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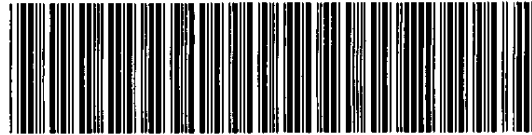
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2010 OCT 25 PM 2:50  
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TALLAHASSEE, FLORIDA

J 10/25/10

*Meyer, Brooks Law Firm*

Requester's Name

Address

City/State/Zip

Phone #

*850-878-5212*

*Call when ready*

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

**FILED**  
10 OCT 25 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Examiner's Initials**

**ARTICLES OF INCORPORATION OF**  
**REFORMMB.COM, INC.**

**FILED**

10 OCT 25 PM 5:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation not for profit pursuant to Chapter 617, Florida Statutes, adopts the following articles of incorporation and states as follows:

**ARTICLE I**

**Name and Principal Place of Business**

The name of the corporation is "ReformMB.com, Inc." The initial principal place of business is 7455 Collins Avenue, Miami Beach, Florida 33141.

**ARTICLE II**

**Duration**

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

**ARTICLE III**

**Purposes**

The purposes for which this corporation is created and maintained shall be exclusively for the promotion of social welfare and no activities which are not permitted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended, shall be permitted.

The corporation shall have the following specific powers:

- (1) To propose an amendment to the charter of the City of Miami Beach relating to the city's employee retirement plans;
- (2) To gather, analyze and disseminate data and information and to educate citizens and local elected and appointed officials on matters relating to the above purpose;
- (3) To serve as a core organization to bring together citizens, governmental entities, public officials and representatives of other organizations which have the common goals stated above;
- (4) To conduct fundraising activities for the production of revenues adequate to carry out the purposes of the corporation;
- (5) To employ staff, consultants, attorneys and accountants to ensure that all regulatory provisions are abided and the corporation's goals are achieved;

- (6) To disseminate to the public, civic and governmental organizations and other non-profit and business entities information relating to the purposes of the corporation and such other subjects as may from time to time arise;
- (7) To exercise powers permitted by Florida law for a corporation not for profit;
- (8) To conduct such other related activities permitted to be conducted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended.

#### **ARTICLE IV**

##### **Restrictions**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered by directors, officers, members and other private citizens and to make payments and distributions in furtherance of the purposes set forth in Article III, hereof and to pay or reimburse the reasonable expenses of fundraising or incurred in carrying out the objectives of the corporation.

#### **ARTICLE V**

##### **Members**

The incorporator shall be the initial member of the corporation, shall be deemed the "Founding Member" and shall appoint the initial Board of Directors of the corporation.

Other classifications of membership may be established by the Board of Directors as provided in the by-laws of the corporation and may consist of separate categories of membership, each with different rights and responsibilities.

#### **ARTICLE VI**

##### **Resident Office and Agent**

The street address and city of the registered office of the corporation is:

131 North Gadsden Street  
Tallahassee, FL 32301

The name of the initial registered agent at such address is Ronald Meyer.

## **ARTICLE VII**

### **Board of Directors**

The number of persons constituting the Board of Directors of the corporation shall not be less than three (3). The number of Directors shall be established in the by-laws. The by-laws shall provide the process for the selection of Directors; provided, however, the incorporator, who is the Founding Member of the corporation, shall appoint the initial Board of Directors who shall serve until successors qualify in accordance with the by-laws. There shall be no limit on the number of terms a Board member may serve unless provided otherwise in the by-laws. The term of office of Board members shall be stated in the by-laws. The Board of Directors may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes.

Nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving additional compensation therefore.

The by-laws may provide for an Executive Committee of the Board. The Board of Directors may establish other committees as may be from time to time be determined necessary and appoint the membership on such committees.

## **ARTICLE VIII**

### **Officers**

The corporation shall have such Officers as may be provided for in the by-laws. The manner of selection of Officers shall also be provided for in the by-laws; provided, however, the initial officers shall be appointed by the incorporator. The corporation shall have at least the following Officers - Chair, Secretary and Treasurer. The persons who have been appointed to hold such offices initially are:

1. Chair - Joseph Fisher
2. Treasurer - Richard McKinnon

An individual may hold more than one office in the corporation. Duties of Officers shall be described in the by-laws.

## **ARTICLE IX**

### **Indemnification of Officers and Directors**

Officers and Directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, (including any incurred in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office as provided in the by-laws. The corporation may purchase and maintain insurance on behalf of all Officers and Directors against any such liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

**ARTICLE X**

**Non-Stock Basis**

This corporation is organized on a non-stock basis.

**ARTICLE XI**

**Dissolution**

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future United States Internal Revenue law or to the federal, state or local government to be used for exclusively public purposes.

**ARTICLE XII**

**Amendments**

These Articles of Incorporation may be amended by majority vote of the Directors as provided in Section 617.1002(1)(b), Florida Statutes, at a meeting called for such purpose.

**ARTICLE XIII**


**Incorporator**

The name and address of the original incorporator of this Corporation is as follows:

Joseph Fisher

7455 Collins Avenue, Suite 212  
Miami Beach, Florida 33141

**IN WITNESS WHEREOF**, the undersigned incorporator, pursuant to the laws of the State of Florida does hereby make and file in the office of the Secretary of State of Florida these Articles of Incorporation and further certify that the facts stated herein are true and correct.

  
\_\_\_\_\_  
JOSEPH FISHER  
INCORPORATOR

**ACCEPTANCE BY REGISTERED AGENT**

Ronald Meyer, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of this acceptance, does hereby agree to abide by the provisions of Section 607.0501, Florida Statutes, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: 131 North Gadsden Street, Tallahassee, FL 32301.

  
\_\_\_\_\_  
RONALD MEYER

FILED  
10 OCT 25 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA