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## FLORIDA PROFIT/NON PROFIT CORPORATION

THINK PINK ROCKS, INC.

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**ARTICLES OF INCORPORATION OF  
THINK PINK ROCKS, INC.**

The undersigned incorporator, desiring to form a corporation not-for-profit under the Chapter 617 of the laws of the State of Florida, hereby adopts the following Articles of Incorporation ("Articles"):

**Article 1**

**NAME AND DEFINITIONS**

The name of the corporation shall be Think Pink Rocks, Inc., which is hereinafter referred to as the "Corporation".

**Article 2**

**PURPOSES AND POWERS**

The objects and purposes of the Corporation are to organize and promote events that support education, prevention and cure of breast cancer.

The Corporation is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any individual person.

The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit.

The purposes and powers of the Corporation shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause or statement, but shall be broadly construed as independent purposes and powers.

**Article 3**

**CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

**Article 4**

**BOARD OF DIRECTORS**

4.01 Management by Directors. The property, business and affairs of the Corporation shall be managed by a Board, which shall consist of at least three (3) persons. A majority of the Directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of Directors, including annual meetings.

4.02 Original Board of Directors. The names and addresses of the first Board, who shall hold office until the first election and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

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Name	Address
Elizabeth Weprin	
Stephanie Robin	c/o William P. Sklar, Esq. One North
Amy Seidman	Clematis Street, Suite 400
Kathy Fleishman	West Palm Beach, Florida 33401

4.03 Election of Board of Directors. Unless otherwise provided in these Articles of Incorporation, Directors shall be elected or appointed at the annual meeting of the Board as provided in the Bylaws. The Bylaws may provide for the method of voting for the election and for the removal from office of Directors.

4.04 Duration of Office. Directors shall hold office until the next succeeding annual meeting of the Board and thereafter until qualified successors are duly elected or appointed and have taken office.

4.05 Vacancies. If a Director shall for any reason cease to be a Director, the majority of the remaining directors may vote to fill the vacancy for the balance of the unexpired term.

#### **Article 5** **OFFICERS**

5.01 Officers Provided For. The Corporation shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the Bylaws.

5.02 Election and Appointment of Officers. The officers of the Corporation, in accordance with any applicable provision of the Bylaws, shall be elected by the Board annually for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election for the removal from office of officers, for the filling of vacancies and for the duties of the officers. The President shall be a Director; other officers may or may not be Directors of the Corporation. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board may elect or appoint an individual to fill such vacancy.

#### **Article 6** **BY-LAWS**

The Board shall adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended, repealed or rescinded by the Board in the manner set forth in the Bylaws.

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**Article 7**  
**AMENDMENTS**

7.01 Approval of Amendments. Amendments to these Articles shall be proposed and approved by the Board.

7.02 Notice. Notice of a proposed amendment shall contain the proposed amendment or a summary of the changes to be affected thereby.

7.03 Conflicting Provisions. In case of any conflict between these Articles and the Bylaws, these Articles shall control.

**Article 8**  
**INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

William P. Sklar  
One North Clematis Street, Suite 400  
West Palm Beach, Florida 33401

**Article 9**  
**INDEMNIFICATION**

9.01 Right to Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Director, employee, officer, committee, or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

9.02 Attorneys' Fees. To the extent that a Director, officer employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.01 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

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9.03 Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the Director, officer, committee, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

9.04 Non-exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

9.05 Power to Purchase Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, committee, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

9.06 No Amendment. The provisions of this Article 9 shall not be amended.


#### **Article 10** **OFFICE**

The principal office and mailing address of the Corporation shall be at One North Clematis Street, Suite 400, West Palm Beach, Florida 33401 or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Corporation shall be kept at its principal office or at such other place as may be permitted by Florida law.

#### **Article 11** **REGISTERED AGENT**

Until changed, William P. Sklar, Esq., shall be the registered agent of the Corporation and the registered office shall be One North Clematis Street, Suite 400, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 20 day of June, 2008.

  
William P. Sklar, Incorporator

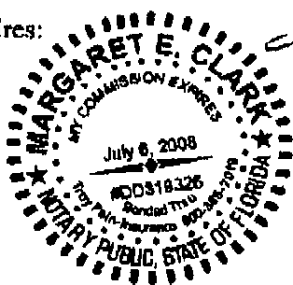
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STATE OF FLORIDA           )  
                                      ) SS:  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me on the 20<sup>th</sup> day of June, 2008, by William P. Sklar, who is personally known to me.

My Commission Expires:



*Margaret E. Clark*  
Notary Public,  
State of Florida at Large

Margaret E. Clark

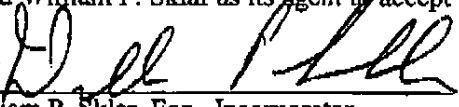
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

**THINK PINK ROCKS, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at One North Clematis Street, Suite 400, West Palm Beach, Florida 33401, State of Florida, has named William P. Sklar as its agent to accept service of process within Florida.

  
William P. Sklar, Esq., Incorporator

Dated: 6/20/08

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By:   
William P. Sklar, Esq.

Dated: 6/20/08

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