

# N96000002304

TODD A. STERZOY  
Holland and Knight

(Requestor's Name)  
315 South Calhoun Street Suite 600  
(Address)  
Tallahassee, Florida 32302  
(City, State, Zip) (Phone #)

1000001799701  
-04/29/96--01115--004  
\*\*\*122.50 \*\*\*122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Coral Gables War Memorial Youth Center Association  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in     Pick up time    4-29-96  
 Mail out     Will wait     Photocopy     Certified Copy     Certificate of Status

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 29 AM 9:24

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

C10347

BXC 4/30

Examiner's Initials	
---------------------	--

Application for Reinstatement & Reincorporation of Legislatively or Judicially Chartered Not for Profit Corporation



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 23, 1996

HOLLAND AND KNIGHT  
315 S. CALHOUN ST  
TALLAHASSEE, FL 32302

SUBJECT: CORAL GABLES WAR MEMORIAL YOUTH CENTER  
ASSOCIATION  
Ref. Number: W96000008748

We have received your document for CORAL GABLES WAR MEMORIAL YOUTH CENTER ASSOCIATION and check(s) totaling \$367.50. However, your check(s) and document are being returned for the following:

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We are returning your check for \$367.50 to be replaced by one in the correct amount of \$122.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6922.

Bobbie Eldridge  
Senior Corporate Section Administrator

Letter Number: 996A00019119

95 APR 29 PM 9:24  
SECRETARY OF STATE  
CORPORATE SECTION

**APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF  
LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT  
CORPORATION**

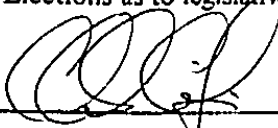
IN COMPLIANCE WITH SECTION 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992, PURSUANT TO SECTION 617.1623(1)(c):

1. CORAL GABLES WAR MEMORIAL YOUTH CENTER ASSOCIATION  
Name of corporation exactly as it appears in legislative or judicial charter.
2. 1218 Coral Way, Coral Gables, FL 33134  
Street address of the principal office of the corporation.  
(This address will be used for the mailing of corporation annual reports)
3. 2-15-1944 Date of incorporation
4. FEI Number 59 - 0668477
- FEI Number applicable for  
 FEI Number not required
- No  
 Yes
5. Does this corporation claim the Internal Revenue Service 501(c)(3) status?
6. Name, address (P. O. Box NOT acceptable) and title of current officers and/or directors:  
(use additional page if necessary)

DEPARTMENT OF STATE  
 DIVISION OF ELECTIONS  
 96 APR 29 AM 9:21

Title	Name	Street Address	City/State/Zip
(P)	Crispin, Charles	4781 S.W. 86th Terr, Miami, FL	33134
(VP)	Hardin, Jacob	3629 Harlano St., Coral Gables, FL	33134
(VP)	Busot, Otto	1025 Sevilla Av., Coral Gables, FL	33134
(T)	Parker, Austin S.	1218 Coral Way, Coral Gables, FL	33134
(S)	Butler, Beth	1041 Andalusia Ave., Coral Gables, FL	33134
(P-Emeritus)	Knight, Robert B.	2819 Alhambra Crcl., Coral Gables, FL	33134

7. Attached is a copy of the judicial charter and all amendments thereto certified by the circuit court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.

  
 \_\_\_\_\_  
 Authorized Signature  
*Charles Crispin, President, Coral Gables War Memorial Youth Center*  
 \_\_\_\_\_  
 Name and capacity of person signing application [see s. 617.1020(6)]  
*Association.*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 APR 29 AM 9:24

96 APR 29

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
AM 9:24

PROPOSED CHARTER  
of  
CORAL GABLES WAR MEMORIAL ASSOCIATION

We, the undersigned, do hereby associate ourselves for the purpose of incorporation under the laws of the State of Florida applicable to corporations not for profit and under the following proposed charter.

ARTICLE I.

The name of this corporation shall be CORAL GABLES WAR MEMORIAL ASSOCIATION and its principal place of business shall be in the City of Coral Gables, County of Dade and State of Florida.

ARTICLE II.

The general nature, purposes and objects of this corporation shall be the establishment of a legally organized Association of men and women for the purpose of making and creating a War Memorial, dedicated to all persons who are, or have been, members of any of the Armed Services of the United States of America during the World War now in progress and, should the Board of Directors hereafter so determine to extend the commemoration and dedication to such members of the Armed Services of the United States of America in past or future wars; to promote, arrange and hold festivals, entertainments, sporting events, parades, shows, dinners, banquets and publicity features, or any other similar activities for the purpose of procuring funds to be used for the purposes of carrying out the main object of this Association, and to do any and all things necessary, incidental and pertinent to the maintenance and performance of such projects and objects, in accordance with law.

To acquire, by gift or purchase, and to hold, own, buy, sell, mortgage and encumber, lease and improve real estate and personal property for itself or for others, and to own, lease and hold real estate and personal property to be employed and used for its purposes; and to enter into contracts incidental or necessary to any of the above things; in general to devote all revenue, profit and income from the conduct of such business enterprises as above set forth at any time determined by the Board of Directors; any and all surplus to be devoted to the general purposes and objects of this Association.

No dividends or other distribution in the nature of dividends, shall ever be paid to the members, officers or agents of this Association except that the officers, as they may be authorized so to do by the Board of Directors, shall pay such salaries or such incidental expenses as may be pertinent or incidental to the main purpose and objects of this Association.

To this end and to this purpose, this Association shall have the right to make and execute contracts, notes, mortgages and such other obligations as may be necessary and proper or expedient for its general purposes; and the Association shall possess all rights, privileges and immunities and shall enjoy all the benefits permitted corporations of this character under the laws of the State of Florida.

This corporation, when fully organized and existing by virtue of the provisions of law applicable hereunder, shall, in all respects, be entirely independent of any and all other organizations and shall be independent of any officer or member of this corporation.

#### ARTICLE III.

The qualifications of members of this corporation shall be as follows: any man or woman who is a resident of the State of Florida shall be eligible for membership when approved by the

Board of Directors; the Board of Directors, by special resolution, shall have the right to elect to honorary membership any person, man or woman, whether he or she be a resident of the State of Florida, or not, such honorary membership shall entitle such member to all of the benefits of the Association, except the right to vote.

No member of this Association shall be subject to assessment, but the Board of Directors may, either as a condition precedent to membership or as a condition for the continuance of membership, assess reasonable annual membership dues under such terms and conditions and with such rights pertaining to the forfeiture of membership for nonpayment of such dues, as may from time to time be provided by the By-laws of this Association.

#### ARTICLE IV.

The term for which this corporation shall exist shall be perpetual.

#### ARTICLE V.

The names and residences of the subscribers to this Charter are as follows:

Dennis V. Renuart	Coral Gables, Florida
Frank N. Holley, Jr.	Coral Gables, Florida
Thomas C. Mayes	Coral Gables, Florida
George N. Shaw	Coral Gables, Florida
H. W. Morgenthauer, Jr.	Coral Gables, Florida.

#### ARTICLE VI.

The business and affairs of this corporation shall be managed by a President, 1st Vice-president, 2nd Vice-president, 3rd Vice-president, Secretary and Treasurer, and by a Board of Directors of not less than 9 nor more than 30 members, of which Board of Directors, the above named officers shall automatically be members.

The term of office of such officers and directors of the corporation shall be for a period of one year from and after the 1st day of June, 1944, but the officers and directors named herein shall hold office only until the 1st day of June, A. D. 1944.

The first Board of Directors shall consist of the members hereinafter named, but the said Board shall have the right, prior to April 15, 1944, by a majority vote at any regular or special meeting, to elect additional directors, not to exceed the number hereinabove set forth, who shall have the same power and authority and shall hold office during the same time as the Directors named herein.

Vacancies, either by death or resignation or other disqualification, shall at all times be filled for the remainder of the term by the remaining members of the Board.

The members of the first Board of Directors of the corporation, and their places of residence, are as follows:

Dennis V. Renuart	Coral Gables, Florida
Frank N. Holley, Jr.	" " "
Thomas C. Mayes	" " "
George N. Shaw	" " "
H. W. Morgenthaler, Jr.	" " "

ARTICLE VII.

The names of the officers of the corporation who shall conduct the business of the corporation until the first election to be held on June 1st, 1944, are as follows:

President	H. W. Morgenthaler, Jr.
1st Vice-president	Thomas C. Mayes
2nd Vice-president	Dennis V. Renuart
3rd Vice-president	Frank N. Holley, Jr.
Secretary	George N. Shaw
Treasurer	George N. Shaw

The Board of Directors, however, shall have the right, by a majority vote at any regular or special meeting called for that purpose, to remove any officer of the corporation and elect a successor for the balance of the term of such removed officer.

## ARTICLE VIII.

As soon as convenient after the approval of this Charter, the Board of Directors shall meet and adopt suitable By-laws for the purpose of conducting the business of this Association, which By-laws shall provide the method by which they may be amended, altered or rescinded and shall provide that no real property shall be purchased, sold or encumbered without the approval of a majority of the full Board of Directors, and shall provide that all deeds or conveyances or other instruments in writing concerned with buying, selling or encumbering real estate, shall be executed by the President and attested by the Secretary of the Association. The said By-laws shall provide for the adoption of a seal of the corporation and shall also provide for the admission to membership, and the method and form of such admission and the conditions under which such membership shall exist or be terminated.

## ARTICLE IX.

The highest amount of indebtedness or liability to which this corporation may at any time subject itself shall be \$500,000.00, but at no time shall be greater than two-thirds of the value of the property of the corporation.

## ARTICLE X.

The amount or value of real estate, including permanent improvements thereon, which this corporation may hold or own at any time shall not exceed \$750,000.00, subject always to the approval of the Circuit Court Judge.



IN WITNESS WHEREOF we have hereunto set our hands and seals as incorporators, in the City of Coral Gables, Dade County, State of Florida, this 12th day of February, A. D. 1944.

*H. V. Rescort* (SEAL)

*Frank N. Halley* (SEAL)

*George Shaw* (SEAL)

*Thomas ...* (SEAL)

*H. W. Morgenthau Jr.* (SEAL)

STATE OF FLORIDA )  
COUNTY OF DADE ) SS

BEFORE ME, the undersigned authority, this day personally appeared H. W. MORGENTHAU, JR., to me well known and known by me to be one of the incorporators named in the foregoing Proposed Charter of Coral Gables War Memorial Association, who being by me first duly sworn did depose and say that he executed the above and foregoing Proposed Charter as one of the incorporators and that it is intended in good faith to carry out the purposes and objects as set forth therein.

*H. W. Morgenthau Jr.*

Sworn to and subscribed before me this 12th day of February, A. D. 1944.

*H. V. Nellis*  
Notary Public State of Florida  
at Large



My commission expires

-6- 2-25-47

I find that the proposed Charter is in proper form and for an object authorized by the laws of the State of Florida and in particular by Chapter 817, Florida Statutes of 1941, and the said Charter is hereby approved.

15th DONE AND ORDERED in Chambers at Miami, Florida this day of February, A. D. 1944.

*Wm. C. Whitcomb*  
CIRCUIT JUDGE

State of Florida, County of Dade.  
This instrument was filed for record the 15 day of Feb.  
1944 at 12:06 P.M. and duly recorded in Book  
Book 53 on Page 421 File No. T-6738  
E. B. LEATHERMAN  
*E. B. Leatherman* D.C.

STATE OF FLORIDA, COUNTY OF DADE  
HEREBY CERTIFY that the original is true and correct copy of the  
original on file with me 14 A. D. 19 26  
HARVEY KUVIL, CLERK, of Circuit and County Courts  
Deputy Clerk *Harvey Kuvil*



AMENDED CHARTER  
OF  
CORAL GABLES WAR MEMORIAL ASSOCIATION

At a regular meeting of the Board of Directors of this corporation held in its offices in the City of Coral Gables on Tuesday, February 13, 1945 at 8 P. M., at which a quorum of said Board was present, in accordance with the By-Laws of the Association, the following resolution was unanimously adopted:  
BE IT RESOLVED that the name of this corporation be amended to read: CORAL GABLES WAR MEMORIAL YOUTH CENTER ASSOCIATION.

ATTEST:

Mary D. Hall  
Secretary

W. MORDELL PALER, JR.  
President

A true copy:

Mary D. Hall  
Secretary

Feb. 23, 1945

The above amendment is hereby approved.

DONE AND ORDERED in Chambers at Miami, Florida  
this 14 day of February, A. D. 1945.

[Signature]  
Judge of the Circuit Court of the  
11th Judicial Circuit in and for  
Dade County, Florida.

State of Florida, County of Dade.  
This instrument was filed for record the 26 day of Feb.  
1945 at 3:22 PM and duly recorded in Book  
Book 54 on Page 505 File No. U 11232

E. W. LEATHERMAN  
Clerk Circuit Court

[Signature] D.C.

STATE OF FLORIDA, COUNTY OF DADE  
HARVEY RAY, CLERK, of Circuit and County Courts  
Deputy Clerk



SECRETED STATES  
DIVISION OF CORPORATIONS  
96 APR 29 AM 9:25

**CERTIFICATE OF REINCORPORATION OF**  
**Coral Gables War Memorial Youth Center Association, Inc.**  
**(a Florida corporation not for profit)**

The undersigned, acting as incorporator of Coral Gables War Memorial Youth Center Association,<sup>Inc.</sup> under the Florida Not For Profit Corporation Act, does hereby adopt the following amended and restated charter:

ARTICLE I. NAME.

The name of the corporation is Coral Gables War Memorial Youth Center Association,<sup>Inc.</sup> and its principal and mailing address is 1578 Madruga Avenue, Suite 118, Coral Gables, FL 33146.

ARTICLE II. TERM.

The corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III. PURPOSE.

The corporation is formed solely to pursue such charitable, educational and recreational purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or corresponding section of any future United States Internal Revenue Law. Within the scope of the foregoing, the corporation is specifically

organized to provide support for the Coral Gables War Memorial Youth Center. The corporation transferred the Youth Center to the City of Coral Gables, Florida by a special warranty deed dated July 24, 1958, and the City of Coral Gables currently owns and operates the Youth Center. The grant under the deed is subject to a reverter clause whereby the property reverts to the corporation if the City of Coral Gables discontinues use of the property for a youth center. The corporation may engage in such activities as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purpose, as permitted under the laws of Florida and the United States, including the supervision of marketing, organizing and promoting fund raising events such as festivals, entertainment, sporting events, parades, shows, dinners, banquets and similar activities, organizing a boosters club and providing scholarships to families in need. The corporation may own and operate the Youth Center in the event the property reverts or is otherwise transferred to the corporation.

#### ARTICLE IV. ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, this corporation will not carry on any activities not permitted to be carried on by (a) a corporation qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding section of any future United States Internal Revenue Law.

No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code). The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE V. DEDICATION AND DISTRIBUTION OF ASSETS.

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director or Officer of the corporation or any private individual unless such Member, Director, Officer or private individual is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments or distributions in furtherance of the purposes set forth above in Article III.

Upon the dissolution of the corporation or the winding up of its affairs, the residual assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. No Member, Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the residual corporate assets upon dissolution of the corporation.

#### ARTICLE VI. BOARD OF DIRECTORS.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The powers of the Board of Directors, the qualifications for serving as a Director, and the manner of selection of Directors shall all be specified in the corporation's Bylaws. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than 10 nor more than 40.

#### ARTICLE VII. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

#### ARTICLE VIII. MEMBERSHIP.

The membership of this corporation shall consist of all persons hereinbefore named as Directors and all other persons as, from time to time hereafter, may be approved for membership by the Board of Directors. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

#### ARTICLE IX. BYLAWS.

The power to adopt, alter, amend or repeal corporate bylaws shall be vested in the Board of Directors. Upon notice properly given, corporate bylaws may be adopted, altered, amended, or repealed by majority vote of the Directors present at any regular or special meeting called for that purpose.

#### ARTICLE X. AMENDMENTS TO CHARTER.

The corporation reserves the right to amend, alter, change, or repeal any provision of this Charter in the manner prescribed by law.



ARTICLE XII. INITIAL REGISTERED AGENT AND OFFICE.

The street address of the office of the registered agent of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged this Charter on this 11th day of DECEMBER, 1995, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

By: 

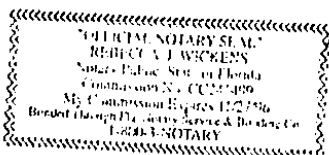
Print Name: Charles Crispin

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE )

I HEREBY CERTIFY that on this 11th day of DECEMBER, 1995, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, CHARLES CRISPIN, to me well known and known to me to be the individual described in and who executed the foregoing instrument as Incorporator of Coral Gables War Memorial Youth Center Association, and acknowledged to and before me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at MIAMI, Florida, the day and year last above written.

[SEAL]



Rebecca J. Wickens  
Notary Public,  
State of Florida at Large  
My Commission Expires:

Having been named to accept service of process for Coral Gables War Memorial Youth Center Association, at the place designated in the foregoing Amended and Restated Charter, 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.

INTRASTATE REGISTERED AGENT CORPORATION

By: Andrew H. Weinstein  
ANDREW H. WEINSTEIN, VICE PRESIDENT

MIA2-244093.2

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 29 AM 9:25