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FLORIDA PROFIT/NON PROFIT CORPORATION

FLORIDIANS FOR A BETTER TOMORROW, INC.

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**ARTICLES OF INCORPORATION  
OF  
FLORIDIANS FOR A BETTER TOMORROW, INC.**

A Florida Not-For-Profit Corporation

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit corporation pursuant to the Florida Not-For-Profit Corporation Act, Florida Statutes Chapter 617, as amended (the "Florida Act").

**ARTICLE I - NAME AND PRINCIPAL ADDRESS**

The name of this Corporation is FLORIDIANS FOR A BETTER TOMORROW, INC. The street address of the initial principal office and the mailing address of the Corporation are 18851 N.E. 29<sup>th</sup> Avenue, Suite 1010, Aventura, Florida 33180.

**ARTICLE II - NATURE OF CORPORATION**

This is a not-for-profit Corporation, organized to promote social welfare pursuant to the Florida Act.

**ARTICLE III - PURPOSE**

A. The Corporation is organized exclusively to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax laws ("Section 501(c)(4)").

B. The Corporation shall not participate or intervene in political campaigns on behalf of, or in opposition to, any candidate for public office; and the Corporation shall not otherwise engage in political activities to any extent that would disqualify the Corporation from maintaining exemption from federal income taxation under Section 501(c)(4).

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(4).

**ARTICLE IV - DURATION**

This Corporation is to exist perpetually.

**ARTICLE V - MEMBERSHIP**

The Corporation shall have one or more members. The qualifications for membership, the manner of admission to membership and removal therefrom, and all other conditions, requirements, privileges, and regulations relating to membership, including voting rights, shall be governed and regulated by the Bylaws of the Corporation.

**ARTICLE VI - NONSTOCK CORPORATION**

This Corporation shall not have or issue shares of stock. However, the Corporation may have and issue membership certificates stating prominently on their face that such certificates are not transferable and that the Corporation is a not-for-profit corporation.

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Michael McAllister  
200 E. Broward Boulevard, Suite 2100  
Fort Lauderdale, Florida 33301

**ARTICLE VIII - REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Corporation is Michael McAllister. The street address of the initial registered office of this Corporation is 200 E. Broward Boulevard, Suite 2100, Fort Lauderdale, Florida 33301.

**ARTICLE IX - MANAGEMENT OF CORPORATE AFFAIRS**

A. The business and affairs of the Corporation shall be managed by a Board of Directors.

B. The number of Directors of the Corporation shall be no less than three and no more than five. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

C. Directors shall be elected, removed, and hold office as provided in the Bylaws.

D. The initial Directors of the Corporation shall be:

Ronald L. Book  
18851 N.E. 29<sup>th</sup> Avenue, Suite 1010  
Aventura, Florida 33180

Kelly Mallette  
18851 N.E. 29<sup>th</sup> Avenue, Suite 1010  
Aventura, Florida 33180

Michael McAllister  
200 E. Broward Boulevard, Suite 2100  
Fort Lauderdale, Florida 33301

E. The Board of Directors shall elect the following Officers: President, Treasurer and Secretary, and such other Officers as the Bylaws of the Corporation may authorize the Directors

to elect from time to time. Initially, such Officers shall be elected at the first meeting of the Board of Directors.

#### ARTICLE X - LIMITATION OF LIABILITY

Unless and to the extent otherwise agreed in writing, no member, director, or officer of the Corporation shall be personally liable for any debts or obligations whatsoever of the Corporation.

#### ARTICLE XI - BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Florida Act concerning corporate action that must be authorized or approved by a majority of the voting members of the Corporation, the Bylaws of the Corporation may be altered, amended, or repealed, and new Bylaws may be adopted, by the Board of Directors.

#### ARTICLE XII - DEDICATION OF ASSETS

The assets of the Corporation are irrevocably dedicated to social welfare purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the Corporation, or any other private person, except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of its purposes as set forth in Article III. Distribution of the assets of the Corporation shall be solely as provided in Article XIII.

#### ARTICLE XIII - DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of the Corporation, the assets remaining after payment or provision for payment of all liabilities of the Corporation shall be distributed to one or more organizations which are organized and operating exclusively for social welfare purposes and, at the time of such disposition, qualify as organizations exempt from federal income taxation under Section 501(c)(4).

#### ARTICLE XIV - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the voting members in accordance with the procedures set forth in the Florida Act. However, the Articles may not be amended in any way that would be unlawful at the time of such amendment or that would cause the Corporation to lose its exemption from federal income taxation under Section 501(c)(4).

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1 day of October, 2008.

  
Michael McAllister, Incorporator

**ACCEPTANCE OF INITIAL REGISTERED AGENT**

Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

DATED THIS 1st DAY OF OCTOBER, 2008.

  
\_\_\_\_\_  
Michael McAllister

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