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LAW OFFICES

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September 27, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

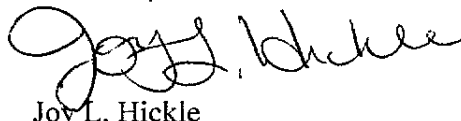
Re: Articles of Incorporation
Broward Firefighters Memorial Building, Inc.
Our File No. 124321.2505

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation of Broward Firefighters Memorial Building, Inc., along with a check in the amount of \$87.50 for the filing fee and designation of registered agent.

If you need any additional information, please contact our office.

Sincerely,



Joy L. Hickle
Legal Assistant to Linda L. Roberts, Esquire

/jlh
Enclosures

**ARTICLES OF INCORPORATION
OF
BROWARD FIREFIGHTERS MEMORIAL BUILDING, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

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TALLAHASSEE, FLORIDA

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In compliance with requirements of Chapter 617, Florida Statutes, undersigned hereby acts as an incorporator in adopting and filing following articles of incorporation for purpose of organizing a not for profit corporation.

ARTICLE I

The name of the Corporation is: Broward Firefighters Memorial Building, Inc.

ARTICLE II

The street and mailing address of the principal office of the Corporation is: 2650 West State Road 84, Suite 104, Ft. Lauderdale, FL 33312.

ARTICLE III

The term of existence of the Corporation is perpetual unless and until terminated in accordance with these articles, the Corporation's by-laws, or law. The corporate existence will commence on the date of filing of these articles by the Department of State.

ARTICLE IV

The purpose for which the Corporation is organized is to buy, hold, manage, sell, and other like and similar duties, real property for the sole and exclusive benefit of the Broward County Professional Fire Fighters and Paramedics, IAFF, Local 4321, AFL-CIO and its successors or assigns (hereinafter referred to as the "Associations"). No part of the income or profit of Broward Firefighters Memorial Building, Inc., shall be distributed to its members, directors, or officers.

ARTICLE V

There shall be thirteen directors of the Corporation. The thirteen directors shall be the members of the Executive Board of the Broward County Professional Firefighters and Paramedics, IAFF, Local 4321, AFL-CIO. This Corporation shall never have elections and the directors of the Corporation shall always mirror exactly the Executive Board of the Association. The Executive Board members of the Association are elected by majority vote of the membership of the Association. Upon the election of new officers of the Association, the directors of this Corporation shall step down and the new officers shall automatically succeed to the director positions of this Corporation. Should a director fail to turn over his or her directorship, then the President of the Association shall be authorized to take whatever action is

necessary up to and including seeking relief in a court of competent jurisdiction to remove the director from his or her position. Should it be the President of the Association that is failing to turn over his or her directorship, then the remaining Executive Board members of the Association have the full authority to act under this Article V to effectuate removal of the director.

ARTICLE VI

This Corporation shall be a wholly owned subsidiary of the Association and shall never take any actions contrary to the Association or adverse to the Association.

ARTICLE VII

The members of this Corporation shall be any and all members of the Association. The members shall not have any voting rights whatsoever. The members shall continue their voting and governance under the governing documents of the Association.

ARTICLE VIII

The Corporation is authorized to adopt by-laws and those by-laws may provide for procedures for partial liquidation of the Corporation.

ARTICLE IX

Upon dissolution or final liquidation of the Corporation the Corporation's assets shall go to a Not For Profit Corporation under Florida Law whose main purpose is charitable, civic, and educational and is engaged in educating the public about fire safety or is in any way engaged in helping firefighters and paramedics in any way whatsoever. The Not For Profit Corporation may or may not be a Section 501(c)(3) organization under the Internal Revenue Code.

ARTICLE X

In accordance with Section 617.0202(2)(i), Florida Statutes, this Corporation is subordinate to and subject to the authority of the Association and shall heed and obey any and all direction from the duly elected officers of said organization. The Association has the absolute authority and ability to dissolve this Corporation at any time and for any reason whatsoever and has the ability to demand back any and all assets that this Corporation is holding for the purposes for which it was formed. This provision shall supercede Article IX regarding distribution of assets upon dissolution or final liquidation.

ARTICLE XI

The initial street address of the Corporation's registered office is: 3900 Woodlake Boulevard, Suite 212, Lake Worth, Florida, 33463. The initial registered agent for the Corporation at that address is: Mierzwa & Associates, P.A.

ARTICLE XII

The directors may amend these articles by a majority vote of seven directors then in office.

ARTICLE XIII

The initial board of directors shall consist of thirteen members. The names and addresses of the persons who will serve on the initial board of directors are:

Names	Addresses
Walter J. Dix	2650 West State Road 84, Suite 104, Ft. Lauderdale, FL 33312
Joseph Benavides	2650 West State Road 84, Suite 104, Ft. Lauderdale, FL 33312
John Kelly, Jr.	2650 West State Road 84, Suite 104 Ft. Lauderdale, FL 33312
Peter Fauerbach	2650 West State Road 84, Suite 104 Ft. Lauderdale, FL 33312
Philip Kalarovich	2650 West State Road 84, Suite 104 Ft. Lauderdale, FL 33312
Raymond Briant, III	2650 West State Road 84, Suite 104 Ft. Lauderdale, FL 33312
Marc Scarfone	2650 West State Road 84, Suite 104 Ft. Lauderdale, FL 33312
Andy Berkowitz	2650 West State Road 84, Suite 104 Ft. Lauderdale, FL 33312
Robert Sahdala	2650 West State Road 84, Suite 104 Ft. Lauderdale, FL 33312
Joanne Levings	2650 West State Road 84, Suite 104 Ft. Lauderdale, FL 33312
Tory Fatjo	2650 West State Road 84, Suite 104 Ft. Lauderdale, FL 33312

Mike Coombs

2650 West State Road 84, Suite 104
Ft. Lauderdale, FL 33312

Sam Aloï

2650 West State Road 84, Suite 104
Ft. Lauderdale, FL 33312

ARTICLE XIV

The name and street address of the person signing these articles of incorporation is:

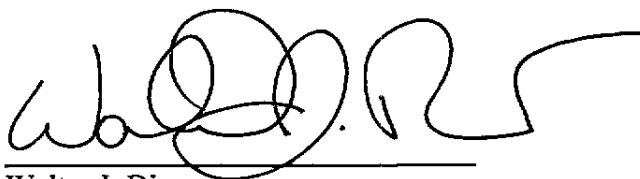
Name

Address

Walter J. Dix

2650 West State Road 84, Suite 104
Ft. Lauderdale, FL 33312

The undersigned incorporator has executed these articles of incorporation.



Walter J. Dix
Incorporator

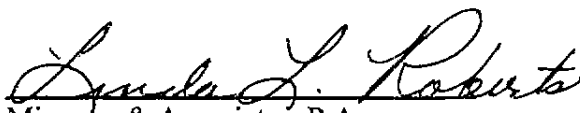
09-21-2005

Date

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the Broward Firefighters Memorial Building, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



Mierzwa & Associates, P.A.
Registered Agent

9-29-05

Date