

300 HAYS STREET
TALLAHASSEE, FL 32301

86-11-2-0086

CSC network

PRESIDENTIAL
LEGAL & FINANCIAL SERVICE

AL. JUD. NO. 1 072100000032

REFERENCE: 608928 91324A

AUTHORIZATION: *Patricia Pizzit*

COST LIMIT : \$ 122.50

ORDER DATE : June 2, 1995

ORDER TIME : 9:57 AM

ORDER NO. : 608928

CUSTOMER NO: 91324A

CUSTOMER: Robert D. Klausner, Esq
KLAUSNER & COHEN, PA

81000015049781

6365 Taft Street, Suite 200

Hollywood, FL 33024

DOMESTIC FILING

NAME: MIAMI BEACH ORGANIZATION FOR
PROFESSIONAL LAW ENFORCEMENT,
INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrina Randolph

EXAMINER'S INITIALS:

T. BROWN JUN - 2 1995

FILED
95 JUN - 2 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION
OF
MIAMI BEACH ORGANIZATION FOR
PROFESSIONAL LAW ENFORCEMENT, INC.
A Not-For-Profit Corporation

FILED
85 JUL-2 PM 2:59
STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, desiring to form a corporation hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be MIAMI BEACH ORGANIZATION FOR PROFESSIONAL LAW ENFORCEMENT, INC., and the mailing address of this Corporation shall be P.O. Box 403341, Miami Beach, Florida 33140.

ARTICLE II

STATEMENT OF CORPORATE NATURE

This is a not-for-profit corporation organized for general fraternal and charitable purposes pursuant to the Florida Corporation Not-For-Profit Law set forth in Chapter 617 of the Florida Statutes. The primary purpose of this Corporation shall not be for the purposes of legislative lobbying or the influencing of legislation.

ARTICLE III

GENERAL AND SPECIFIC PURPOSES

The specific and primary purpose for which this Corporation is formed is to provide an effective voice for all law enforcement officers of the City of Miami Beach for the purpose of insuring fairness in the workplace.

A. The general purpose for which this Corporation is formed is to operate exclusively for such fraternal and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws which will qualify it as a tax exempt organization under that Code.

B. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign or on behalf of any candidate for public office.

ARTICLE IV

TERM

This Corporation shall have perpetual existence.

ARTICLE V

MEMBERSHIP

The Corporation shall have a membership distinct from the Board of Directors. The members of this Corporation shall be duly constituted law enforcement officers employed by the City of Miami Beach. Any person qualifying under these requirements and agreeing to be bound by the Articles of Incorporation of this Corporation and by the Bylaws and by such rules and regulations as the directors from time to time may adopt, is eligible for membership in this Corporation by making application thereof to the Board of Directors and to the membership at large.

ARTICLE VI

SUBSCRIBERS

The names and addresses of the initial subscribers of this Corporation are as follows:

Mark DeFusco
1100 Washington Avenue
Miami Beach, Florida 33139

John DiCenso
1100 Washington Avenue
Miami Beach, Florida 33139

David Allen
1100 Washington Avenue
Miami Beach, Florida 33139

ARTICLE VII

LOCATION AND PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

A. The County, in the State of Florida, with the principal office for the transaction of the business of this Corporation is to be located in County of Dade.

B. The name and address of the Corporation's registered agent is: Robert D. Klausner, 6565 Taft Street, Suite 200, Hollywood, Florida 33024; telephone (305) 981-1222.

ARTICLE VIII

MANAGEMENT OF CORPORATE AFFAIRS

A. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the Corporation shall be not less than five (5); provided, however, that such number may be changed by a bylaw duly adopted by the members. The directors herein, as the first Board of Directors, shall hold office until the first meeting of the members to be held on June 15, 1995, at 7:30 p.m., at 1100 Washington Avenue, Miami Beach, Florida, Dade County, Florida, at which time election will be held. The Board of Directors will consist of five (5) persons elected by the members, one of whom shall be Chairman of the Board and President of the Corporation. The membership shall also elect a First Vice President, Second Vice President, Secretary and Treasurer.

B. The names and address of the first members of the Board of Directors are as follows:

President:	Mark DeFusco 1100 Washington Avenue Miami Beach, FL 33139
First Vice President:	John DiCenso 1100 Washington Avenue Miami Beach, FL 33139
Second Vice President:	Ron Chapman 1100 Washington Avenue Miami Beach, FL 33139
Secretary:	David Allen 1100 Washington Avenue Miami Beach, FL 33139
Treasurer:	Dale Twist 1100 Washington Avenue Miami Beach, FL 33139

C. The members shall elect the following officers: president, first vice president, second vice president, secretary and treasurer, together with such other officers as may be created by the Bylaws of the Corporation. Until the election of officers as provided under these Articles, the following persons shall serve as corporate officers:

President:	Mark DeFusco
First Vice President:	John DiConso
Second Vice President:	Ron Chapman
Secretary:	David Allen
Treasurer:	Dale Twist

ARTICLE IX

SUBJECT TO THE LIMITATIONS CONTAINED IN THE BYLAWS AND ANY LIMITATIONS SET FORTH IN THE CORPORATION NOT-FOR-PROFIT LAW OF FLORIDA

Concerning corporate action, there must be authorized or approved by the members of the Corporation, the Bylaws of this Corporation may be made, altered, rescinded, added to or new bylaws may be adopted by following procedures set forth in the Bylaws. The first set of bylaws of the Corporation is to be approved by resolution of the Board of Directors and the membership.

ARTICLE X

DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to fraternal and educational activities and no part of the net income or assets of this Corporation shall inure to the benefit of any director or officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI

DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this Corporation, its assets remaining after payment or provision for payment of all


debts and liabilities to the Corporation, shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for fraternal or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any federal tax laws.

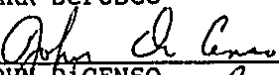
ARTICLE XII


AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of the members for their vote. Amendments may be adopted by vote of a majority of a quorum of the members present at a regular meeting or any special meeting of the Corporation called for this purpose.

WE THE UNDERSIGNED, being the incorporators of this Corporation and including all persons herein named as the subscribers of this Corporation for the purposes of forming this non-profit fraternal corporation, under the laws of Florida, have executed these Articles of Incorporation on this 30th day of May, 1995.



MARK DeFUSCO


JOHN DiCENSO


DAVID ALLEN

STATE OF FLORIDA

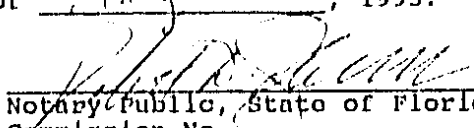
COUNTY OF BROWARD

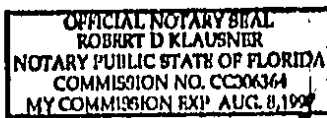
BEFORE ME, the undersigned authority, personally appeared MARK DeFUSCO, JOHN DiCENSO, and DAVID ALLEN, to me well known and known to me to be the persons described in and whose names are signed to the foregoing Articles of Incorporation of MIAMI BEACH ORGANIZATION FOR PROFESSIONAL LAW ENFORCEMENT, INC., and/or described in said Articles as the subscribers of said corporation and acknowledged

before me that they executed the same for the purposes therein described.

WITNESS my hand and official seal in the county and state
aforementioned this 30 day of May, 1995.

My Commission Expires:


Notary Public, State of Florida
Commission No. _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST - - That MIAMI BEACH ORGANIZATION FOR PROFESSIONAL LAW ENFORCEMENT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal mailing address at P.O. Box 403341, City of Miami Beach, State of Florida, has named ROBERT D. KLAUSNER, located at 6565 Taft Street, Suite 200, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: 

MARK DeFUSCO
(President)

DATE: 5/30/95

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: 

ROBERT D. KLAUSNER
(Resident Agent)

DATE: May 30, 1995