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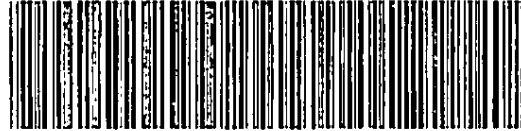
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FREDERICK R. MACLEAN
ANNE B. MACLEAN
CHRISTOPHER J. EMA
LAURA O. MACLEAN
BRIAN V. BERGMAN
ADAN A. AULET, JR.
AMÉE K. ARCE
* ALSO ADMITTED IN ILLINOIS



November 22, 2019

Transmitted via: **FEDERAL EXPRESS**

Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**Re: Hillsboro Lighthouse Preservation Society Fund, Inc.
Our File #12805.371069**

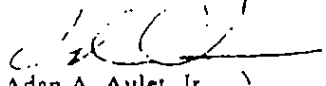
Dear Sir or Madam:

Enclosed please find Not-for-Profit Articles of Incorporation for Hillsboro Lighthouse Preservation Society Fund, Inc. and a check in the amount of \$70.00 for payment of the filing fee in the amount of \$35.00 and Designation of Registered Agent Fee in the amount of \$35.00.

Should you have any questions concerning the enclosed, please feel free to call me.

Very truly yours,

MACLEAN & EMA, P.A.


Adan A. Aulet, Jr.
For the firm

encls./as noted

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
HILLSBORO LIGHTHOUSE PRESERVATION SOCIETY FUND, INC.

The undersigned person, acting as the incorporator of a corporation not-for-profit under the Florida Not-for-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles Of Incorporation for the Corporation:

ARTICLE I
NAME

The name of the Corporation shall be: **HILLSBORO LIGHTHOUSE PRESERVATION SOCIETY FUND, INC.**

ARTICLE II
PRINCIPAL OFFICE & MAILING ADDRESS

The principal office of the Corporation shall be located at **907C Hillsboro Mile, Hillsboro Beach, FL 33062.**

The mailing address of the Corporation shall be **907C Hillsboro Mile, Hillsboro Beach, FL 33062.**

ARTICLE III
PURPOSE

1. CHARITABLE PURPOSE: The Corporation is organized and at all times shall be operated exclusively as a nonstock charitable "supporting organization" within the meaning of Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Internal Revenue Code" or "Code")), or the corresponding provisions of any future United States Internal Revenue Law.

2. SUPPORT ORGANIZATION OF HILLSBORO LIGHTHOUSE PRESERVATION SOCIETY, INC.: The Corporation is incorporated for the specific charitable purpose of serving as a "support organization" (as such term is defined in Section 509(a)(3) of the Code), to be supervised or controlled in connection with the Board of Directors of Hillsboro Lighthouse Preservation Society, Inc., a Florida corporation not-for-profit and tax exempt public charity. The Corporation shall, at all times, be operated exclusively for the benefit and support of Hillsboro Lighthouse Preservation Society, Inc., which is an organization which qualifies under Section 509(a)(1) of the Internal Revenue Code of

1986, as amended (the "Code") to assist Hillsboro Lighthouse Preservation Society, Inc., in carrying out its charitable purposes;

3. EDUCATIONAL, SCIENTIFIC, CIVIC, AND CHARITABLE ACTIVITIES RELATING TO HILLSBORO LIGHTHOUSE PRESERVATION SOCIETY, INC.'S MISSION: The Corporation is to support, promote, sponsor, and pursue educational, scientific, civic, and charitable activities, which are central to the mission of *Hillsboro Lighthouse Preservation Society, Inc.*, a Florida corporation not for profit, duly organized, existing and operating under the provisions of *Chapter 617, Florida Statutes*, which exists to maintain, restore and preserve the historic Hillsboro Inlet Lighthouse and the Hillsboro Inlet Light Station, and to promote public awareness of the Lighthouse. including, but not limited, to:

a. FUNDRAISING: Raising funds for projects; engaging in and conducting activities and programs to solicit contributions;

b. MANAGEMENT AND DISBURSEMENT OF ASSETS FOR LISTED PURPOSES: Receiving, holding, investing, and administering the property of the Corporation, and making expenditures exclusively for the stated educational, charitable, scientific and literary purposes in connection with and to or for the benefit of Hillsboro Lighthouse Preservation Society, Inc.;

c. ACTIVITIES TO BENEFIT HILLSBORO LIGHTHOUSE PRESERVATION SOCIETY, INC.: Engaging in and conducting special activities on behalf of Hillsboro Lighthouse Preservation Society, Inc.;

d. ENDOWMENTS: Establishing endowments that further the educational, charitable, scientific and literary purposes of the Corporation in connection with and to or for the benefit of Hillsboro Lighthouse Preservation Society, Inc.;

e. FOSTERING DONATIONS: Encouraging gifts or loans of property having cultural and educational value for use by Hillsboro Lighthouse Preservation Society, Inc.;

f. REAL PROPERTY ACQUISITION, IMPROVEMENT, MAINTENANCE, AND OPERATION: Acquiring, constructing, equipping, furnishing, repairing, remodeling, renovating, enlarging, improving, maintaining and operating buildings, structures and facilities, and to acquire real estate and interests in real estate for the use of Hillsboro Lighthouse Preservation Society, Inc.; and

g. FIDUCIARY RESPONSIBILITY: Acting in a fiduciary capacity in carrying out any and all of the foregoing purposes, and to name a bank or trust company as a fiduciary agent.

4. OTHER LAWFUL ACTIVITIES: To engage in any lawful activities which are in furtherance of the purposes of the Corporation as set forth above, and related activities thereto. Notwithstanding the foregoing, it is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under § 501(a) of the Code as an organization described in § 501(c)(3) of the Code and which is other than a private foundation by reason of being described in § 509(a)(3)

of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under § 501(c)(3) of the Code. Nor shall any activity of the Corporation consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article III hereof, the Corporation shall have all of the powers granted to non-stock corporations by Section 617.0302 of the Florida Not For Profit Corporation Act; provided, however, that the Corporation shall not engage in any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. Subject to the foregoing, the Corporation shall have the following powers:

A. To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, option or otherwise dispose of and deal in any bonds, securities, evidences of indebtedness or personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, option or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership; however, said activities shall at all times be subservient to and in furtherance of the charitable religious, educational and scientific purposes of the Corporation.

B. To receive contributions, gifts, bequests and devises, and to accept transfers and assignments of money, real or personal property, from any person, trust, firm, corporation or association, subject to such conditions, charges and retained, reserved or contracted for estates, life estates, interests, annuities, or periodic payment obligations as may exist or be agreed upon, the foregoing to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular or irregular contributions to the Corporation for its objects and purposes.

C. To establish and maintain an office or offices, and to employ such assistance, clerical force, agents and employees as may be necessary and proper in the judgment of the Board of Directors; and to pay reasonable compensation for services performed by persons so retained or employed, including Directors and officers of the Corporation, and to reimburse out of earnings or capital, such persons for expenses they may pay or incur while acting for the Corporation and in furtherance of its purposes.

D. To distribute, from time to time in the manner, form and method and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions and other property received by it, including net earnings on its property and investments, but only in carrying out the objects of the Corporation and in the furtherance of its purposes; and to distribute and apply its earnings and property, as aforesaid, either directly for the Corporation's purposes, or indirectly therefor by means of contributions or gifts to corporations, trusts, funds, associations or other organizations organized exclusively for such purposes and no part of whose net earnings shall or may inure to the benefit of any private Director, shareholder or individual, and no substantial part of whose activities consists of carrying on propaganda or otherwise attempting to influence legislation.

E. To contract and be contracted with, including, without limitation, the power to borrow or lend money, to mortgage, pledge, option or hypothecate assets; in connection with any authorized transaction; to execute or issue and deliver any appropriate document or writing, including, without limitation, bonds, debentures, notes, checks, leases, deeds, options, assignments and bills of sale, and to sue and be sued.

F. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of §501 (c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended.

G. To adopt and use a corporate seal, if desired and deemed necessary, but this shall not be compulsory unless required by law.

H. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed and in general to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character.

I. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of these Articles of Incorporation, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under §170(c)(2) of the Code, and Regulations as they now exist or as they may hereafter be amended.

J. All of the above and the foregoing are to be construed both as objects and powers and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation, except that no part of the net earnings of the Corporation shall in any manner, including any dissolution, inure to the benefit of any Director, officer, employee, person or persons having a personal or private interest in the affairs of the Corporation, and the Corporation shall have no power to issue stock or in any manner constitute any individual or individuals as shareholders in the sense that any part of the net income of the Corporation would inure to the benefit of such shareholder or shareholders. Upon any dissolution of the Corporation, the assets, after payment of debts and charges and reasonable necessary expenses of dissolution, shall be distributed, pursuant to law, whether by court decree or in such other manner as may now or hereafter be authorized by statute to or in furtherance of the benevolent or charitable purposes in these Articles of Incorporation or to one or more organizations which would then qualify under §501(c)(3) of the Internal Revenue Code of 1954 and Regulations now existing or as they may be hereafter amended, provided such organization or organizations be described in §170(b)(1)(A) (other than in clauses (vii) or (viii), each having been in existence and so described for a continuous period of at least sixty calendar months.

**ARTICLE V
NON-STOCK / NON-MEMBER CORPORATION**

The Corporation is a non-stock corporation and shall not have any members.

**ARTICLE VI
TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE VII
DIRECTORS**

The authority for all affairs of the Corporation shall be vested in the Board of Directors who shall be governed by the Bylaws of the Corporation as in effect from time to time. The Board of Directors shall be comprised of the voting members of the Board of Directors of Hillsboro Lighthouse Preservation Society, Inc., a Florida corporation not-for-profit and tax exempt public charity; provided, however, that the Board of Directors for the Corporation shall at all times be comprised of at least three (3) directors and not more than twenty-one (21). If the Hillsboro Lighthouse Preservation Society, Inc., shall have fewer than three (3) directors at any time, the Board of Directors for the Corporation shall appoint the minimum number of directors sufficient to satisfy the minimum number of required directors to the Board of Directors for the Corporation. If the Hillsboro Lighthouse Preservation Society, Inc., shall dissolve or ceases to exist, then the directors constituting the Board of Directors of the Corporation shall continue to serve as directors for the Corporation for a period of thirty (30) days, during which time the Board of Directors shall select an organization under Section 501(c)(3) of the Internal Revenue Code which qualifies under 509(a)(1) or 509(a)(2) of the said Internal Revenue Code and which exists to maintain, restore and preserve the historic Hillsboro Inlet Lighthouse and the Hillsboro Inlet Light Station, and to promote public awareness of the Lighthouse. At the conclusion of the thirty (30) day period, the governing body of the selected organization shall appoint Directors to the Board of Directors for the Corporation; provided, however, that the Board of Directors for the Corporation shall at all times be comprised of at least three (3) directors and not more than twenty-one (21).

The names and addresses of the initial Directors who shall serve as the Board of Directors until their successors are elected and qualified are as follows:

DIRECTOR NAME:

ADDRESS:

JOHN BURRIE

**4461 NW 13TH AVENUE
POMPAHO BEACH, FL 33064**

CHARLES SEITZ

**101 NORTH RIVERSIDE DRIVE
SUITE 205
POMPAHO BEACH, FL 33062**

ARTHUR A. MAKENIAN

**1590 SW 4TH CIRCLE
BOCA RATON, FL 33486**

FREDERICK R. MACLEAN, JR.

**2480 NE 23RD STREET
POMPAÑO BEACH, FL 33062**

KENNETH J. HERMAN

**3203 ROBBINS ROAD
POMPAÑO BEACH, FL 33062**

EDWARD H. DIETRICH

**19780 118TH TRAIL SOUTH
BOCA RATON, FL 33486**

ARTICLE VIII OFFICERS

The Officers of this Corporation shall be a President, a Secretary, and a Treasurer, and any such other officers as the Board of Directors may determine from time to time. They shall be elected by the Board of Directors at each annual meeting of the Board of Directors, or at any special meeting thereof, and may be discharged at any time by said Board of Directors. Officers must be Directors.

The President shall: (1) have the general management and control of all the property and affairs and business of said Corporation and shall exercise all the powers and be responsible for the performance of all the duties and policies of said Corporation, subject however to the control of the Board of Directors; (2) preside at all meetings of the Directors of the Corporation; (3) appoint and remove agents and employees of the Corporation; (4) have the independent authority to disburse funds and to sign all checks for the payment of money in accordance with the directions of the Board of Directors (the treasurer shall be provided with the same independent authority below); (5) sign all deeds, mortgages, and other written instrument of the Corporation; and, (6) the performance of all other tasks that may be directed by the Board of Directors. In addition to the President, the Board of Directors may elect one or more Vice Presidents, who shall perform such duties as may be assigned to him or her by the Board of Directors or the President. In case of the death, disability, removal, or unplanned absence of the President, the Board of Director shall appoint a Vice President to serve as the acting-President until the vacancy is filled.

The Secretary shall: (1) have custody (or arrange with the Corporation's legal counsel to maintain custody) of these Articles of Incorporation, Bylaws, corporate seal and such other books and records of the Corporation as the Board of Directors shall direct; (2) seal and attest all deeds, mortgages, and other written records and instruments of said Corporation; (3) keep a list of all the Directors of the Corporation, their home and office addresses and their email addresses as updated by the Directors from time to time; and, (4) keep a record of the votes and minutes of meetings of the Directors of the

Corporation and shall have the custody of all the books, records, seal, papers, and other documents of said Corporation.

The Treasurer shall be the chief financial officer of the Corporation. Under the direction of the Board of Directors, the treasurer shall: (1) have custody and control of all the funds and securities of the Corporation; (2) keep accounts of all moneys, properties and effects of the Corporation; (3) deposit all money and checks of this Corporation to the credit of this Corporation in such bank or banks or other institution as the President shall designate; (4) have the independent authority to disburse funds and to sign all checks for the payment of money in accordance with the directions of the Board of Directors (the president shall be provided with the same independent authority above); (5) shall render an account of all financial transactions of the Corporation and of the financial condition of the Corporation, pursuant to generally accepted accounting practices (GAAP); and, (6) to perform such other duties as may be assigned to the Treasurer by the President or by the Board of Directors.

The name and address of each initial officer of the Corporation and his or her respective office are as follows:

OFFICER NAME & ADDRESS:

OFFICE:

**KENNETH J. HERMAN
3202 ROBBINS ROAD
POMPANO BEACH, FL 33062**

PRESIDENT

**CHARLES SEITZ
101 NORTH RIVERSIDE DRIVE
SUITE 205
POMPANO BEACH, FL 33062**

TREASURER

**JOHN BURRIE
4461 NW 13TH AVENUE
POMPANO BEACH, FL 33064**

SECRETARY

**EDWARD H. DIETRICH
19780 118TH TRAIL SOUTH
BOCA RATON, FL 33486**

VICE PRESIDENT

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each person now or hereafter a director, officer, employee or agent of the Corporation (and the heirs, executors and administrators thereof), shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses (including all attorney's fees) imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding, or claim to which he is or may be made a party by reason of his being or having been a director, officer, employee or agent of the Corporation (whether or not a director, officer, employee or agent at the time such costs or expenses are incurred by or imposed upon him), in relation to matters in which he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation. The termination of any action, suit or proceeding by judgment, order, or settlement shall not of itself create a presumption that the person did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation.

To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, proceeding or claim or in defense of any claim, issue or matter therein, he shall be indemnified against all reasonable expenses (including all attorney's fees) incurred by him in connection therewith.

Any indemnification hereunder shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth above. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs by independent legal counsel in a written opinion.

It is the intent of this provision that the Corporation indemnify directors, officers, employees or agents of the Corporation against expenses (including attorney's fees), judgments and amounts paid in settlement to the full extent permissible by law, and for this purpose the full provisions of Section 617.0831 of the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, as amended, are hereby incorporated by reference. Notwithstanding anything to the contrary herein, indemnification shall not be provided if such indemnification would terminate the tax exempt status of the Corporation or its status as a supporting organization under Section 509(a)(3) of the Code.

ARTICLE X BYLAWS AND AMENDMENTS

A. The Bylaws of this Corporation shall be adopted by the vote of the majority of the Board of Directors of the Corporation. The Bylaws of the Corporation shall be amended by the action of a majority of the Board of Directors of the Corporation.

B. The provisions of these Articles of Incorporation may be amended, altered or rescinded by a majority vote of the Board of Directors of the Corporation.

**ARTICLE XI
REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is 2600 N.E. 14th Street Causeway, Pompano Beach, FL 33062. The name of its initial registered agent at that address is MacLean and Ema, P.A.

**ARTICLE XII
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by the United States District Court, having jurisdiction over the county in which the principal office of the Corporation is then situated, exclusively for and in furtherance of the charitable, educational and religious purposes set forth in these Articles of Incorporation.

**ARTICLE XIII
INCORPORATOR**

The name and address of the incorporator is as follows:

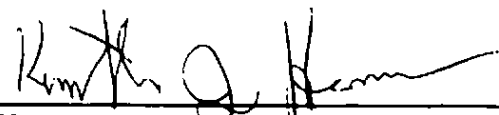
**KENNETH J. HERMAN
3202 ROBBINS ROAD
POMPAN BEACH, FL 33062**

CERTIFICATION

The undersigned, being the incorporator of this **HILLSBORO LIGHTHOUSE PRESERVATION SOCIETY FUND, INC.**, for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, have executed these **ARTICLES OF INCORPORATION** pursuant to the provisions of section 617.0202, Florida Statutes on November 22, 2019.

WITNESS MY HAND AND SEAL ON THIS TWENTY-SECOND (22ND) DAY OF NOVEMBER, 2019.

INCORPORATOR:

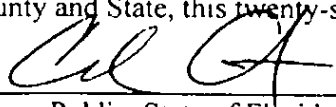


KENNETH J. HERMAN

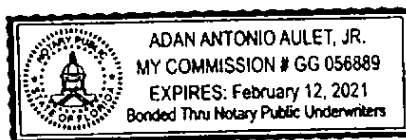
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Kenneth J. Herman, as incorporator of Hillsboro Lighthouse Preservation Society Fund, Inc., known to me to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and who acknowledged before me that she has executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Pompano Beach, in said County and State, this ~~twenty~~-second (22nd) day of November, 2019.



Notary Public, State of Florida at Large
Seal:



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **HILLSBORO LIGHTHOUSE PRESERVATION SOCIETY FUND, INC.**, a Florida Corporation not-for-profit, at the place designated in Article XI of the attached Articles of Incorporation, 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.

REGISTERED AGENT:

MACLEAN AND EMA, P.A.

By: 

CHRISTOPHER J. EMA, ESQ.

VICE PRESIDENT