

# 7795000003578

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 95 JUL 28 AM 11:04

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>NCC</u>	_____	_____	_____

WALK-IN Will Pick Up 7/28 12:00

RE: District VII  
Community Council, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input checked="" type="checkbox"/> C U S.	300001548329	
<input type="checkbox"/> Fictitious Name File	07/28/95 01013 065	
	****131.25 ****131.25	
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____	pgs.	
SUBTOTALS _____		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
DISTRICT VII COMMUNITY COUNCIL, INC.

ARTICLE I

The name of the Corporation shall be DISTRICT VII COMMUNITY COUNCIL, INC. and its mailing address shall be 7515 N.W. 88 Ave., Tamarac, Florida 33321.

ARTICLE II

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Secretary of State.

ARTICLE III

The exclusive purposes for which this Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding future Internal Revenue Code of the United States of America. In furtherance thereof, the Corporation may (a) educate the public concerning civic pride, responsibilities, duties and unity and to coordinate the efforts of other civic organizations towards mutual, non-partisan goals; (b) hold seminars, meetings and events to promote awareness, interest and knowledge of the needs of the community regarding mutual safety and improvement; (c) assist members of the community with special needs for food, shelter, clothing or emergency funds; (d) raise funds for these civic, charitable and educational purposes; (e) cultivate the friendship

and common interest of the members; (f) interface and coordinate with other local, county, national and international community organizations; and (g) exercise all rights and privileges of Florida corporations not for profit as conferred by Florida law not inconsistent herewith.

#### ARTICLE IV

The Membership of the Corporation shall consist of those persons appointed as members by the Board of Directors. Membership in the Corporation may be terminated by the Board of Directors with or without cause. The rights and privileges of the Members shall be governed by the Bylaws. The Corporation shall not be required to issue certificates of membership.

#### ARTICLE V

The street address of the initial registered agent of this corporation shall be 7515 N.W. 88 Ave., Tamarac, Florida 33321, and the name of the initial registered agent shall be George L. Stroker.

#### ARTICLE VI

The incorporator of the Corporation signing these Articles is GEORGE L. STROKER whose address is as follows: 5504 Water Oak Pl., Tamarac, Fl 33319.

#### ARTICLE VII

The corporate powers of the Corporation shall be vested in a Board of Directors consisting of not less than seven (7) nor more than nineteen (19) members as shall be provided in the Bylaws. Action taken by the Board shall be by simple majority vote of the

members of the Board of Directors. When not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles, the Board of Directors shall have all rights, powers and privileges prescribed by law for Directors under Chapter 617, Florida Statutes.

Within the standards and limitations provided herein, qualifications and terms of office, manner of nomination and election of the Board of Directors, and the time, place and manner of calling meetings, giving notice and conducting the meetings of the Board of Directors, and the number of Directors which shall constitute a quorum at the meetings of the Board of Directors shall be prescribed in the Bylaws of the Corporation.

The names and addresses of the initial Board of Directors of this Corporation, who shall serve until the second organizational meeting, as defined in the Bylaws, or until such time as his or her successor is elected are:

<u>NAME</u>	<u>ADDRESS</u>
BERT ANDERSON	4420 N.W. 59th Ct., Ft. Lauderdale, Fl 33319
ELLEN AQUILINA	6848 N. University Dr., Tamarac, Fl 33321
JOHN FARLEY	7400 Ashmont Circle, Tamarac, Fl 33321
MICHAEL GOLDSTEIN	7515 N.W. 85th Ave., Tamarac, Fl 33321
JACK HIRSCHBEIN	7658 Fairfax Dr., Bldg. 1, Tamarac, Fl 33321
BERNARD JAMES	9953 N. Belfort Circle, Tamarac, Fl 33321
MICHAEL McCAMPBELL	7913 N.W. 83rd St., Tamarac, Fl 33321
JOHN McKAYE	5305 N.W. 28th Ave., Tamarac, Fl 33309
KEVIN MUSCOLINO	5506 Water Oak Pl., Tamarac, Fl 33319
KAREN ROBERTS	6608 N.W. 78th St., Tamarac, Fl 33321

LOUIS H. SCHIFF            8142 N. University Dr., Tamarac, Fl 33321  
GEORGE L. STROKER        5504 Water Oak Pl., Tamarac, Fl 33319  
GAIL WEINSTEIN            7620 Nob Hill Rd., Tamarac, Fl 33321

The Board of Directors, by majority vote at any duly constituted meeting, shall fill such vacancies as may occur on the Board of Directors and may remove members of the Board of Directors in accordance with the Bylaws of the Corporation.

#### ARTICLE VIII

The Corporation shall have a President, Executive Vice President, Vice President, Secretary, and a Treasurer who shall be elected at each annual meeting of the Board of Directors. The duties, qualification, manner of election, and terms of office of all officers of the Corporation shall be prescribed in the Bylaws of the Corporation. The Corporation may provide for such other officers as may be provided in the Bylaws.

#### ARTICLE IX

1.            The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in right of, the Corporation), by reason of the fact that he or she is or was a director, trustee, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him

or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reason to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reason to believe his or her conduct was unlawful.

2. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, or suit by or in right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, trustee, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made in respect

of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless, and only to the extent that, the Court in which such action or suit was brought shall determine, upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper.

3. To the extent that a director, trustee, officer, employee or agent of the Corporation or a person who is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or Section 2 of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

4. Any indemnification under Section 1 or Section 2 of this Article, unless pursuant to determination by a Court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, trustee, officer, employee or agent of the Corporation is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to

such actions, suits, or proceedings.

5. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon a preliminary determination, following the procedures set forth in Section 4 of this Article, that the director, trustee, officer, employee or agent of the Corporation met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article and, upon receipt of an undertaking by or on behalf of the director, trustee, officer, employee or agent of the Corporation to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

6. The Board of Directors of the Corporation shall be authorized to make any other or further indemnification except an indemnification against gross negligence or willful misconduct, under any bylaw, agreement, vote of disinterested trustees or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding office.

7. Indemnification as provided in this Article shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, personal representatives and executors of such a person.

8. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee or agent of the Corporation or is or was



serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or herein any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

#### ARTICLE X

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred hereby is subject to this reservation. The amendment or repeal of provisions in these Articles of Incorporation may be accomplished by a concurrence of a majority of those Directors present at any regular or special meeting of the Board of Directors.

#### ARTICLE XI

The Bylaws of the Corporation shall be made, adopted, altered or rescinded by a concurrence of a majority of those Directors present at any regular or special meeting of the Board of Directors.

#### ARTICLE XII

The following provisions contained within this Article are restrictions upon the Corporation, its directors, officers, and agents as the context dictates.

1. As used in this Article, section references, unless otherwise indicated, will refer to the Internal Revenue Code of 1954, Title XXVI of the United States Code, in effect as of December 16, 1971, including corresponding provisions of any subsequent

Federal tax laws.

2. During the period that this Corporation is a "private foundation" as defined in Section 509 (a), it shall not:

a. Engage in any act of "self dealing" as defined in Section 4941 (d) which would give rise to any liability for the tax imposed by Section 4941 (a);

b. Retain any "excess business holdings" as defined in Section 4943 (c) which would give rise to any liability for the tax imposed by Section 4943 (a);

c. Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944 (a); and

d. Make any "taxable expenditures" as defined in Section 4945 (d) which would give rise to any liability for the tax imposed by Section 4945 (a).

3. During the period that this Corporation is a "private foundation" as defined in Section 509 (a), it shall distribute, for the purposes expressed in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid any liability for the tax imposed by Section 4942 (a).

4. Notwithstanding anything herein appearing to the contrary, no part of the assets or the net earnings of the Corporation shall inure to the benefit of any Member, Trustee, Director, Officer, or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and


distributions in furtherance of the purposes set forth in Article III hereof.

5. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c)(3).

ARTICLE XIII

Upon the dissolution of the Corporation, 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 so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation 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.

IN WITNESS WHEREOF, the undersigned subscriber has set forth his hand and seal this 20 day of July, 1995.


  
\_\_\_\_\_  
GEORGE L. STROKER,  
Subscriber

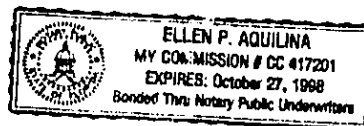
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, personally appeared GEORGE L. STROKER, who is

personally known to me or who has produced FL DRIVERS LICENSE as identification, whose name is subscribed to this instrument, and who acknowledged before me that he executed the same for the purposes therein expressed on JULY 20, 1995.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20 day of JULY, 1995.

  
NOTARY PUBLIC  
Commission #  
My Commission Expires:




FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

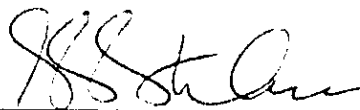
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DESIGNATION OF AND ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT  
PURSUANT TO FLORIDA STATUTE 48.091

DISTRICT VII COMMUNITY COUNCIL, INC., by and through its sole incorporator, GEORGE L. STROKER, hereby designates GEORGE L. STROKER as its initial registered agent to accept service of process within Florida, and designates his office, whose street address is 7515 N.W. 88 Ave., Tamarac, Florida 33321, as the initial registered office of the Corporation.

  
GEORGE L. STROKER  
Date: 7-20-95

I, GEORGE L. STROKER, having been named to accept service of process for the above named corporation at the place designated in this certificate, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
Registered Agent  
Dated: 7-20-95