

N96000005101

LAW OFFICES  
GERALD A. MARTIN, ESQUIRE  
SUITE 100  
2304 SOUTH MILITARY TRAIL  
WEST PALM BEACH, FLORIDA 33415

TELEPHONE (561) 641-5517  
FAX: (561) 966-3932

March 24, 1997

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-03/27/97--01011--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: **Amended and Re-stated Articles of Incorporation for  
Fraternal Order of Police, District Four, Memorial Fund, Inc.**

Dear Division of Corporations:

Enclosed please find Revised and Re-stated Articles of Incorporation for the above Corporation, which we are sending for filing with the State of Florida, Division of Corporations. The attached check in the amount of \$35.00 represents the filing fee for same.

In due course, please return notice of filing to our office, along with a copy of the filed Amended and Re-stated Articles of Incorporation.

If there are any questions or problems, please do not hesitate to contact me.

Sincerely,

*Becky Wadsworth*

Becky Wadsworth, Secretary  
Gerald A. Martin, Esquire

:bw

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 14 AM 9:26  
TALLAHASSEE, FLORIDA  
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TALL APR 14 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 28, 1997

BECKY WADSWORTH, SECRETARY  
LAW OFFICES GERALD A. MARTIN  
SUITE 100, 2304 SOUTH MILITARY TRAIL  
WEST PALM BEACH, FL 33415

SUBJECT: FRATERNAL ORDER OF POLICE, FLORIDA STATE LODGE,  
DISTRICT FOUR, MEMORIAL FUND, INC.  
Ref. Number: N96000005101

We have received your document for FRATERNAL ORDER OF POLICE, FLORIDA STATE LODGE, DISTRICT FOUR, MEMORIAL FUND, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 997A00015915

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FRATERNAL ORDER OF POLICE,  
DISTRICT FOUR, MEMORIAL FUND, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 14 AM 9:26

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These Amended and Restated Articles of Incorporation have been duly adopted by the Board of Directors of this Corporation by Board of Director's Unanimous Consent, dated February 28, 1997, that there are no members entitled to vote on said Amendment, and that same repeal and supersede all prior Articles of Incorporation of Fraternal Order of Police, District Four, Memorial Fund, Inc. This Corporation was originally incorporated on October 2, 1996, under the name of Fraternal Order of Police, Florida State Lodge, District Four, Memorial Fund, Inc.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be:

FRATERNAL ORDER OF POLICE, DISTRICT FOUR, MEMORIAL FUND, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law. The corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

GENERAL PURPOSES

Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Without limiting the foregoing, the purposes for which this Corporation is formed are:

A. To acquire and erect a Memorial Statue recognizing and honoring all law enforcement officers in Palm Beach County, Martin County, St. Lucie County, Indian River County and Okeechobee County, Florida, who have died in the line of duty;

B. To promote, encourage and disseminate information to the members and to the public, at large, pertaining to effective law enforcement;

C. To provide an opportunity for the exchange of ideas and opinions, and for the study and discussion of various aspects of law enforcement for the community as a whole;

D. To exercise all rights and powers conferred by laws of the State of Florida upon *nonprofit corporations*, including without limitation, to acquire by bequest, devise, gift, purchase, lease, or otherwise, any property of any sort or nature without limitation as to its amount of value, and expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

#### ARTICLE IV

##### PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Trustees, Officers, or other private persons, 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. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The initial Registered Office of this Corporation in the State of Florida is:

2304 South Military Trail  
Suite 100  
West Palm Beach, FL 33415

and the name of its Initial Registered Agent at such address is:

Gerald A. Martin

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The Corporation shall have six (6) Directors. The manner of election of Directors shall be set forth in the By-Laws of the Corporation. The number of Directors may be increased or decreased, from time to time, in the manner provided in the By-Laws of the Corporation, but shall never be less than three (3) Directors.

The names and street addresses of the initial Directors of the Corporation who shall hold office for the first year or until their successors are elected and qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
Paul R. Fafeita	6345 7th Lane Vero Beach, FL 32968
Thomas G. Holley	6204 Santa Catalina West Palm Beach, FL 33415
Edward J. Manak	2499 Nassau Road West Palm Beach, FL 33406
Robert Booth	316 Shady Lane Palm Springs, FL 33461

Edgar Burroughs

421 Davis Road  
Palm Springs, FL 33461

Henry Marchman

691 Snead Circle  
West Palm Beach, FL 33413

with the principal offices of the Corporation being at 3175 South Congress Avenue,  
Suite 305, Palm Springs, Florida 33461.

#### ARTICLE VII

##### INCORPORATOR

The name and address of the sole incorporator to these Articles of Incorporation is

NAME

ADDRESS :

Paul R. Fafeita

6345 7th Lane  
Vero Beach, FL 32968

#### ARTICLE VIII

##### AMENDMENT TO ARTICLES OF INCORPORATION

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment thereto, and all rights and privileges conferred upon the Directors, and Officers are subject to this reservation. Further, these Articles of Incorporation may be amended by the manner prescribed by the laws of the State of Florida, as amended, from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law. Further, such amendment(s) shall be in compliance with the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986, so as to maintain the Corporation's tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986.

#### ARTICLE X

##### AMENDMENT TO BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in the By-Laws or any amendment thereto, and all rights and privileges conferred upon

the Directors, and Officers are subject to this reservation. Further, the By-Laws may be amended by the manner prescribed by the laws of the State of Florida, as amended, from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law. Further, such amendment(s) shall be in compliance with the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986, so as to maintain the Corporation's tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986.

#### ARTICLE X

##### INDEMNIFICATION

The Corporation shall indemnify, to the full extent permitted by law, the incorporator, any director, officer, employee or agent of the Corporation, or any former director, officer, employee or agent of the Corporation, or any person who at the request of the Corporation was or is serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

#### ARTICLE XI

##### POWERS

This Corporation shall have all powers provided for Corporations Not for Profit by Chapter 617 of the Florida Statutes or corresponding provisions of any subsequent statute, and all the powers of any other statute or law which do not in any way adversely affect the corporation's status as a corporation not for profit under Chapter 617 of the Florida Statutes.

#### ARTICLE XII

##### NON-STOCK BASIS

The Corporation is organized on a non-stock basis. This Corporation shall not issue shares of stock.

### ARTICLE XIII

#### MEMBERSHIP

This Corporation shall have no members.

### ARTICLE XIV

#### GENERAL PROVISION

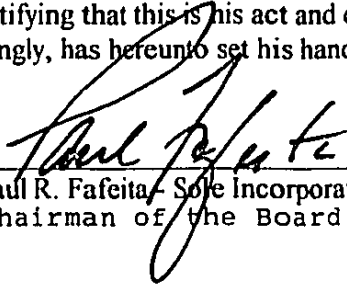
This Corporation shall at the first meeting of the Directors, after issuance of the Charter by the State of Florida, duly formulate and adopt By-Laws and such other regulations of business and conduct other affairs of the Corporation, in such other provisions as they may determine necessary for creating, guiding, limiting and regulating the powers of the Corporation and the Directors, provided such provisions are not contrary to the laws of the State of Florida and Section 501 (c) (3) of the Internal Revenue Code of 1986.

### ARTICLE XV

#### DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors, after paying, or making provisions for the payment, of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to a non-profit organization which is operated exclusively for charitable, educational or scientific purposes and, at the time, qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation. Any such assets not so disposed of shall be disposed of by the Court having jurisdiction in the County in which the principal office of the Corporation is then located, exclusively for such purposes as said Court shall determine.

IN WITNESS WHEREOF, the undersigned being the sole incorporator hereinbefore named, for the purpose of forming a Corporation not for profit pursuant to Florida Statutes Chapter 617 of the State of Florida, does make this Certificate of Incorporation, hereby declaring and certifying that this is his act and deed and that the facts herein stated are true and, accordingly, has hereunto set his hand this 20 day of MARCH, 1997.

  
\_\_\_\_\_  
Paul R. Fafeita, Sole Incorporator  
Chairman of the Board

STATE OF FLORIDA       )  
                                  )  
COUNTY OF PALM BEACH)

Before me, an officer duly authorized to take acknowledgments and administer oaths in the State and County set forth above, personally appeared PAUL R. FAFEITA, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation for the uses and purposes therein set forth, and he provided proper identification and/or is known to me personally.

In witness whereof, I have hereunto set my hand and official seal in the State and County aforesaid, this 20 day of MARCH, 1997.

My Commission Expires:

NOVEMBER 21, 1998

*Edward Joseph Manak*  
Notary Public

Notary Stamp:



EDWARD JOSEPH MANAK  
My Commission CC410946  
Expires Nov. 21, 1998  
Bonded by NFNU  
800-224-6368

**CERTIFICATE OF REGISTERED AGENT**

**OF**

**FRATERNAL ORDER OF POLICE,  
DISTRICT FOUR, MEMORIAL FUND, INC.**

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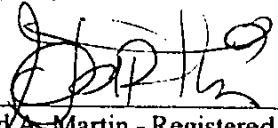
Pursuant to Chapter 617 of the Florida Statutes, the following is submitted, in compliance with said Act:

That Fraternal Order of Police, District Four, Memorial Fund, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of West Palm Beach, County of Palm Beach, State of Florida, has named Gerald A. Martin, located at 2304 South Military Trail, Suite 100, West Palm Beach, FL 33415, as its 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 agree to comply with the provisions of said Act and the provisions of Chapter 48.091, Florida Statutes, relating to keeping open said office.

Dated this 12<sup>th</sup> day of MARCH, 1997.

  
\_\_\_\_\_  
Gerald A. Martin - Registered Agent