

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**THE CITY OF NORTH LAUDEDALE RECREATION FOUNDATION, I**

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ARTICLES OF INCORPORATION  
OF

THE CITY OF NORTH LAUDERDALE RECREATION FOUNDATION, INC.

The undersigned, a majority of the Directors of The City of North Lauderdale Recreation Foundation, Inc. hereby files this, the Articles of Incorporation of The City of North Lauderdale Recreation Foundation, Inc. as a non-profit corporation under Chapter 617, Florida Statutes, the corporation Not For Profit Act of the State of Florida, and certifies as follows:

ARTICLE I  
NAME

The name of the Corporation is The City of North Lauderdale Recreation Foundation, Inc. (hereinafter be referred to as the "Corporation").

ARTICLE II  
DURATION

This corporation shall exist perpetually.

ARTICLE III  
PURPOSES

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV  
NON-STOCK CORPORATION

The Corporation shall have no stock and no dividends shall be declared or paid.

ARTICLE V  
APPOINTMENT OF DIRECTORS

Directors shall be appointed in accordance with the By-Laws of the Corporation.

ARTICLE VI  
BOARD OF DIRECTORS

A. Powers. All Corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

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B. Number. The affairs of this Corporation shall be conducted by a Board of Directors, the number of which shall be determined from time to time in accordance with the Bylaws but shall never be less than five (5) voting members. Notwithstanding the maximum number of directors permitted under the Bylaws, it is the declared intention of the Corporation, that the number of directors be no larger than minimally necessary in order to properly carry on the activities of the Corporation.

C. Election; Removal. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

D. Compensation. Directors shall be compensated in accordance with the procedure provided in the Bylaws.

E. Resignation. Directors shall resign in accordance with the procedure provided in the By-Laws.

F. Initial Directors. The names and addresses of the initial directors to hold office until the first annual meeting of members and/or until their successors shall have been elected and qualified are as follows:

- (1) Jack Brady  
701 SW 71st Avenue  
North Lauderdale, FL 33068
- (2) John R. Cangemi  
701 SW 71st Avenue  
North Lauderdale, FL 33068
- (3) David G. Hilton  
701 SW 71st Avenue  
North Lauderdale, FL 33068
- (4) Gary Frankel  
701 SW 71st Avenue  
North Lauderdale, FL 33068
- (5) Rich Moyle  
701 SW 71st Avenue  
North Lauderdale, FL 33068

G. Property. The Board of Directors shall administer and distribute the property held by this corporation in accordance with the purposes of this Corporation as defined in Article III and the applicable provisions of the By-Laws.

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ARTICLE VII  
PRINCIPAL OFFICE & REGISTERED AGENT

The principal office of the Corporation shall be 3099 East Commercial Boulevard, Suite 200, Fort Lauderdale, Florida 33308. The Registered Agent shall be Samuel S. Goren, Esq., whose address is 3099 East Commercial Boulevard, Suite 200, Fort Lauderdale, Florida 33308.

The Bylaws of the Corporation shall be adopted by the Board of Directors and may be amended, altered, or rescinded by a majority vote of such Board.

ARTICLE VIII  
AMENDMENTS

These Articles may be amended by a majority vote of the Board of Directors.

ARTICLE IX  
MEMBERSHIP

This Corporation shall not have membership.

ARTICLE X  
OFFICERS

The Corporation shall have the following officers: President, Vice President, Secretary, and Treasurer. Two (2) or more of the above officers may be held by the same person. The Board of Directors shall select a Chairman from among its members, who shall also serve as President. The Board shall select persons to hold the remaining offices. Terms of the office shall be the same as the terms for the Directors as established in the corporate By-Laws.

ARTICLE XI  
BY-LAWS

The By-Laws of the Corporation shall be made, altered, or rescinded by the majority vote of the Board of Directors.

ARTICLE XII  
LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Three hereof. 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.


ARTICLE XIII  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

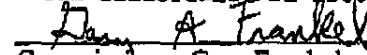
Upon the dissolution of the corporation, assets shall be distributed for one of more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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 operated exclusively for such purposes.

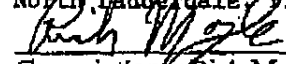
IN WITNESS WHEREOF, the undersigned incorporators, directors, and registered agent has executed these Articles of Incorporation, this 27 day of MARCH, 2008.

  
Mayor Jack Brady, 701 SW 71st Avenue  
North Lauderdale, FL 33068

  
Vice-Mayor John R. Cangemi, 701 SW 71st Avenue  
North Lauderdale, FL 33068

  
Commissioner David G. Hilton 701 SW 71st Avenue  
North Lauderdale, FL 33068

  
Commissioner Gary Frankel, 701 SW 71st Avenue  
North Lauderdale, FL 33068

  
Commissioner Rich Moyle, 701 SW 71st Avenue  
North Lauderdale, FL 33068

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STATE OF FLORIDA  
COUNTY OF BROWARD

I, herby certify that personally appeared before me this day and acknowledged due execution of the foregoing instrument.

WITNESS my hand and official seal this 27 day of March, 2008.

My Commission Expires:



Patricia Vancheri  
Notary Public- State of Florida

ACCEPTANCE OF REGISTERED AGENT

FOR

THE CITY OF NORTH LAUDERDALE RECREATION FOUNDATION, INC.

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 the Florida 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.

Samuel S. Goren  
SAMUEL S. GOREN/REGISTERED AGENT

DATED this 27<sup>th</sup> day of March, 2008.

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