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DIVISION OF CORPORATE AFFAIRS



GORDON B. LINN

City Attorney

Board Certified - City, County and Local Government

MARK E. BERMAN
Assistant City Attorney

FAWN POWERS
Assistant City Attorney

TRACY A. LYONS
Assistant City Attorney



Phone: 954-786-4614

City of Pompano Beach, Florida

Fax: 954-786-4617

City Attorney's Communication #2014-1555

September 19, 2014

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

Re: Greater Pompano Beach Sister Cities, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation regarding the above-referenced matter. Also enclosed is the City of Pompano Beach Check No. 830901 in the amount of \$87.50 for the filing fee, certified copy and certificate.

For purposes of future annual report notifications, please contact Ric Green at 954-941-2940 or via email at rgreen@pompanobeachchamber.com.

Thank you for your assistance in this matter.

Very truly yours,

JILL R. MESOJEDEC, FRP
Florida Registered Paralegal

/jrm
l:cor/2014-1555

Enclosures

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RECEIVED
CITY OF POMPAÑO BEACH
CLERK OF COURTS

**ARTICLES OF INCORPORATION
OF
GREATER POMPANO BEACH SISTER CITIES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation

**ARTICLE I
NAME**

The name of the corporation shall be GREATER POMPANO BEACH SISTER CITIES, INC.

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The initial principal place of business and mailing address of this corporation shall be:

2200 East Atlantic Boulevard
Pompano Beach, Florida 33062.

**ARTICLE III
PURPOSE**

This corporation is organized exclusively as a not for profit organization charged with developing international relations with cities and communities worldwide with the goal of facilitating goodwill. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended 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, or the corresponding section of any future federal tax code.

**ARTICLE IV
NO MEMBERS**

The corporation shall not have members, and shall not issue membership certificates. The corporation shall not issue shares of stock.

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ARTICLE V
EXEMPTION REQUIREMENTS

The corporation is a not for profit corporation under Chapter 617, F.S., is intended to be exempt from federal income taxation and at all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except to the extent permissible under articles, under law and under 26 U.S.C.A. § 501 (C)(3). The corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provisions 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, 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 VI
MANNER OF ELECTION OF BOARD OF DIRECTORS

The management of the affairs of the corporation shall be vested in a Board of Directors consisting of at least three directors, as defined in the corporation's by-laws. No Director shall have any right, title or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is four, their names and addresses being as follows:

Monica Ribeiro
3551 N. Powerline Road
Pompano Beach, Florida 33069

Chadia Ghanem
429 N. Dixie Highway
Pompano Beach, Florida 33064

Christina Gore
3332 NE 33rd Street
Fort Lauderdale, Florida 33308

Ulrich Green
2200 E. Atlantic Blvd.
Pompano Beach, Florida 33062

Members of the first Board of Directors shall serve until the first annual meeting. After that, each director shall be elected by majority vote of the Board of Directors in the manner, and at the times, set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the Board of Directors.

ARTICLE VII DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE VIII BYLAWS

The bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE IX AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

ARTICLE X
INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law including, but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE XI
DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) 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 by a court of competent jurisdiction of the county in which the principal office of the organization is then 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.

ARTICLE XII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Ulrich Green
2200 East Atlantic Blvd.
Pompano Beach, Florida 33062


ARTICLE XIII
OFFICERS

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the Board of Directors. Each officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the board of Directors) at such a time, and in such a manner, as prescribed by the bylaws or by law.

ARTICLE XIV
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Gordon B. Linn, Esq.
100 W. Atlantic Blvd., Suite 467
Pompano Beach, Florida 33060

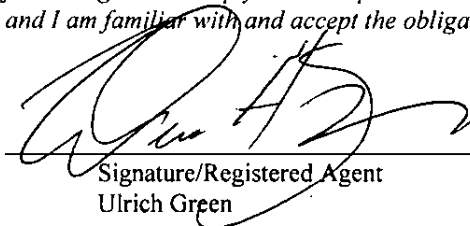


Signature/Incorporator
Gordon B. Linn

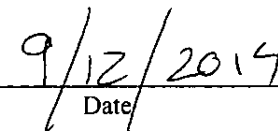


Date

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby 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.



Signature/Registered Agent
Ulrich Green



Date

GBL/jrm
9/11/14
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