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| | MIERZWA & ASSOCIATES, P.A.

MATTHEW J. MIERZWA, JR. MARK W. FLOYD BRAM A. MARAVENT MARIA S. MELIUS SHELLIE L. SEWELL

3900 WOODLAKE BOULEVARD SUITE 212 LAKE WORTH, FLORIDA 33463 TELEPHONE: (561) 966-1200 FACSIMILE: (561) 966-1231



December 2, 2009

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

Re: Judy Ruddy Incorporation of Explorers File No., 807683.2009

Dear Division of Corporations:

This law firm represents Judy Ruddy in the incorporation of "Palm Beach County Fire Rescue Explorer Post 205, Inc.". In that regard, enclosed please find the following documents:

- 1. Original Articles of Incorporation and two (2) copies;
- Original Certificate of Designation of Registered Agent/Registered Office and two (2) copies; and,
- 3. This firm's trust account check in the amount of \$87.50 for the filing fee, Certificate of Status, and Certified Copy.

Should you request anything further regarding this incorporation, please contact me at (561) 966-1200.

Sincerel

Maria S. Melius, Esq.

MSM/sr Enclosure c: Judy Ruddy

### ARTICLES OF INCORPORATION

#### OF

# PALM BEACH COUNTY FIRE RESCUE EXPLORER POST 205, INC.

In compliance with the requirements of F.S. Chapter 617, the undersigned hereby acts as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a non-profit business corporation.

### **ARTICLE I- NAME**

The name of the Corporation is: PALM BEACH COUNTY FIRE RESCUE EXPLORER POST 205, INC.

## **ARTICLE II- EFFECTIVE DATE**

The existence of the Corporation shall begin on: the date that these Articles of Incorporation are filed with the Secretary of State.

## **ARTICLE III- PRINCIPAL OFFICE**

The principal place of business and the mailing address of the principal office of the Corporation is: 405 Pike Road, West Palm Beach, Florida 33411.

#### **ARTICLE IV- INITIAL REGISTERED AGENT AND STREET ADDRESS**

The initial street address of the Corporation's registered office is: 405 Pike Road, West Palm Beach, Florida 33411.

The initial registered agent for the Corporation at that address is: Judy A. Ruddy.

#### **ARTICLE V- PURPOSE**

The purpose for which the Corporation is organized is exclusively for charitable and educational purposes, under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The purpose for which the Corporation is specifically organized is to educate and provide young adults from 14 to 20 years of age the opportunity to learn from and shadow professional fire fighters while they perform the duties of their job. The Corporation shall further provide instruction to the same youth in the areas of CPR and First Aid.

The general nature of business to be transacted by the Corporation shall be any or all lawful business which non-profit corporations incorporated under Chapter 617 of the Florida Statutes may

transact that are in furtherance of the educational and charitable purposes of this Corporation and further to engage in any lawful act, activity or business permitted under the laws of the United States of America and of the State of Florida that are in furtherance of the educational and charitable purposes of this Corporation.

Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

## **ARTICLE VI- INITIAL DIRECTORS**

The initial board of directors shall consist of three (3) members. This number may be increased from time to time in accordance with the Corporation's Bylaws, but shall never be less than three (3). The name and address of the persons who will serve on the initial board of directors are:

Name	Address
Donald F. Manger, Jr.	8924 Spring Valley Drive Boynton Beach, FL 33472
Douglas J. Clark	239 Hidden Lane West Palm Beach, FL 33413
Judy A. Ruddy	3189 Pebble Beach Drive Lake Worth, FL 33467

## **ARTICLE VII- INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u> -

1 220

Address -

Judy A. Ruddy

3189 Pebble Beach Drive Lake Worth, FL 33467

### **ARTICLE VIII- INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, and agents to the fullest extent permitted by law.

## **ARTICLE IX- NO DISTRIBUTION OF EARNINGS**

to its members, trustees, officers, or other private persons, except that the organization 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 IV herein.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE X- DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Fifteenth Judicial Circuit Court in and for Palm Beach County, Florida in which the principal office of the organization is 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 incorporator has executed these Articles of Incorporation.

. . .

Page 3 of 4

# ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PALM BEACH COUNTY FIRE RESCUE EXPLORER POST 205, 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. 617.0501.

Jufty A. Rhady Registered Agent

1.(<u>-12</u>.

#### CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

UNDER THE PROVISIONS OF F.S. 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1.	The name of the corporation is:	PALM BEACH COUNTY FIRE RESCUE
		EXPLORERS POST 205, INC.

2. The name and address of the registered agent and office is:

Registered Agent:	Judy A. Ruddy	NA.
Registered Agent's Address:	405 Pike Road	AR
	West Palm Beach, FL 33411	
Registered Office Address:	405 Pike Road	-IS-
	West Palm Beach, FL 33411	AND AND

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

Dated <u>1.</u>, 2009.

gent

PM 4: 3C