

From:

01/03/2017 15:25

#874 8.001/006

N170000000042

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H16000319997 3)))



H160003199973ABCC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : VASALLO LAW, P.L.
Account Number : T20100000003
Phone : (305) 233-9066
Fax Number : (856) 389-2760

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: aanthon@vasallolaw.com

Fax Ad: H16000319997 - Keep original filing date of December 30, 2016.

FLORIDA PROFIT/NON PROFIT CORPORATION
Dade County Firefighters Benevolent Association, Inc

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

W17- 099

01/04/17

(((H16000319997 3)))

ARTICLES OF INCORPORATION**OF****DADE COUNTY FIREFIGHTERS BENEVOLENT ASSOCIATION, INC.**

The undersigned hereby submits these Articles of Incorporation (the "Articles") of DADE COUNTY FIREFIGHTERS BENEVOLENT ASSOCIATION, INC., a Florida not-for-profit corporation (the "Corporation"), for purposes of forming a Florida not-for-profit corporation under The Florida Not-For-Profit Corporation Act (the "Act"). The Corporation shall be governed by the Act.

ARTICLE I**NAME**

The name of the Corporation formed pursuant to these Articles shall be:

DADE COUNTY FIREFIGHTERS BENEVOLENT ASSOCIATION, INC.

ARTICLE II**PRINCIPAL OFFICE ADDRESS**

The principal office and mailing address of the Corporation shall initially be 10506 S.W. 184 Terrace, Miami, FL 33157. The Board of Directors may from time to time change the principal office and/or mailing address of the Corporation.

ARTICLE III**REGISTERED OFFICE & REGISTERED AGENT**

The name of the registered agent and the registered office address at which the resident agent of the Corporation is located are as follows:

Kelth T. McMonigle
10506 S.W. 184 Terrace
Miami, FL 33157

ARTICLE IV**PURPOSES & POWERS**

A. Purposes. The Corporation shall be operated exclusively as a social and recreation club within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The purposes for which the Corporation is formed are to promote and facilitate social interaction, activities and sense of community amongst members sharing the common bond of being employed

1
(((H16000319997 3)))FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2018 DEC 30 PM 2:15

((H16000319997 3)))

by the Miami-Dade Fire Rescue Department. 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.

B. Powers. Subject to the provisions contained hereinabove, the Corporation shall have all of the powers reserved for non-for-profit corporations under the laws of the State of Florida.

ARTICLE V CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE VI MEMBERS

The Corporation shall have an established membership of individuals, the qualifications, privileges and responsibilities of which shall be as provided in the duly adopted Bylaws of the Corporation (the "Bylaws").

ARTICLE VII BOARD OF DIRECTORS & OFFICERS

A. The management and affairs of the Corporation shall be vested in a Board of Directors. All of the duties and powers of the Corporation shall be exercised by the Board of Directors. The initial number of directors of the Corporation (the "Directors") shall be five (5), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than the minimum number permitted by the laws of the State of Florida now or hereafter in force. The Directors shall be elected in the manner provided in the Bylaws. The names of the initial Directors who will serve until the first annual meeting of the Directors (unless earlier removed pursuant to the Bylaws) and until their successors are elected and qualified are as follows:

| <u>Name:</u> | <u>Address:</u> |
|----------------|---|
| Vaughn Mulder | 10506 S.W. 184 Terrace Miami, FL 33157 |
| Randall Brown | 10506 S.W. 184 Terrace Miami, FL 33157 |
| Douglas Keller | 10506 S.W. 184 Terrace Miami, FL 33157 |

((H16000319997 3)))

((H16000319997 3)))

Keith McMonigle

10506 S.W. 184 Terrace
Miami, FL 33157

Michael Zucarro

10506 S.W. 184 Terrace
Miami, FL 33157

B. Notwithstanding Article VII.A above, the Board of Directors of the Corporation may delegate authority to administer the day-to-day management and affairs of the Corporation to officers elected in accordance with the Bylaws of the Corporation (the "Officers"). The Officers shall have such power and authority as may be delegated by the Board of Directors consistent with applicable law and the Bylaws. The names of the initial Officers of the Corporation who shall serve until the election of their successors or their earlier resignation or removal in accordance with the Bylaws are as follows:

Name:

Office:

Vaughn Mulder

President

Randall Brown

Vice President

Douglas Keller

Secretary

Keith McMonigle

Treasurer

ARTICLE VIII
LIMITATIONS ON POWERS OF CORPORATION
AND DISSOLUTION PROVISION

The following provisions are hereby adopted for purposes of defining, limiting and regulating the powers of the Corporation and the Board of Directors:

(i) No part of the net income or net assets of the Corporation shall inure to the benefit of, or distributable to, its Directors, Officers, members or other private persons. However, the Corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

(ii) Upon the dissolution or winding up of the Corporation, all of the business, properties, assets and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Corporation, as may be determined by the Board of Directors of this Corporation in its sole discretion, and which has established its tax exempt status under Section 501(c)(7) or Section 501(c)(3) of the Code.

((H16000319997 3)))

((H16000319997 3)))

(iii) The Corporation shall indemnify the Directors and the Corporation's Officers, if any, to the fullest extent permitted by the laws of the State of Florida now or hereafter in force, including the advance of expenses under the procedures provided by such laws; provided, however, that the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents of the Corporation consistent with the laws of the State of Florida and, provided further, that indemnification shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(7) of the Code.

(iv) To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no Director or Officer of the Corporation shall be personally liable to the Corporation for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from federal income tax under Section 501(c)(7) of the Code. No amendment of these Articles or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and Officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(v) The Corporation retains the right to further amend its corporate purposes so that it may embrace any activity which may properly be engaged in by any organization which is exempt from federal income tax under Section 501(c)(7) of the Code.

ARTICLE IX **DURATION OF CORPORATION**

The duration of the Corporation shall be perpetual, unless earlier dissolved in accordance with the Bylaws.

ARTICLE X **INCORPORATORS**

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

Aaron Anthon, Esq.
12394 S.W. 82 Ave
Miami, FL 33156

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 28 day of December 2016.


Incorporator: Aaron Anthon, Esq.

((H16000319997 3)))

From:

01/03/2017 15:27

#874 P.006/006

((H160Q0319997 3)))

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Registered Agent: Keith T. McMonigle

12/28/2016
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2016 DEC 30 PM 2:15

((H16000319997 3)))