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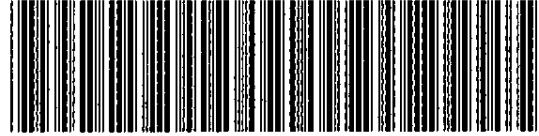
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-24-08  
234



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 8, 2008

ILENE LIEBERMAN  
115 SOUTH ANDREWS AVE., SUITE 421  
FT. LAUDERDALE, FL 33301

SUBJECT: VISIONBROWARD FOUNDATION, INC.  
Ref. Number: W08000041609

We have received your document for VISIONBROWARD FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham  
Regulatory Specialist II  
New Filing Section

Letter Number: 908A00049097

ARTICLES OF INCORPORATION  
OF  
VISIONBROWARD FOUNDATION, INC.

A corporate not for profit organized  
pursuant to the provisions of Chapter 617  
Florida Statutes

FILED  
2008 SEP 23 P 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, whose names are signed hereto, do hereby associate ourselves together for the purpose of forming a body corporate, not for profit, under the laws of the State of Florida and under the following proposed charter:

ARTICLE I

The name of this corporation shall be VisionBROWARD Foundation, Inc., and its principal place of business shall be 115 S. Andrews Avenue, Suite A540, Fort Lauderdale, Florida 33301.

ARTICLE II. PURPOSES AND POWERS  
A. PURPOSES

The purposes for which this corporation is organized are:

1. This corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law) 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 of 1986 (or corresponding provision of any future Internal Revenue law).
2. Without limiting the generality of the foregoing, this corporation shall have the following purposes:

The purpose of this corporation shall be to provide for services and facilities to benefit and support Broward County's Economic Development in its VisionBROWARD Executive Committee, and its successors, by providing goods and services which include but are not limited to the following: gifts and monies that support programs and activities directed towards economic development and strategic community visioning that promote the continued development and redevelopment of the County, endowment funds, and other real and personal property; or grants for any such purpose.

## B. POWERS

This corporation shall have all the powers, not contrary to the law or to the statutes of the State of Florida, incident to or useful or necessary to carry out the purposes for which it is formed, subject, however, to the limitation, duties, and restrictions pertaining to a nonprofit corporation existing under provisions of Section 617.0202, Florida Statutes, and subject further to the limitations, duties and restrictions applicable to an organization qualified as exempt from federal income taxation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as said statutes are now in force or may hereafter be amended. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Florida, it is expressly provided that this corporation shall also have the following powers:

1. To borrow money and give security therefore;
2. To enter into, make, perform and carry out contracts of every kind for any lawful purpose pertaining to its business, with any individual, entity, firm, association or corporation, private, public or municipal, or with any government or governmental, municipal or public authority, domestic or foreign;
3. To receive any gift, grant, contribution or devise and hold and use the same for the general purposes or any special purposes of this corporation; provided that gifts with conditions shall be accepted only if they are consistent with the purposes of community and economic development;
4. To acquire from time to time for such uses and purposes, by purchase, gift, will or otherwise, real and personal property and to own, hold, control, administer, sell, exchange, mortgage or otherwise dispose of all or any part of such properties;
5. To act as trustee of any funds or property that it may receive under specific or limited grants or agreements or under any will and to have and exercise the right to hold or manage such funds under the terms and conditions imposed by any such trust, grant, agreement or will;
6. To do everything necessary, convenient or incidental to the accomplishment of the purposes of this corporation or which is calculated, directly or indirectly, to promote the welfare or interests of this corporation;
7. To do any and all things in this article set forth to the same extent a natural person might or could do, in any part of the world, as principal, agent, contractor, trustee or otherwise, either alone or in company with others.

### C. LIMITATIONS

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law). Said limitations include, but are not restricted to, the requirement that no part of the net earnings of this corporation shall inure to the benefit of or be distributable to any private individual, except that this 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 these Articles; that no part of its activities shall consist of the carrying on of propaganda or otherwise attempting to influence legislation; and that it shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

To the extent that this corporation should at any time be subject to Sections 4941 through 4945 of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law), then this corporation:

1. Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
2. Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
3. Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
4. Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);
5. Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law);

### ARTICLE III. MEMBERS

This corporation may have members. Membership in the corporation shall be defined in the By-Laws.

### ARTICLE IV

The corporation shall have perpetual existence unless dissolved by the Board in accordance with provisions of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue law).

### ARTICLE V. DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors. The number of directors shall be not less than five (5) nor more than eighteen (18). The Director of the Broward County Office of Economic Development shall serve as an ex officio member of the Board of Directors. The number of directors constituting the initial Board of Directors of this corporation shall be five (5).

The number of directors and the manner of electing successor directors may be fixed or changed from time to time by appropriate provisions of the bylaws of this corporation adopted by the vote or written assent of a majority of the directors of this corporation. By-Laws shall govern who should be members.

The Board of Directors, by resolution adopted by majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees shall have and exercise such authority of the Board of Directors in the management of this corporation as may be delegated by the Board, within such limitations as may be imposed by the Chapter 617, Florida Statutes.

### ARTICLE VI. TITLE TO PROPERTY

The title to all property of the corporation shall be held in the name of the corporation or as otherwise may be provided pursuant to the authority of the charter and by-laws of the corporation. Any gift, bequest, devise or donation of any kind whatsoever to the corporation or its Board of Directors shall be deemed to vest title in the corporation.

### ARTICLE VII. OFFICERS

The officers of the corporation shall be a Chair, Vice-Chair, Secretary and Treasurer. Each of the said officers shall be elected by the Board of Directors at any annual meeting and the officers so elected shall hold office until the next annual meeting following their election and thereafter until their successors are duly elected and qualified. The offices of Chair and Vice-Chair shall be filled from the membership of the

Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair and Secretary. Rules for elections shall be in the by-laws.

#### ARTICLE VIII. BOARD OF HONORARY TRUSTEES

A Board of Honorary Trustees composed of not less than fifteen (15) nor more than ~~one~~ fifty (50) prominent men and women may be selected in the manner and for such duties as shall be provided and set forth in the bylaws, provided, however, that said Board of Honorary Trustees shall constitute only an advisory board to consult and advise with said Board of Directors.

#### ARTICLE IX. SEAL

The seal of the corporation shall be inscribed with the following words: VisionBROWARD Foundation, Inc.

#### ARTICLE X. MEETINGS

The meetings of the Board of Directors and the Board of Honorary Trustees shall be at such time as shall be set forth in the bylaws.

#### ARTICLE XI. BYLAWS

The bylaws of this corporation are to be made, altered or rescinded only by majority vote of all members of the Board of Directors provided that at least ten (10) days written notice is given of intention to alter, amend, repeal or to adopt new bylaws at such meeting.

#### ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation may be proposed and adopted by a majority vote of all the members of the Board of Directors provided that at least ten (10) days written notice setting forth the proposed amendment is given to the members of the Board of Directors prior to any such meeting wherein said amendment is considered. A policy to rotate officers shall be included in the by-laws.

#### ARTICLE XIII. INITIAL OFFICERS

The names of the officers who are to serve until the first elections shall be as follows:

<u>TITLE</u>	<u>NAME</u>
Chair	Ilene Lieberman
Vice-Chair	Alan Levy

Secretary

Lonnie Maier

Treasurer

Shaun Davis

#### ARTICLE XIV. INITIAL BOARD OF DIRECTORS

The names of the Board of Directors who are to serve until the first election shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ilene Lieberman Broward County Board of County Commissioners	115 South Andrews Avenue, Suite 421 Fort Lauderdale, Florida 33301
James Tarlton Broward Alliance	110 East Broward Boulevard, Suite 1990 Fort Lauderdale, Florida 33301
Alan Levy Broward Workshop	11 Southwest 15 Street Fort Lauderdale, Florida 33315
Lonnie Maier Broward Alliance	Nortel 1500 Concord Terrace Sunrise, Florida 33323
Shaun Davis Broward Workshop	2521 Hollywood Boulevard Hollywood, Florida 33020
Hazelle Rogers Broward League of Cities	4300 Northwest 36 Street Lauderdale Lakes, Florida 33319
Norman Taylor Broward County Office of Economic Development	115 South Andrews Avenue, Suite A540 Fort Lauderdale, Florida 33301
George Hanbury Nova Southeastern University	Nova Southeastern University 3301 College Avenue Fort Lauderdale, Florida 33314

#### ARTICLE XV. DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his/her heirs, executors and administrators against liability and against expenses reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having



been a director or officer of this corporation, except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he/she may be entitled.

#### ARTICLE XVI. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this corporation all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the corporation which has qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this corporation.

#### ARTICLE XVII

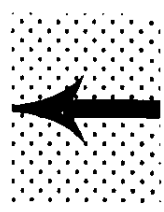
The names and residences of the incorporators and subscribers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ilene Lieberman	115 South Andrews Avenue, Suite 421 Fort Lauderdale, Florida 33301
Alan Levy	11 Southwest 15 Street Fort Lauderdale, Florida 33315
Shaun Davis	2521 Hollywood Boulevard Hollywood, Florida 33020

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IN TESTIMONY WHEREOF, the incorporators and subscribers have hereunto set their hands and seals this 3 day of September, 2008.

*Gene Lieberman* (Seal)  
*[Signature]* (Seal)  
*[Signature]* (Seal)



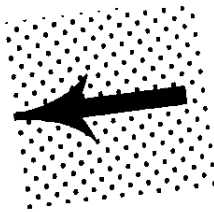
STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, this day personally appeared *ILEX LIEBERMAN, SHAN DAVIS*, and *ALAN LAY* who, after being by me first duly sworn, depose and say that they executed the above and foregoing Articles of Incorporation this day for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 3 day of *September*, 2008.

My Commission expires:

*M. Julius*  
Notary Public  
State of Florida at large



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

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

That VisionBROWARD Foundation, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Fort Lauderdale, County of Broward, State of Florida, has named Norman E. Taylor, located at 115 South Andrews Avenue, Suite A540, City Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By  \_\_\_\_\_  
Norman E. Taylor  
Resident Agent

DEJ:bjl  
4/4/2008  
#08-134  
VisionBROWARD - Articles of Incorporation.doc