

N96000005135

SCOTT M. BEHREN

9908 N.W. 2nd Street
Plantation, FL 33324
(954) 452-0830

September 29, 1996

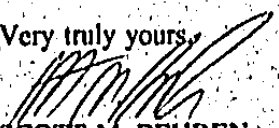
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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To Whom It May Concern:

Enclosed please find articles of incorporation for a not for profit corporation named, Profnet of West Broward Inc. Enclosed is a filing fee of \$ 122.50. Please forward to my attention the certified copy of the articles of incorporation. I appreciate your cooperation in this matter.

Very truly yours,


SCOTT M. BEHREN

FILED
96 OCT -3 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TAB 10/8

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96 OCT -3 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PROFNET OF WEST BROWARD INC.

The undersigned hereby associate themselves to form a corporation not-for-profit for the purpose of conducting their business and promoting the purposes hereinafter stated, under the provisions of Part I of Chapter 617 of the Florida Statutes, and for these purposes to adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is PROFNET OF WEST BROWARD INC., located at 4801 S. University Drive, Suite 303 West, Fort Lauderdale, FL 33328.

ARTICLE II

PURPOSE

1. This not-for profit corporation is organized for the following purposes:

To network and exchange qualified business referrals among members.

To educate members about respective members occupations.

2. The Corporation is organized and shall be operated exclusively for purposes for which a corporation not-for-profit may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter the "Code") and the Regulations thereunder, and not for pecuniary profit or financial gain.

3. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

4. Notwithstanding anything herein to the contrary, the Corporation may exercise

any and all, but not other, powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c)(3) of the Code and its Regulations as the same now exists, or as they may be hereafter amended from time to time.

ARTICLE III

POWERS AND LIMITATIONS OF POWERS

Section 1. Powers. The Corporation shall have the power:

(a) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures and to secure the payment or performance of its obligations.

(b) To act as trustee of property whenever the Corporation has either a beneficial, contingent, or remainder interest in that property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation or religious society or association.

(c) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(d) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(e) To conduct any and all fund raising efforts and campaigns deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs.

(f) To perform every act necessary or proper for the accomplishment of the objects and purposes of the corporation or for the protection and benefit of the corporation.

Section 2. Limitation of Powers. Notwithstanding any of the powers of this corporation through its Articles of Incorporation, By-Laws, or the laws of the State of Florida, the following limitations of powers shall apply:

(a) This Corporation is organized and shall be operated exclusively for the purpose contained in Article II of these Articles of Incorporation.

(b) No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation, or any other

private individual in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(c) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for all purposes within those hereinabove set forth and within the intent of Section 501(c)(3) of the Code and its Regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV

QUALIFICATION OF MEMBERS

The initial members of this Corporation shall include the first Board of Directors. Thereafter, persons who shall be interested in furthering the purposes of the Corporation through participation in the activities of the Corporation shall be eligible for membership in accordance with the terms and provisions of the By-Laws.

ARTICLE V

TERMS OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

INCORPORATORS

The names and addresses of the Incorporators of the Corporation are:

<u>Name</u>	<u>Residence</u>
Susan McClellan	8355 N.W. 6th St. Coral Springs, FL 33071
Hector Medina	2871 N.W. 92nd Ave. Coral Springs, FL 33065
Robert D. Cole	9847 N.W. 48th Ct.

	Coral Springs, FL 33076
Jack M. Karako	9541 N.W. 18th Manor Plantation, FL 33322
Ron Selinger	8983 W. Sunrise Blvd. Plantation, FL 33322
Scott M. Behren	9908 N.W. 2nd Street Plantation, FL 33324

ARTICLE VII

DIRECTORS

Section 1. The initial Board of Directors shall consist of three (3) directors. The number of Directors may be changed from time to time in accordance with the By-Laws, but shall never be less than three (3).

Section 2. The members of the Board of Directors shall be elected in the manner and hold office for such terms as the By-Laws provide.

Section 3. The names of the persons who will serve as the Board of Directors until the first election under these Articles of Incorporation are:

Name	Residence
Susan McClellan	8355 N.W. 6th St. Coral Springs, FL 33071
Hector Medina	2871 N.W. 92nd Ave. Coral Springs, FL 33065
Robert D. Cole	9847 N.W. 48th Ct. Coral Springs, FL 33076
Jack M. Karako	9541 N.W. 18th Manor Plantation, FL 33322
Ron Selinger	8983 W. Sunrise Blvd. Plantation, FL 33322

Scott M. Behren

9908 N.W. 2nd Street
Plantation, FL 33324

Section 4. The Board of Directors shall hold meetings at such time and place as the By-Laws may prescribe.

Section 5. All decisions of the Board of Directors shall be made by simple majority vote of the members of the Board present at the meeting, unless otherwise provided in these Articles of Incorporation or the By-Laws.

ARTICLE VIII

OFFICERS

Section 1. The affairs of the Corporation are to be managed by a President, Vice-President, Secretary, Treasurer and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person.

Section 2. The officers shall be elected annually by the Board of Directors at such time and in such manner as provided in the By-Laws.

Section 3. The names of the officers who are to serve until the first election under these Articles are:

<u>Office</u>	<u>Name</u>
President	Susan McClellan
Vice-President	Hector Medina
Secretary	Jack M. Karako
Treasurer	Robert D. Cole

ARTICLE IX

BY-LAWS

The By-Laws may be adopted, amended, altered, or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting of the Directors or at any special meeting of the Directors call for that purpose. Any such adoption, amendment, alteration, or rescission must be ratified by at least twenty-five (25) percent of the regular members.

ARTICLE X

AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any member and must be adopted by a majority vote of the regular members present at any regular meeting of the membership or at any special meeting called for that purpose.

ARTICLE XI

PRINCIPAL OFFICE AND REGISTERED AGENT

1. The principal office of this Corporation shall be located at 4801 S. University Drive, Suite 303 West, Fort Lauderdale, FL 33328. The location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine.

2. The initial Registered Agent of this Corporation shall be Scott M. Behren, Esq.

3. The initial Registered Office shall be 1221 Brickell Ave., Suite 1780, Miami, FL 33131.

ARTICLE XII

DUES

The annual dues payable by members shall be such amount as may be determined by the Board of Directors from time to time.

ARTICLE XIII

MEETING OF MEMBERS

Section 1. The annual meeting of members for the election of the Board of Directors shall be held at such time and in such manner as the By-Laws shall provide.

Section 2. The Corporation may provide in its By-Laws for regular meetings and special meetings of members, in addition to the annual meeting of members, and for due notice of all meetings of members.

Section 3. Twenty-five percent of members shall constitute a quorum for the holding of any meeting of members.

ARTICLE XIV

DISSOLUTION AND LIQUIDATORS

This Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 30 day of September 1996, for the purpose of forming this Corporation not-for-profit under the laws of the State of Florida.



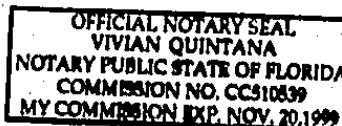
Incorporator

SWORN TO AND SUBSCRIBED before me this 30 day of September, 1996.



Notary Public

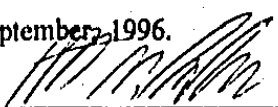
My Commission Expires:



DESIGNATION OF REGISTERED AGENT

Having been named in these Articles of Incorporation to accept service of process for the within stated Corporation, at the place designated therein, 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.

Dated this 30 day of September, 1996.



Registered Agent