

N960000003347

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.  
ATTORNEYS AT LAW

OUR FILE NUMBER: 600 16369

WRITER'S DIRECT DIAL NUMBER: (561) 223-2237

June 14, 1996

Corporate Records  
Florida Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

400001870524  
-06/21/96--01014--002  
\*\*\*122.50 \*\*\*122.50

**RE: Articles of Incorporation  
MARTIN COUNTY SHERIFF'S SERVICE CORPS, INC.**

Dear Corporate Specialist:

Enclosed are two duplicate originals of the subject Articles of Incorporation. Upon filing, please return one certified duplicate original of the Articles to the undersigned. Please note that these Articles of Incorporation are to be effective as of June 14, 1996.

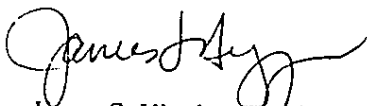
Our check in the amount of \$122.50 is enclosed as payment of the following fees:

Filing fees	\$ 35.00
Certified copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

FILED  
96 JUN 20 AM 10:03  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

  
James S. Higgins, Esquire

EFFECTIVE DATE  
~~EFFECTIVE DATE~~  
6-14-96

JSH/mc  
Enclosures

cc: Sheriff Robert L. Crowder (w/enclosure)

*Dmc*  
*6/24/96*

Document Number: 79302

ARTICLES OF INCORPORATION  
OF  
MARTIN COUNTY SHERIFF'S SERVICE CORPS, INC.  
(A Florida Not For Profit Corporation)

FILED  
96 JUN 20 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acknowledges and files in the Office of the Secretary of State of Florida, for the purpose of forming a non-stock corporation not for profit in accordance with the "Florida Not For Profit Corporation Act" of the laws of the State of Florida F.S. Chapter 617, these Articles of Incorporation.

ARTICLE I  
CORPORATE NAME

EFFECTIVE DATE  
6-14-96

1.1 Name. The name of the Corporation shall be:

MARTIN COUNTY SHERIFF'S SERVICE CORPS, INC.

1.2 Principal Office. The principal office shall be at Martin County Office of the Sheriff, 800 Monterey Road, Stuart, Florida 34994.

1.3 Effective Date. These Articles of Incorporation are made effective on this 14th day of June, 1996.

ARTICLE II  
PURPOSES AND POWERS

2.1 Purposes. The object and purpose of this Corporation is to provide a means and method for the exchange of ideas, experiences and information regarding community issues, and to provide opportunities, methods and procedures necessary to develop a constructive program with a goal toward betterment of the community. In aid of this object and purpose, the following are provided:

- A. The Organization shall provide and coordinate programs and activities that contribute to general welfare and betterment of the Martin County community.
- B. The Organization shall encourage and support public participation in the betterment of the community, regardless of race, creed, sex, or national origin.
- C. The Organization shall promote friendly and cooperative relationships between the community and law enforcement officers.

- D. The Organization will cooperate and support such activities as the Board determines will be consistent with the charitable functions of the Corporation, including, but not limited to programs the AmeriCorp program.

2.2 **Powers.** To accomplish the foregoing purpose, the Corporation shall have all corporate powers permitted under Florida law, including the capacity to contract, bring suit and be sued. No part of the income of the Corporation shall be distributed to any private individuals, business, directors or officers of the corporation.

2.3 **Private Foundation Limitations.** The Corporation is specifically precluded from engaging in any prohibited activities as defined in Section 617.0105(2), Florida Statutes, and shall meet all obligations required therein.

### **ARTICLE III MEMBERSHIP**

3.1 **Membership.** No membership is provided by these Articles of Incorporation. However, the Corporation's Board of Directors shall have the power to create any class or classes membership to serve the charitable purposes of the Corporation provided:

- A. **No Discrimination.** No person shall be granted or denied membership based upon race, creed, sex, national origin, or physical handicap.
- B. **Equal and Uniform Requirements.** When and if created, the requirements for membership shall be provided for on an equal and uniform basis, free of any impermissible basis of discrimination.

### **ARTICLE IV PERIOD OF DURATION**

4.1 **Period of Duration.** The Corporation shall have perpetual existence. In the event of dissolution of this Corporation, no part of the Corporation's assets shall inure to the benefit of any member but shall instead be distributed to such charitable organization or organizations selected by the final Board of Directors of the Corporation, which organization or organizations must qualify as charitable organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (Title 26 U.S. 501(c)(3)) as the same may be amended.

4.2 **Dissolution By Sheriff.** If at any time hereafter, the Sheriff of Martin County, Florida shall determine and state in writing to the Board of Directors that the continued existence of the MARTIN COUNTY SHERIFF'S SERVICE CORPS, INC. is not consistent with the purposes and objectives for which it was originally created, then upon such written notice, the

MARTIN COUNTY SHERIFF'S SERVICE CORPS, INC. shall immediately commence termination of its existence and liquidation of its assets in accordance with these Articles of Incorporation. The termination and liquidation shall be completed in not more than three months, or such greater period as provided in the written notification from the Sheriff of Martin County, Florida requiring such termination and liquidation.

4.3 **Office of Sheriff.** The person duly elected (or appointed if a vacancy occurs in office) and serving as the Sheriff of Martin County, Florida, in accordance with the Laws of the State of Florida, is the person holding all powers provided hereunder and reserved to the Sheriff of Martin County. At such time as a person is elected (or appointed) as Sheriff of Martin County who has not previously held that office, and thereafter assumes the Office of Sheriff, the then existing members of the Board of Directors shall apply to the newly elected and serving Sheriff for a written endorsement for the continuation of THE MARTIN COUNTY SHERIFF'S SERVICE CORPS, INC. If the then newly serving Sheriff does not endorse the continuation of THE MARTIN COUNTY SHERIFF'S SERVICE CORPS, INC., within one hundred twenty (120) days of assuming office, then the Board of Directors shall proceed under Section 4.2 "Dissolution By Sheriff" as if the Sheriff had affirmatively ordered the termination and liquidation of the Corporation.

## **ARTICLE V**

### **DIRECTORS OF CORPORATION**

5.1 **Governing Board.** The affairs and property of the Corporation shall be managed and governed by a Board of Directors which shall be composed not fewer than three (3) nor more than nine (9) persons. Between the stated minimum and maximum, the number of Directors shall be determined in accordance with the Corporation's By-Laws; however, in no event shall the Board of Directors be composed on less than three (3) persons. The terms of office for the Directors shall be overlapping terms of two (2) years, with one-third (1/3rd) of the available Director's positions being filled in odd numbered years, and two-thirds (2/3rds) of the available Director's positions being filled in even numbered years. All Directors shall be appointed by the Sheriff of Martin County, Florida and shall serve until the earlier of the completion of their designated term, their resignation, or until such time as the Sheriff shall name their successor.

5.2 **Initial Directors.** The names and addresses of the initial Directors, and their office, if any, are:

Robert L. Crowder, Sheriff of Martin County, Florida	800 SE Monterey Road Stuart, FL 34994
---	--

Major Gary Frechette, Deputy Sheriff of Martin County, Florida	800 SE Monterey Road Stuart, FL 34994
---	--

Mr. Frank Sesta, Comptroller of the Martin  
County Office of Sheriff

800 SE Monterey Road  
Stuart, FL 34994

**5.3 Appointment of Directors.** The Directors shall be appointed by the Sheriff of Martin County, Florida. The Executive Director will be appointed by the Board of Directors, and need not be a member of the Board of Directors. The Executive Director shall be assigned such duties, powers and obligations as the Board of Directors shall provide.

**5.4 Powers.** All powers exercisable by the Corporation are vested in the Board of Directors. The Directors may create such additional bodies within the Corporation and assign them such powers as the Directors deem appropriate. All such additional bodies shall serve at the pleasure of the Board of Directors. The creation of and assignment of powers to additional bodies shall be provided by the Board of Directors in the By-Laws.

**5.5 Removal.** The Sheriff of Martin County, Florida shall have the power alone in all events to remove any Director upon Ten (10) days written notice from the Sheriff to the Corporation.

#### **ARTICLE VI BY-LAWS**

**6.1 Adoption and Amendment.** The By-Laws of the Corporation may be adopted and amended by a two-thirds (2/3rds) vote of the Board of Directors, and the written acceptance of them by the Sheriff of Martin County, Florida. No amendment shall be made without the written acceptance of the Sheriff of Martin County, Florida.

**6.2 Limitation.** No By-Law shall be adopted or amended that would place the Corporation in violation of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time.

#### **ARTICLE VII NON-STOCK**

**7.1 No Stock Issued.** The Corporation shall not issue stock nor any evidence of ownership of any interest in the Corporation.

**ARTICLE VIII  
REGISTERED AGENT AND OFFICE**

8.1 **Registered Office.** The initial registered office of the Corporation is 800 SE Monterey Commons Boulevard, Suite 200, Stuart, Florida 34996.

8.2 **Registered Agent.** The initial registered agent whose address is identical with the registered office given above is James S. Higgins, Esquire who is a member of the Florida Bar.

**ARTICLE IX  
INCORPORATOR**

9.1 **Incorporators.** The name and street address of the incorporator signing these Articles of Incorporation are:

James S. Higgins, Esquire  
800 SE Monterey Commons Blvd. Suite 200  
Stuart, Florida 34996

**ARTICLE X  
AMENDMENT OF ARTICLES OF INCORPORATION**

10.1 **Vote.** These Articles of Incorporation may be amended by a three-fourth (3/4th) vote of the Board of Directors, and the written acceptance of the Sheriff of Martin County, Florida. No amendment shall be made without the written acceptance of the Sheriff of Martin County, Florida.

10.2 **Limitation.** No amendment of these Articles shall be made in violation of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time.

**ARTICLE XI  
DISSOLUTION AND LIMITATION**

11.1 **Disposition of Assets.** 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 Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal State or local Government for exclusive public purpose. The assets shall be distributed to qualifying organizations selected by the Sheriff of Martin County, Florida, with the concurrence of a majority of the last Board of Directors. In the absence of agreement, the qualifying organizations that will be given preference

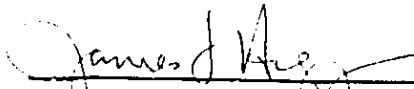
shall be those located within Martin County, Florida, and devoted to law enforcement matters, preferably in programs designed and intended to benefit the youth of Martin County, Florida.

11.2 **Limitation on Activities.** Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue law; or, (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding provision of any future United States Internal Revenue law.

11.3 **No Personal Inurement.** The assets of Corporation shall not inure to the personal benefit of any individual. This limitation shall not be construed to prevent fair payment for services actually rendered to the Corporation by any individual.

11.4 **No Political Activity.** The Corporation shall not participate in any political campaign, nor support or oppose any issue pending before the voters in any election, or pending before a legislative body.

IN WITNESS WHEREOF, the undersigned hereto sets his hand and seal this 14<sup>th</sup> day of June, 1996.

  
James S. Higgins, Incorporator

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OF DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
95 JUN 20 11:10:02  
CLERK  
TALLAHASSEE  
FLORIDA

In pursuance of §§48.091(1) and 617.0501, Florida Statutes, the following is submitted in compliance thereof:

That James S. Higgins, Esquire, desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 800 SE Monterey Commons Blvd., Suite 200, Stuart, Florida 34996, have named James S. Higgins, located at that same address as its initial registered agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

By: James S. Higgins  
James S. Higgins, Esquire

Document Number: 75632



N96000003347

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.  
ATTORNEYS AT LAW

OUR FILE NUMBER: 600 16369

WRITER'S DIRECT DIAL NUMBER: (561) 223-2237

June 14, 1996

Corporate Records  
Florida Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

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**RE: Articles of Incorporation  
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Dear Corporate Specialist:

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Our check in the amount of \$122.50 is enclosed as payment of the following fees:

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Registered Agent Designation	<u>35.00</u>
	\$122.50

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96 JUN 20 AM 10:03  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

  
James S. Higgins, Esquire

EFFECTIVE DATE

~~\_\_\_\_\_~~  
6-14-96

JSH/me  
Enclosures

cc: Sheriff Robert L. Crowder (w/enclosure)

*Dmc*  
*6/24/96*

Document Number: 79302

ARTICLES OF INCORPORATION  
OF  
MARTIN COUNTY SHERIFF'S SERVICE CORPS, INC.

(A Florida Not For Profit Corporation)

FILED

96 JUN 20 AM 10:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acknowledges and files in the Office of the Secretary of State of Florida, for the purpose of forming a non-stock corporation not for profit in accordance with the "Florida Not For Profit Corporation Act" of the laws of the State of Florida F.S. Chapter 617, these Articles of Incorporation.

**ARTICLE I**  
**CORPORATE NAME**

1.1 **Name.** The name of the Corporation shall be:

MARTIN COUNTY SHERIFF'S SERVICE CORPS, INC.

1.2 **Principal Office.** The principal office shall be at Martin County Office of the Sheriff, 800 Monterey Road, Stuart, Florida 34994.

1.3 **Effective Date.** These Articles of Incorporation are made effective on this 14th day of June, 1996.

EFFECTIVE DATE  
6-14-96

**ARTICLE II**  
**PURPOSES AND POWERS**

2.1 **Purposes.** The object and purpose of this Corporation is to provide a means and method for the exchange of ideas, experiences and information regarding community issues, and to provide opportunities, methods and procedures necessary to develop a constructive program with a goal toward betterment of the community. In aid of this object and purpose, the following are provided:

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4.2 **Dissolution By Sheriff.** If at any time hereafter, the Sheriff of Martin County, Florida shall determine and state in writing to the Board of Directors that the continued existence of the MARTIN COUNTY SHERIFF'S SERVICE CORPS, INC. is not consistent with the purposes and objectives for which it was originally created, then upon such written notice, the

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## **ARTICLE V**

### **DIRECTORS OF CORPORATION**

5.1 **Governing Board.** The affairs and property of the Corporation shall be managed and governed by a Board of Directors which shall be composed not fewer than three (3) nor more than nine (9) persons. Between the stated minimum and maximum, the number of Directors shall be determined in accordance with the Corporation's By-Laws; however, in no event shall the Board of Directors be composed on less than three (3) persons. The terms of office for the Directors shall be overlapping terms of two (2) years, with one-third (1/3rd) of the available Director's positions being filled in odd numbered years, and two-thirds (2/3rds) of the available Director's positions being filled in even numbered years. All Directors shall be appointed by the Sheriff of Martin County, Florida and shall serve until the earlier of the completion of their designated term, their resignation, or until such time as the Sheriff shall name their successor.

5.2 **Initial Directors.** The names and addresses of the initial Directors, and their office, if any, are:

Robert L. Crowder, Sheriff of Martin County, Florida	800 SE Monterey Road Stuart, FL 34994
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Major Gary Frechette, Deputy Sheriff of Martin County, Florida	800 SE Monterey Road Stuart, FL 34994
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Mr. Frank Sesta, Comptroller of the Martin  
County Office of Sheriff

800 SE Monterey Road  
Stuart, FL 34994

**5.3 Appointment of Directors.** The Directors shall be appointed by the Sheriff of Martin County, Florida. The Executive Director will be appointed by the Board of Directors, and need not be a member of the Board of Directors. The Executive Director shall be assigned such duties, powers and obligations as the Board of Directors shall provide.

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**5.5 Removal.** The Sheriff of Martin County, Florida shall have the power alone in all events to remove any Director upon Ten (10) days written notice from the Sheriff to the Corporation.

#### **ARTICLE VI** **BY-LAWS**

**6.1 Adoption and Amendment.** The By-Laws of the Corporation may be adopted and amended by a two-thirds (2/3rds) vote of the Board of Directors, and the written acceptance of them by the Sheriff of Martin County, Florida. No amendment shall be made without the written acceptance of the Sheriff of Martin County, Florida.

**6.2 Limitation.** No By-Law shall be adopted or amended that would place the Corporation in violation of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time.

#### **ARTICLE VII** **NON-STOCK**

**7.1 No Stock Issued.** The Corporation shall not issue stock nor any evidence of ownership of any interest in the Corporation.

**ARTICLE VIII  
REGISTERED AGENT AND OFFICE**

8.1 **Registered Office.** The initial registered office of the Corporation is 800 SE Monterey Commons Boulevard, Suite 200, Stuart, Florida 34996.

8.2 **Registered Agent.** The initial registered agent whose address is identical with the registered office given above is James S. Higgins, Esquire who is a member of the Florida Bar.

**ARTICLE IX  
INCORPORATOR**

9.1 **Incorporators.** The name and street address of the incorporator signing these Articles of Incorporation are:

James S. Higgins, Esquire  
800 SE Monterey Commons Blvd. Suite 200  
Stuart, Florida 34996

**ARTICLE X  
AMENDMENT OF ARTICLES OF INCORPORATION**

10.1 **Vote.** These Articles of Incorporation may be amended by a three-fourth (3/4th) vote of the Board of Directors, and the written acceptance of the Sheriff of Martin County, Florida. No amendment shall be made without the written acceptance of the Sheriff of Martin County, Florida.

10.2 **Limitation.** No amendment of these Articles shall be made in violation of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time.

**ARTICLE XI  
DISSOLUTION AND LIMITATION**

11.1 **Disposition of Assets.** 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 Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal State or local Government for exclusive public purpose. The assets shall be distributed to qualifying organizations selected by the Sheriff of Martin County, Florida, with the concurrence of a majority of the last Board of Directors. In the absence of agreement, the qualifying organizations that will be given preference

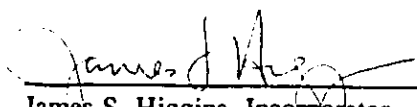
shall be those located within Martin County, Florida, and devoted to law enforcement matters, preferably in programs designed and intended to benefit the youth of Martin County, Florida.

11.2 **Limitation on Activities.** Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue law; or, (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding provision of any future United States Internal Revenue law.

11.3 **No Personal Inurement.** The assets of Corporation shall not inure to the personal benefit of any individual. This limitation shall not be construed to prevent fair payment for services actually rendered to the Corporation by any individual.

11.4 **No Political Activity.** The Corporation shall not participate in any political campaign, nor support or oppose any issue pending before the voters in any election, or pending before a legislative body.

IN WITNESS WHEREOF, the undersigned hereto sets his hand and seal this 14<sup>th</sup> day of June, 1996.

  
James S. Higgins, Incorporator

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OF DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
96 JUL 20 11:10:02  
CLERK  
TALLAHASSEE  
STATE  
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In pursuance of §§48.091(1) and 617.0501, Florida Statutes, the following is submitted in compliance thereof:

That James S. Higgins, Esquire, desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 800 SE Monterey Commons Blvd., Suite 200, Stuart, Florida 34996, have named James S. Higgins, located at that same address as its initial registered agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

By: \_\_\_\_\_

*James S. Higgins*  
James S. Higgins, Esquire

Document Number: 75632