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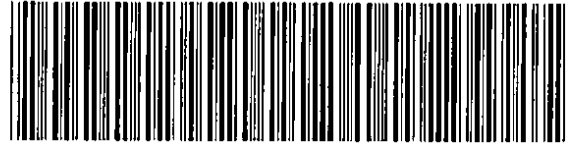
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ARTICLES OF INCORPORATION

OF

BROWARD ELECTED MAYOR COALITION, INC.

The undersigned, acting as the 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, Principal Place of Business and Mailing Address

The name of the corporation is "Broward Elected Mayor Coalition, Inc." The mailing address and initial principal place of business is: 8255 West Sunrise Boulevard #132, Plantation, Florida 33322.

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 educate and inform the residents of Broward County of the current governing structure of the county and alternative structures that better serve county residents;

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- (2) To research and develop an alternative structure to optimize the governing structure of Broward County;
- (3) To gather, analyze and disseminate data and public opinion research needed to assist in reaching the goals of the corporation stated above;
- (4) To serve as a core organization to bring together citizens and representatives of other organizations which have the common goals stated above;
- (5) To conduct fundraising activities for the production of revenues adequate to carry out the purposes of the corporation;
- (6) To serve as the sponsoring committee for a charter amendment securing the goals of the corporation;
- (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.

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ARTICLE V
Members

Membership in the corporation shall 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:

303 SW 6th Street, Penthouse West
Fort Lauderdale, Florida 33315

The name of the initial registered agent at such address is Anthony Quackenbush.

ARTICLE VII
Board of Directors

The number of persons constituting the Board of Directors of the corporation shall be established in the by-laws but shall not be less than three (3). The by-laws shall provide the process for the selection of Directors; provided, however, the initial Directors of the corporation shall be appointed by the incorporator.

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.

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

ARTICLE VIII
Officers

The corporation shall have at least the following Officers – Chairperson/President, Secretary and Treasurer – and such other Officers as may be provided for in the by-laws. The manner of selection of Officers also shall be provided for in the by-laws; provided, however, the initial Officers shall be appointed by the incorporator.

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.

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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 are as follows:

Samuel J. Dorr
1900 North Bayshore Drive #3908
Miami, Florida 33132

IN WITNESS WHEREOF, I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in Section 817.155, Florida Statutes.

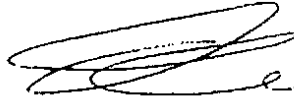


SAMUEL J. DORR
INCORPORATOR

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ACCEPTANCE BY REGISTERED AGENT

Anthony Quackenbush, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of this acceptance, does hereby agree to accept service of process for the above stated corporation at the place designated in this certificate, is familiar with and accepts the appointment as registered agent and agrees to act in this capacity and to maintain normal business hours at the following address: 303 SW 6th Street, Penthouse West, Fort Lauderdale, Florida 33315.



ANTHONY QUACKENBUSH

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