

# N05000000390

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## FLORIDA NON-PROFIT CORPORATION

**ardenne alumni organization of florida, inc.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 12, 2005

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SUBJECT: ARDENNE ALUMNI ORGANIZATION OF FLORIDA, INC.  
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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Articles of Incorporation

of

Florida Nonprofit Corporation

ARTICLE I

Corporate Name

The name of this corporation is ARDENNE ALUMNI ORGANIZATION OF FLORIDA, INC.

ARTICLE II

Corporate Nature

This is a nonprofit corporation organized pursuant to the corporation's Not for Profit Law of the State of Florida, set forth in Part One of Chapter 617 of the Florida Statutes.

ARTICLE III

Duration

This corporation shall have perpetual existence.

ARTICLE IV

General and Specific Purposes

A. The specific and primary purpose for which this Corporation is organized is to promote and enrich the academic, cultural, philosophical, social, and physical development of Ardenne High School.

B. To form a bond between the institution (its students, teachers, and administrators) and past students.

C. To provide opportunities and facilities for fellowship between Ardenne past students, their families, and friends of Ardenne.

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D. This corporation is organized to achieve all of the above through the conception, implementation and careful supervision of social and fund raising projects and other nonprofit purposes, and no part of any net earnings shall inure to the benefit of any member, director or officer.

E. This corporation shall have and exercise all rights and powers conferred upon corporations not for profit under the laws of the State of Florida, and under Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations, and can engage in any legal activity as above provided.

## ARTICLE V

### Management of Corporate Affairs

A. Executive Committee: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of not more than eight directors. The method of electing a director shall be provided by the bylaws.

B. Corporate Officers: The officers of this corporation shall be a President, Vice-President, Secretary and Treasurer. Other offices and officers may be established or appointed as provided in the bylaws. The qualifications, time and manner of electing or appointing, the duties and the terms of office and the manner of removing officers shall be as set forth in the bylaws.

#### OFFICERS/DIRECTORS:

Phillip Hudson, President

Judith Keane, Vice-President

#### ADDRESS:

1145 NW 17th Avenue  
Ft. Lauderdale, FL 33311

700 North 66th Terrace  
Hollywood, FL 33024

Michael Grant, Secretary

1371 Bayview Court  
Weston, FL 33326

Mertella Burris, Treasurer

4138 NW 88th Avenue  
Coral Springs, FL 33065

C. Standing and Temporary Committees: The standing committees may be specified by the bylaws. The committee chairman for the standing and temporary committees shall be appointed as specified by the bylaws.

## ARTICLE VI

### Earnings & Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 purposes set forth in Article IV hereof.

B. No substantial 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954.

D. Notwithstanding any other provisions of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **ARTICLE VII**

### **Distribution of Assets**

Upon dissolution of the corporation, the Executive Committee 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 exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, and the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII**

### **Membership**

The qualifications and manner of admission of members of this corporation, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof and the termination of membership shall be as set forth in the bylaws of the corporation.

## ARTICLE IX

### Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

Phillip Hudson	1145 NW 17th Avenue, Ft. Lauderdale, FL 33311
Judith Keane	700 North 66th Terrace, Hollywood, FL 33024
Michael Grant	1371 Bayview Court, Weston, FL 33326
Mertella Burris	4138 NW 88th Avenue, Coral Springs, FL 33065

## ARTICLE X

### Amendment of Bylaws

Bylaws will be hereinafter adopted by the Executive Committee. Such bylaws may be amended or repealed, in whole or in part, by the Executive Committee as provided by its bylaws, subject to the approval of at least 2/3 of the voting members present at the Annual General Meeting.

## ARTICLE XI

### Registered Agent and Office

- A. The address of the corporation's *registered/principle* office in the State of Florida is:  
700 North 66th Terrace, Hollywood, Florida, 33024.
- B. The name of this corporation's initial registered agent is: Judith Keane.

## ARTICLE XII

### Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Executive Committee and presented to a quorum of the Executive Committee for their vote. Amendments also may be adopted as provided for in the bylaws.

ARTICLE XIII

Dissolution


This corporation may be dissolved and its affairs wound up by a three-quarter vote of the Executive Committee.

WE, the undersigned, constituting the subscribers of this Corporation, for the purpose of forming this Corporation, not for profit under the laws of the State of Florida, have executed these Articles of Incorporation, this 10th day of January, ~~2004~~<sup>2005</sup>.

  
Subscriber PHILLIP HUDSON

  
Subscriber JUDITH KEANE

  
Subscriber MICHAEL GRANT

  
Subscriber MERTELLA BURRIS

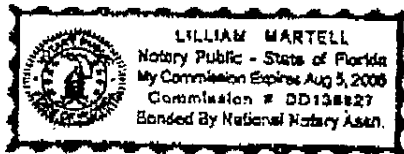
  
Registered Agent



STATE OF FLORIDA       )  
                                  :SS  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared Phillip Hudson, Judith Keane, Michael Grant, and Mertella Burris, who are personally known to me, and whose signatures appear in the aforesaid Articles of Incorporation of ARDENNE ALUMNI ORGANIZATION OF FLORIDA, INC., to me known to be the persons described in and who executed the same.

WITNESS my hand and official seal in the County of Broward, State of Florida, this  
10<sup>th</sup> day of ~~December, 2004.~~ January 2005



Phillip Hudson  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:

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**CERTIFICATE DESIGNATING REGISTERED AGENT**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

ARDENNE ALUMNI ORGANIZATION OF FLORIDA, 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 700 North 66th Terrace, Hollywood, Florida, 33024, has named Judith Keane as its registered agent to accept service of process within this state.

**Acknowledgment and Acceptance:**

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0504.

  
\_\_\_\_\_  
Registered Agent

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