

APR. 1. 2005 11:52AM
Division of Corporations

TRIPP_SCOTT

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FLORIDA NON-PROFIT CORPORATION

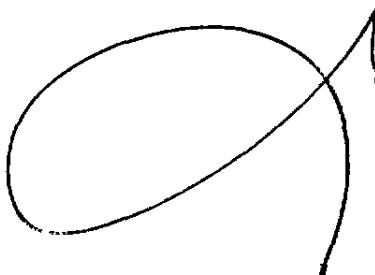
Friends of Fort Lauderdale, Inc.

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FRIENDS OF FORT LAUDERDALE, INC.**ARTICLES OF INCORPORATION**

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

I. NAME

1.1 The name of this corporation is "FRIENDS OF FORT LAUDERDALE, INC." (the "Corporation").

II. ADDRESS

2.1 The street address of the principal office of this Corporation shall be:

**FRIENDS OF FORT LAUDERDALE, INC.
505 Breaker Avenue
Fort Lauderdale, Florida 33304**

III. TERM OF EXISTENCE

3.1 This Corporation shall have perpetual existence.

IV. PURPOSES

4.1 This Corporation is organized as a business league for the purposes of

- (A) championing and promoting the interests of residents, businesses and property owners of the City of Fort Lauderdale;
- (B) educating and informing the general public, communities, local government and private sectors on important community issues, including those with business, economic, political, social, educational or developmental consequences;
- (C) advocating and championing the interests of the residents, businesses and property owners of the City of Fort Lauderdale before public, private, community, governmental and regulatory bodies of all kinds; and
- (D) educating and informing about, and advocating and campaigning for, issues, legislation, actions, referendums, candidates or other political issues affecting the interests of residents, businesses and property owners of the City of Fort Lauderdale, all to the extent permitted by, and in compliance with, applicable law.

4.2 This Corporation shall have the power, either directly or indirectly, and either alone or in conjunction or cooperation with others, to perform any and all lawful acts which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which this Corporation is organized, and to aid or assist other organizations whose purposes and activities are consistently aligned with that of this Corporation.

4.3 Notwithstanding anything herein to the contrary, this Corporation shall exercise only those powers as are in furtherance of those exempt purposes of organizations set forth in Section 501(c)(6) of the Internal Revenue Code, as now or hereafter amended (the "Code"). This Corporation shall not be operated for private profit and no part of the assets nor net earnings of this Corporation shall at any time inure to the benefit of any director, officer or other private person, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse expenditures incurred in the performance of their duties by directors and officers, and to make payments and distributions in furtherance of the objectives and purposes set forth in this Article III. This Corporation shall not carry on any activities not permitted by a corporation exempt from federal income tax under Section 501(c)(6) of the Code.

4.4 Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this Corporation, dispose of all of the assets of this Corporation, exclusively for the purposes of this 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 of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of this Corporation is then located, exclusively

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FRIENDS OF FORT LAUDERDALE, INC.

for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

V. MEMBERSHIP

5.1 This Corporation shall have no capital stock and shall be comprised of members rather than shareholders. The categories, qualifications, rights and responsibilities of membership and the manner for admission of members shall be set forth in and governed by the Bylaws of this Corporation.

VI. DIRECTORS

6.1 The affairs of this Corporation shall be administered by a Board of Directors ("Board") which shall be elected in the manner provided for in the Bylaws of this Corporation.

VII. BYLAWS

7.1 The Board shall adopt the Bylaws of this Corporation for the government of this Corporation which Bylaws shall be subordinate only to these Articles of Incorporation, the laws of the United States and the laws of the State of Florida.

VIII. AMENDMENT

8.1 These Articles of Incorporation and the Bylaws of this Corporation may be amended in the manner provided in the Bylaws of this Corporation.

IX. REGISTERED AGENT

9.1 The registered agent and registered office of this Corporation shall be:

Garry W. Johnson
110 Southeast 6th Street, 15th Floor
Fort Lauderdale, FL 33301

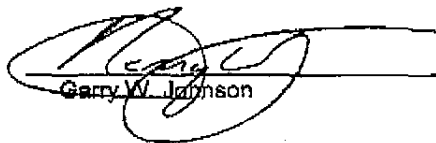
X. INCORPORATOR

10.1 The incorporator of this Corporation shall be:

Garry W. Johnson
110 Southeast 6th Street, 15th Floor
Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of April 1, 2005.

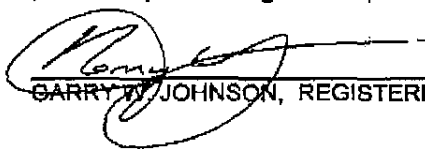
INCORPORATOR:


Garry W. Johnson

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, having his business office at the registered office set forth herein, hereby accepts and agrees to serve as Registered Agent of this Corporation and is familiar with, and accepts the obligations of, that position as set forth in the Florida Statutes, Chapter 617.

Prepared by: Garry W. Johnson
Fla. Bar No. 0355828
110 Southeast 6th Street, 15th Floor
Fort Lauderdale, FL 33301
954-760-4915


GARRY W. JOHNSON, REGISTERED AGENT

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