

N05000005524

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000132825 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : BERGER SINGERMANN - FORT LAUDERDALE
Account Number : 120020000154
Phone : (954) 525-9900
Fax Number : (954) 523-2872

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 26 AM 11:25

FLORIDA NON-PROFIT CORPORATION

Form-Based Codes Institute, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

J. Shivers MAY 27 2005

**ARTICLES OF INCORPORATION
FOR THE
FORM-BASED CODES INSTITUTE, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as incorporator of a Florida corporation not for profit, hereby makes, executes and acknowledges these Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes and in accordance with Section 501 (c) (3) of the Internal Revenue Code of 1986.

**ARTICLE I
NAME**

The name of the Corporation is:

FORM-BASED CODES INSTITUTE, INC.

**ARTICLE II
ADDRESS**

The street address of the principal office of the Corporation, and the Corporation's mailing address, is 1571 Sunset Drive, Coral Gables, Florida 33143.

**ARTICLE III
DURATION AND COMMENCEMENT**

The Corporation will exist perpetually, commencing with the filing of the Articles of Incorporation with the Florida Department of State.

**ARTICLE IV
PURPOSE**

The Corporation is organized not for pecuniary profit, but exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and no distribution of assets of the Corporation shall be made upon dissolution except to an entity which is exempt from taxation pursuant to Section 501 of the Code. In furtherance of the purposes of the Corporation, and within the foregoing restrictions, the Corporation shall have all lawful powers necessary or appropriate to such purposes, including, but not limited to all corporate powers corporations may have under the Florida Not for Profit Corporation Act, as it may be amended or replaced from time to time, or the provisions of any similar law, and including, but not limited to, the following:

1. To organize and produce meetings, educational courses and conferences dedicated to the refinement, teaching and dissemination of Form-Based land development codes that

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 26 AM 11:05

regulate development to achieve a predictable public realm by regulation of physical form primarily and land use secondarily, according to the timeless principles of traditional urbanism.

2. To produce and distribute written, graphic, and audio visual documents, such as model Form-Based Codes, model requests for proposals (RFPs) for local governments seeking consultants to assist in the preparation of Form-Based Codes, a standardized glossary of terms and a master land use table, university and continuing education course materials as well as written and audio visual materials recording meeting and conference proceedings and other educational programs, for the purpose of educating the public and the design and legal professions about Form-Based Codes.

3. To further advance the principles of Form-Based Codes through development and administration of a certification process identifying professionals that have demonstrated a satisfactory level of competency in the preparation of Form-Based Codes.

4. To facilitate the sharing of concepts and techniques among practitioners of Form-Based Codes

The purposes of the Corporation shall also include activities related or incidental to the furtherance of specifically stated purposes and permitted under the laws of the United States and Florida.

ARTICLE V PROHIBITED ACTIVITIES

The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

The Corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes.

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 this Article. 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 the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any 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 1986, or corresponding section of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of

the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

ARTICLE VI BOARD OF DIRECTORS

The initial board of directors of the Corporation shall consist of 16 members. The name and addresses of the members of the Corporation's initial board of directors are:

Paul Crawford	c/o Crawford Multari & Clark 641 Higuera Street, Suite 302 San Luis Obispo, CA 93401
Victor Dover	c/o Dover, Kohl & Partners 1571 Sunset Drive Coral Gables, FL 33143
Andres M. Duany	c/o Duany Plater-Zyberk & Company 1023 SW 25th Avenue Miami, Florida 33135
Geoff Ferrell	c/o Ferrell Madden Associates 19 14 th Street SE Washington, DC 20003
Peter Katz	107 S. West Street, #330 Alexandria, VA 22314
Joseph Kohl	c/o Dover, Kohl & Partners 1571 Sunset Drive Coral Gables, Florida 33143-5878
Mary Madden	c/o Ferrell Madden Associates 19 14 th Street SE Washington, D.C. 20003
Stephen A. Mouzon	c/o PlaceMakers 1253 Washington Avenue, Suite 222 Miami Beach, FL 33139
Daniel Parolek	c/o Opticos Design, Inc. 1285 Gilman Street Berkeley, CA 94706

Karen Parolek	c/o Opticos Design, Inc. 1285 Gilman Street Berkeley, CA 94706
Stefanos Polyzoides	c/o Moule & Polyzoides Architects 180 E. California Boulevard Pasadena, CA 91105
Steve Price	c/o Urban Advantage 15 Shattuck Square, Suite 208 Berkeley, CA 94704-1151
Joe Schilling	c/o Virginia Polytechnic Institute & State University Alexandria Center 1021 Prince Street, Suite 200 Alexandria, VA 22314
Robert J. Sitkowski	c/o Freeborn & Peters LLP 311 South Wacker Drive, Suite 3000 Chicago, Illinois 60606-6677
Bill Spikowski	c/o Spikowski Planning Associates 1617 Hendry Street, Suite 416 Fort Myers, Florida 33901-2947
Carol Wyant	c/o Pathfinder Consulting 203 North Wabash Avenue, Suite 1800 Chicago, IL 60601

The method of election or appointment of directors shall be as stated in the Bylaws.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is c/o Berger Singerman, P.A., 350 East Las Olas Boulevard, Suite 1000, Ft. Lauderdale, Florida 33301 and the Corporation's initial registered agent at that address is Samuel E. Poole III.

**ARTICLE VIII
INCORPORATOR**

The name and street address of the incorporator is Samuel E. Poole III, Esq., c/o Berger Singerman, P.A., 350 East Las Olas Boulevard, Suite 1000, Ft. Lauderdale, Florida 33301. The incorporator of the Corporation assigns to the Corporation his rights under Section 617.013, Florida Statutes, to constitute a corporation.

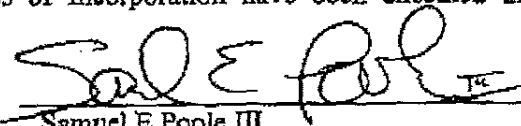
**ARTICLE IX
DISSOLUTION**

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and may be distributed or inure to the benefit of any individual.

**ARTICLE X
AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision of these Articles of Incorporation in the manner prescribed by law.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 26th day of May, 2005.


Samuel E Poole III,
Incorporator

05/26/2005

10:23

BERGER SINGERMANN + 850-205-0381

NO. 305

007

STATE OF FLORIDA

)

) ss:

COUNTY OF MIAMI-DADE

)

The foregoing instrument was acknowledged and subscribed to before me this 26th day of May 2005, by Samuel E Poole III, who is personally known to me, or who produced _____ as identification.

Marc S. Shaffer
Notary Public, State of Florida



05/26/2005

10:23

BERGER SINGERMANN → 850-205-0381

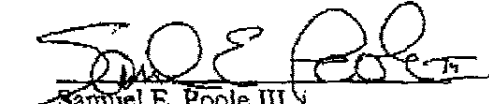
NO. 305

P08

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of, Inc., and I agree to comply with the provisions of the laws of the State of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process. I am familiar with and accept the obligations provided for in Chapter 617, Florida Statutes.

Date: May 26, 2005


Samuel E. Poole III
Initial Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 26 AM 11:26