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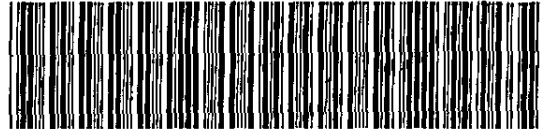
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VP
1/29/05

JENNIFER VAN BERGEN
3801 South Ocean Drive, # 10-G
Hollywood, FL 33019
954.458.7383

January 10, 2005

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

SUBJECT: **Partners in Protest, Inc.**

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 Certificate 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,



JENNIFER VAN BERGEN

JVB/RWR/bhs
Encls.

F 611 Partners in Protest Inc06
Trans. Corr to State Jan 8 2005

ARTICLES OF INCORPORATION

for

Partners in Protest, Inc.

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**CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA**

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 1 - NAME

The name of this corporation shall be:

Partners in Protest, Inc.

**ARTICLE 2 - PRINCIPAL PLACE OF BUSINESS
AND MAILING ADDRESS**

The principal place of business and Mailing Address for this corporation shall be:

Partners in Protest, Inc.
c/o Jennifer van Bergen
3801 South Ocean Blvd., # 10-G
Hollywood, FL 33019

ARTICLE 3 - PURPOSES

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

- (a) Partners in Protest is a not-for-profit organization dedicated to grassroots political and civic advocacy;
- (b) the goals of Partners in Protest include: the dissemination of pertinent news and information through electronic, video and written media; the organization of educational fora and workshops; the advancement of progressive solutions to current societal problems;

- (c) Partners in Protest shall engage in a variety of other 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 4 - MANNER OF SELECTION OF DIRECTORS

The initial Directors, as designated herein, shall commence service for a minimum of one (1) year, beginning on the date of 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 elect all successor directors.

ARTICLE 5 - 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 6 - INITIAL REGISTERED AGENT & STREET ADDRESS

Alan Taylor
14784 Country Lane
Delray Beach, FL 33484

ARTICLE 7 - INITIAL BOARD OF DIRECTORS

Jennifer van Bergen
3801 South Ocean Blvd., # 10-G
Hollywood, FL 33019

Raymond Del Papa
11340 Sheridan Street
Pembroke Pines, FL 33026

Alan Taylor
14784 Country Lane
Delray Beach, FL 33484

ARTICLE 8 - 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 9 - 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 of Directors.

ARTICLE 10 - 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 11 - 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 "e-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 12 - 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 the 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 13 - DIRECTORS

The initial Board of Directors shall consist of no less than three (3) natural persons. The Board may be expanded in number by the affirmative vote of two-thirds 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 directors 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 the circumstances, and (c) in a manner the director reasonable believes to be in the best interest of the corporation. *Fla. Stat. 617.0830 (1)*.

ARTICLE 14 - OFFICERS

(a) Positions: The officers shall consist of a President, Vice-President(s), 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. One officer may hold more than one position simultaneously (such as Secretary and Treasurer).

(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 outside persons/entities unless expressly authorized to do so by: (a) the Bylaws; (b) a resolution of the board of

directors; (c) in emergency situations, as defined in the Bylaws, by the Chair of the Board of Directors.

ARTICLE 15 - 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.

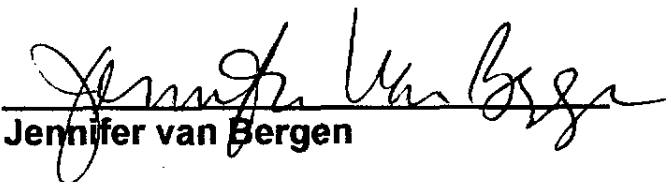
ARTICLE 16 - INCORPORATOR

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

Jennifer van Bergen
3801 South Ocean Blvd., # 10-G
Hollywood, FL 33019

The undersigned Incorporator has executed these Articles of Incorporation upon this 9th day of January, 2005.

Signature of the Incorporator:


Jennifer van Bergen

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT and REGISTERED OFFICE**

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Pursuant to the provisions of Section 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:

Partners in Protest, Inc.

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

Alan Taylor
14784 Country Lane
Delray Beach, FL 33484

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.

Alan Taylor SIGNATURE;

Alan Taylor

1/11/05 DATE:

January 9, 2005