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FLORIDA PROFIT/NON PROFIT CORPORATION

Parks Foundation of Broward County, Inc.

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**ARTICLES OF INCORPORATION
OF
PARKS FOUNDATION OF BROWARD COUNTY, INC.**

ARTICLE I - NAME

The name of the Corporation shall be "Parks Foundation of Broward County, Inc." (hereinafter "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 515 East Las Olas Boulevard, Suite 1200, Fort Lauderdale, Florida 33301.

ARTICLE III - PURPOSE

The purpose for which the Corporation is organized is to support and promote the overall benefits of maintaining and improving a healthy and sustainable park, recreation, and natural area system for the residents of and visitors to Broward County. The Corporation will also:

- Raise awareness and support through volunteerism, donations, and membership drives to help fund programs and services that could include:
 1. Connect and engage residents and visitors in supporting the parks system.
 2. Pursuing support for private funding that is beyond the scope of Broward County's normal capital program to help acquire, beautify, enhance, and renovate parks in Broward County.
 3. Establishing a scholarship program for disadvantaged children to attend summer camps, take field trips, and participate in after-school and other programs at parks.
 4. Creating opportunities to encourage and enhance our outreach to special populations in Broward County, providing access to everyone.
 5. Partnering with private and nonprofit sectors to build fitness trails and play structures to help guests of all ages stay healthy and fit.
 6. Managing and promoting our natural environment by a) controlling exotic vegetation in natural area sites and b) promoting Florida-friendly techniques and native plant propagation.
- Support and promote the creation of educational facilities that enhance cultural and biological diversity in support of sustainability and quality of life in Broward County.

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- Sponsor and support events and activities in parks and communities that increase awareness of the rich natural, historical, and cultural significance of Broward County.
- Support and promote the arts and culture by making venues available to the community.
- Provide support to the friends groups of individual parks and facilities to help them reach their goals and objectives.
- Establish a legacy program that will provide passionate park users, friends and families with an enduring way to make our local natural environment available for future generations.
- Seek opportunities to acquire, protect, and enhance regional and natural area parklands for posterity.

ARTICLE IV-
GENERAL STATEMENT AS TO FEDERAL INCOME TAX CONSEQUENCES

1. At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by operation of law:
 - A. The Corporation shall not possess or exercise any power of authority either expressly, by interpretation, or by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify, as a Corporation described in Section 501(c)(3) of the Internal Revenue Code, as amended (hereafter sometimes referred to as "the Code"), contributions to which are deductible for federal income tax purposes; and the Corporation shall not engage directly or indirectly in any activity which might cause the loss of such qualifications.
 - B. No part of the assets or net earnings of the Corporation shall ever be used for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Code. The Corporation shall not be organized or operated for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Code.
 - C. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
 - D. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; and the Corporation shall not participate or intervene in any manner, to any extent, in any political campaign on behalf of (or in opposition to) any candidate for public office, whether by publishing or distributing statements or otherwise.

- E. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on; and the Corporation shall not engage in any transaction defined at the time as prohibited under the Code.
 - F. No compensation, loan or other payment shall be paid or made to any officer, director or incorporator of the Corporation, or substantial contributor to it, unless such payment is permissible under the Code; and no part of the assets or net earnings, current or accumulated, of the Corporation shall ever be distributed to or divided among any such person or persons, or inure to, be sued for, accrue to or to the benefit of any such person or private individual (pursuant to the prohibition contained in Section 501(c)(3) of the Code).
 - G. No solicitation of contributions to the Corporation shall be made; and no gift, bequest or devise to the Corporation shall be accepted upon any condition or limitation which, in the opinion of the Corporation, may cause the Corporation to lose its exemption from payment of federal income taxes.
- 2. Upon the termination, dissolution or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to and only to one or more organizations described in Section 501(c)(3) of the Code; and such organization or organizations shall not be "private foundations" within the meaning of the Internal Revenue Code and shall be "publicly supported" within the meaning of the Code.
 - 3. Any references herein to any provision of the Internal Revenue Code shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded as the case may be.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of its Board of Directors, and the affairs of the Corporation shall be managed under the direction of its Board of Directors. The Board of Directors shall consist of any number to be determined by the Board of Directors from time to time, except that the number can never be less than three (3). The manner in which the directors are to be elected shall be determined by the bylaws.

ARTICLE VI - INDEMNIFICATION

The private property of the officers and directors of the Corporation shall not be liable for its corporate debts. To the extent permitted by Florida Statutes and by the applicable provisions of the Internal Revenue Code and regulations governing 501(c)(3) organizations, the Corporation shall indemnify and defend its officers and its directors from and against liability arising from their offices or for their acts on behalf of the Corporation.

ARTICLE VII - NON STOCK CORPORATION

The Corporation shall be non-stock, and no dividends or pecuniary benefits shall be declared or paid to the members thereof.

ARTICLE VIII - ELECTION OF OFFICERS

The officers shall be elected by the Board of Directors.

ARTICLE IX - INITIAL OFFICERS AND DIRECTORS

Roy Rogers
Director, Chairperson
5141 NE 31st Avenue
Lighthouse Point, FL 33064

Daniel H. Yaffe
Director, Vice Chairperson
2822 NE 12th Street
Pompano Beach, FL 33062

Sheila N. Rose, AICP
Director, Treasurer
2781 NE 5th Street
Pompano Beach, FL 33062

Sharon Kent, CPRP
Director, Secretary
9151 NW 2nd Street
Plantation, FL 33324

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ARTICLE X - AMENDMENT OF ARTICLES

These Articles may be amended in the manner provided by statute at the time of the amendment; provided, however, that no such amendment shall be made or effective unless a resolution approving same shall have been duly adopted by the Board of Directors of the Corporation.

ARTICLE XI -**STREET ADDRESS AND DESIGNATION OF INITIAL REGISTERED AGENT**

The name of the initial registered agent of the Corporation is Paul S. Gravenhorst. The registered agent's office address is 515 East Las Olas Boulevard, Suite 1200, Fort Lauderdale, Florida 33301.

ARTICLE XII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Paul S. Gravenhorst, 515 East Las Olas Boulevard, Suite 1200, Fort Lauderdale, Florida 33301.

The undersigned incorporator has executed these Articles of Incorporation this 22nd day of October, 2013.


Paul S. Gravenhorst, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.


Paul S. Gravenhorst, Registered Agent

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