ARTICLE I - NAME

The name of this Florida not-for-profit corporation is:

**WEST PALM BEACH ADI COOPERATIVE ASSOCIATION, INC.**

ARTICLE II - ADDRESS

The mailing address of the Corporation is:

West Palm Beach ADI Cooperative Association, Inc.  
2751 N.E. 9<sup>th</sup> Street  
Pompano Beach, Florida 33062

ARTICLE III - PURPOSE

This corporation is organized as a cooperative advertising association and is to serve as the conduit for the collection and expenditure of cooperative advertising fees to promote the business of each of its members and to engage in all lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized.

ARTICLE IV - MEMBERSHIP

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall

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have no voting rights or other rights except as provided in the Bylaws. The Corporation shall have two classes of members: founding members and associate members.

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent of the corporation is:

Lee H. Schillinger  
Lee H. Schillinger, P.A.  
4601 Sheridan Street, Suite 202  
Hollywood, Florida 33021

ARTICLE VI - LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, members of 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 any of its purposes.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three (3). The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

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ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Lee H. Schillinger  
Lee H. Schillinger, P.A.  
4601 Sheridan Street, Suite 202  
Hollywood, Florida 33021

ARTICLE V - DISSOLUTION

Upon the dissolution or winding up of the Corporation, the assets remaining after (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under Code Section 501(c)(3).

ARTICLES X - CORPORATE EXISTENCE

The corporate existence of the Corporation shall begin effective as of December 18, 2004

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of December 2004.

  
LEE H. SCHILLINGER, ESQ., INCORPORATOR

STATE OF FLORIDA  
COUNTY OF BROWARD

Sworn to (or affirmed) and subscribed before me on this 23 day of December 2004 by Lee H. Schillinger, Esq.

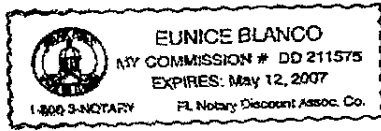
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*Eunice Blanco*  
 NOTARY PUBLIC  
 State of Florida at Large  
 Personally known   
 Produced Identification \_\_\_\_\_  
 Type: \_\_\_\_\_

ACCEPTANCE AS REGISTERED AGENT

I CERTIFY that I am a permanent resident of Broward County, Florida, that my place of business is at the place indicated above and I hereby accept the foregoing designation as Registered Agent.

*Lee H Schillinger*  
 LEE H. SCHILLINGER, ESQ.

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