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March 29, 1996

Secretary of State  
Florida Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

400001769344  
-04/04/96--01058--012  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Filing of Articles of Incorporation Pembroke Park Professional Fire Fighters Benevolent Association, Inc./Filing Fee

Dear Sir or Madam:

Please find enclosed (1) Articles of Incorporation of Pembroke Park Professional Fire Fighters Benevolent Association, Inc., (2) Certificate of Designation of Registered Agent/Registered Office; and (3) Filing fee in the aggregate amount of \$122.50.

Please contact me if you have any questions.

Sincerely,

  
KATHERINE E.S. SWIENCKI

Enclosures

cc: Raymond Kerr, District Vice President

corpfile.ltr

4/10/96  
FILED  
96 APR -4 AM 7:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PEMBROKE PARK PROFESSIONAL  
FIRE FIGHTERS BENEVOLENT ASSOCIATION, INC.**

**ARTICLE I - NAME**

The name of this corporation is the Pembroke Park Professional Fire Fighters Benevolent Association, Inc.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS**

The mailing address and principal place of business of the corporation is:

Pembroke Park Professional Fire Fighters Benevolent Association, Inc.  
3150 S.W. 52nd Avenue  
Pembroke Park, Florida 33023

**ARTICLE III - PURPOSES**

The general purpose of the corporation shall be:

1. To engage in activities which are exempt from federal taxation within the meaning of Section 501(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code, including but not limited to:

- a. making contributions to and support charitable causes; and
- b. making contributions to governmental agencies.

2. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

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FLORENCE, FLORIDA

3. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c) and 170(c) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Revenue Code, or to the federal, state or local government for exclusive public purposes.

#### **ARTICLE IV - POWERS**

This corporation shall have all powers provide for corporation not for profit by Chapter 617.0302 of the Florida Statutes or any successor statute.

#### **ARTICLE V - LIMITATIONS**

No part of the net earnings of the corporation shall enure to the benefit of any member, director or officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting and or its purposes, nor shall any private individual be entitled to share in the distribution of any of the corporate assets on the dissolution of the corporation.

#### **ARTICLE VI - QUALIFICATIONS OF MEMBERS**

The regular members of the corporation shall be the active members in good standing, of the local union of the International Association of Fire Fighters with the Broward County Council of Professional Fire Fighters, who are stationed within Pembroke Park, Florida, any and all retired members in good standing, who were employed by the Pembroke Park fire Department. Said members are automatically enrolled as members.

The Chief, Deputy Chief(s), and the secretarial and clerical employees of the Pembroke Park Fire Department, shall be honorary members of the corporation.

#### **ARTICLE VII - TERMS OF EXISTENCE**

This corporation shall have a perpetual existence.

#### **ARTICLE VIII - BOARD OF DIRECTORS**

The business affairs of this corporation shall be managed by a Board of Directors, which shall be comprised of three (3) regular members of the corporation, who shall be elected by the regular members of this corporation. The initial Board of Directors shall be comprised of the initial officers of the corporation, as set forth below. The officers of the corporation serving immediately subsequent to the initial officers, shall be elected by the regular members on or before April 1, 1996 and their term of office shall expire as of June 30, 1996. All subsequent officers of the corporation shall be annually elected by the regular members of the corporation, on or before the thirtieth (30th) day of June. The term of office shall commence as of the first (1st) day of July following immediately thereafter, and shall expire as of the following thirtieth (30th) day of June.

#### **ARTICLE IX - OFFICERS**

The officers of this corporation shall be comprised of a President, a Secretary and a Treasurer. The initial officers of the corporation shall be Raymond Kerr, who shall serve as President, John Gallagan, who shall serve as Secretary, and Thomas Arrago, who shall serve as Treasurer, each of which shall serve in their respective offices until December 31, 1996.

#### **ARTICLE X - INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent is:

Mr. Raymond Kerr  
3150 S.W. 52nd Avenue  
Pembroke Park, Florida 33023

#### **ARTICLE XI - INCORPORATOR**

The name and street address of the incorporator is:

Mr. Raymond Kerr  
3150 S.W. 52nd Avenue  
Pembroke Park, Florida 33023

#### **ARTICLE XII - BYLAWS**

The Board of Directors, and the membership of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purpose as they may from time to time deem necessary. The Board and/or the membership may alter or rescind By-Laws which have previously been adopted. Proposed By-Laws must be posted at the corporation's official address at least five (5) days prior to their consideration by the Board and/or the membership. However, the Board shall be authorized to adopt such Emergency By-Laws, on a temporary basis, as may be necessary to conduct the corporation's business, subject to the reconsideration of such Emergency By-Laws at the next meeting of the Board and/or at the next membership meeting. The Board of Directors shall post any Emergency By-Laws at the corporation's official address for at least five (5) days prior to the reconsideration of such Emergency By-Laws.

#### **ARTICLE XIII - AMENDMENTS**

Amendments to the Articles of Incorporation may be considered at any regular meeting of the Board of Directors by a majority vote of the members then voting, provided that such proposed amendment(s) has been posted at the corporation's official address for at least five (5) days prior thereto. The Board shall then submit its recommendation to the membership on such proposed amendment(s), which may be considered at the next regularly scheduled meeting, which proposed amendment shall become an official amendment, if and only if same is approved by a

simple majority of those regular members voting at such meeting. The Board of Directors shall post its recommendation(s) on a proposed amendment at the corporation's official address for at least five (5) days prior to the consideration thereof by the membership.

**PEMBROKE PARK PROFESSIONAL  
FIRE FIGHTERS BENEVOLENT ASSOCIATION, INC.**

By: [Signature]  
Incorporator/Registered Agent

STATE OF FLORIDA :  
:SS  
COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me on this 25th day of March, 1996, by **RAYMOND KERR**, who was personally known to me, or who provided \_\_\_\_\_ as identification.

[Signature]  
Notary Public, State of Florida

Name: Beverly J. Menner

Commission No.: \_\_\_\_\_

My Commission Expires:

**BEVERLY J. MENNER**  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXP. AUG 29, 1997  
NO. CC311469

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

PEMBROKE PARK PROFESSIONAL FIRE FIGHTERS  
BENEVOLENT ASSOCIATION, INC.

2. The name and street address of the registered agent and office is:

Mr. Raymond Kerr  
3150 S.W. 52nd Avenue  
Pembroke Park, Florida 33023

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 AN ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: \_\_\_\_\_

DATE: \_\_\_\_\_

3-26-96

FILED  
MAR 27 1996  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA