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WILLIAM G. PEMBROKE, CPA, P.A. 1922 SE PORT ST. LUCIE BLVD. PORT ST LUCIE, FL 34952 (561) 335-2256 FAX (561) 335-9364

January 16, 1998

Department of State Division of Corporations Bureau of Corporate Records P.O. Box 6327 Tallahassee, FL 32314 600<u>002404526</u>—6 -01/20/38--01044--005 ****122.50 ****122.50

RE: TREASURE COAST FORUM, INC.
A Not For Profit Corporation

Gentlemen:

I have enclosed the original and a copy of the articles of incorporation for TREASURE COAST FORUM, INC. and a check in the amount of \$122.50 computed as follows:

 Filing Fee
 \$35.00

 Certified Copy
 52.50

 Registered Agent Fee
 35.00

 Total
 \$122.50

Please certify the copy and return it to me.

Thank you very much for your attention to this matter. Very truly yours,

William G. Pembroke, CPA

WGP/jmk enclosures

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ARTICLES OF INCORPORATION

OF

TREASURE COAST FORUM, INC. A Not For Profit Corporation



ARTICLE I - NAME

The name of the corporation shall be:

TREASURE COAST FORUM, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation shall be:

1111 So Federal Highway, Stuart, Florida 34997

The mailing address of the Corporation shall be:

C/O Republican Club of Martin County 1111 So Federal Highway, Stuart, Florida 34997

ARTICLE III - PURPOSE

This corporation is authorized for the purpose of producing a television program for the Republican Club of Martin County, Florida.

ARTICLE IV - MANAGEMENT

The affairs of the corporation shall be managed by a Board of Directors of not less than three (3) nor more than nine (9) persons.

The Board of Directors shall have and exercise all the powers necessary to direct the work and policy of the corporation in all its details. No contract, debt or obligations shall be binding unless entered into under authority of the Board.

The Board of Directors shall be elected at the annual meeting of the corporation as determined in the Bylaws of the corporation and shall serve for a period as determined in said Bylaws. Vacancies shall be filled as prescribed in the Bylaws.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have four Directors constituting the initial Board of Directors. The number of directors may be either increased from time to time by the bylaws; however, there shall never be less than three Directors nor more than nine. The name and address of the initial Board of Directors of the corporation is:

Scott Chalmers - President 1237 NE Sago Drive Jensen Beach FL 34957 Gail Harrell - Vice President 1885 Eagle Place Stuart FL 34994

Jean Rowan - Secretary 1030 Buttonwood Circle Stuart FL 34997 Sally E. Rhodes - Treasurer 14 E. Highpoint Road Stuart FL 34996

ARTICLE VI - POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes (1993) unless limited by these Article of Incorporation.

ARTICLE VII - INITIAL REGISTERED AGENT OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1111 So. Federal Highway, Stuart, Florida 34997 and the name of the initial registered agent of this corporation at the address is Scott Chalmers.

ARTICLE VIII - INCORPORATOR

The name and residence of the Incorporator to these Articles of Incorporation is as follows:

Scott Chalmers, 1237 NE Sago Drive, Jensen Beach, Florida 34957

ARTICLE IX - MEMBERSHIP

Any person who is in sympathy with the purpose of this corporation as defined in Article 3 hereof, may become a voting member of this association.

ARTICLE X

This corporation shall have perpetual existence.

ARTICLE XI - OFFICERS

The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer and such other officers as may be provided in the Bylaws. The officers shall be elected by the Board of Directors from among its board members at its first meeting in the manner prescribed by the Bylaws adopted for the corporation. The names of the officers who are to serve until the first meeting are as stated in Article V.

ARTICLE XII - BYLAWS

The Bylaws of the corporation are to be made, altered or rescinded by the Board of Directors at any regular meeting of the Board of Directors, by a two-thirds (2/3) vote of all members present, provided notice of such amendment shall have been given in writing at a previous regular meeting held not less than ten (10) days prior thereto.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or Directors or any former Officer or Directors, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members present or represented by proxy at any annual or special meeting provided that notice of the proposal to amend the Articles of Incorporation is sent to the members in accordance with the Bylaws of the Corporation.

Amendments may also be made at a regular meeting of the Board of Directors upon notice given as provided by the Bylaws of intention to submit such amendment.

ARTICLE XV - MEETINGS

The annual meeting of the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

The percentage of the members necessary to constitute a quorum for the holding of any meetings shall be determined in the Bylaws.

The undersigned incorporator has executed these Article of Incorporation this $\frac{1}{2}$ day of January, 1998.

and the

STATE OF FLORIDA COUNTY OF ST LUCIE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set for the above, Scott Chalmers, personally appeared and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 167 day of January, 1998.

Motary Public State of Florida at Large

My Commission expires:

5/24/2001

JOANNE M. KELLY
My Comm Exp. 5/24/2001
My Comm Exp. 5/24/2001
SS
No. C0647758
Personally Known (1 Other 1.0. FLOR

ACCEPTANCE

I, Scott Chalmers, state that I am a permanent resident of Martin County, Florida. I hereby accept the foregoing designation of Resident Agent for Treasure Coast Forum, Inc., a not for profit corporation, with its place of business at 1111 So Federal Highway, Stuart, Florida 34997, C/O Republican Club of Martin County.