

LAW OFFICES OF .

Steven Friedman

MEMBER OF FLORIDA AND NEW YORK BARS

N98000001001

February 13, 1998

FILED
98 FEB 20 AM 11:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: COOPPA GUARDIAN, INC.

Ladies and Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of COOPPA GUARDIAN, INC. Upon issuance of the Articles please return a conformed copy of the ARTICLES and certificate. A return envelope is enclosed.

My check payable to the Secretary of State in the sum of \$61.25 ^{\$17.50} is enclosed.

Thank you for your attention to the foregoing. 200002438792--8

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Very truly yours,


STEVEN FRIEDMAN, ESQ.

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-02/24/98--01005--003
*****17.50 *****17.50

SF/slw

Enclosures

70.00 F.F.
8.75 CUS
78.75

2-20-98
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(440-5440)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

COOPPA GUARDIAN, INC.

ARTICLE II - PURPOSE

The purposes for which the Corporation is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To own and operate a newspaper.
3. To make donations for the public welfare and particularly to those individuals and entities whose primary objective is to promote and protect the rights of the residents of Century Village, Pembroke Pines, Florida.

4. Generally to have and exercise all rights and powers conferred on not-for-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, provided however, that this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

ARTICLE III - MEMBERS

The qualification for members and the manner of their admission to membership shall be regulated by the by-laws for this corporation. Qualification shall be available only to persons who have interest in the promulgation and furtherance of the purposes for which the Corporation has been formed.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator is:

Steven Friedman Esquire
235 University Drive
Pembroke Pines, Fl 33024

ARTICLE VI - DIRECTORS

1. The property, business and affairs of the Corporation shall be managed by a Board of Directors which shall consist of not less than three (3) directors, and which shall always be an odd number. The by-laws shall provide for the method of election and the method of determining the number of directors from time to time. In the absence of a determination as in the number of directors, the Board of Directors shall consist of three (3) directors.

2. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected are as follows:

GENE LADIN
13550 S.W. 10th Street
Pembroke Pines, Florida 33027

GERALD FELDMAN
13550 S.W. 10th Street
Pembroke Pines, Florida 33027

AL FRIEDMAN
13350 S.W. 10th Street
Pembroke Pines, Florida 33027

ARTICLE VII - OFFICERS

The officers of the Corporation shall be a president, vice president, secretary, treasurer and such other officers as the Board of Directors may from time to time by resolution create.

The officers shall serve at the pleasure of the Board of Directors and the by-laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, employee, officer or agent of the Corporation.

ARTICLE IX - BY-LAWS

The first by-laws shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and/or members in the manner provided by the by-laws.

ARTICLE X - INITIAL PRINCIPAL OFFICE

The address of the Corporation's initial principal office shall be 13350 S.W. 10th Street, Pembroke Pines, Florida 33027.

ARTICLE XI

INITIAL REGISTERED OFFICE ADDRESS
AND NAME OF REGISTERED AGENT

The initial registered office of the Corporation shall be :
c/o STEVEN FRIEDMAN, ESQUIRE, 235 N. University Drive, Pembroke
Pines, Florida 33024. The initial registered agent of the
Corporation at that address is STEVEN FRIEDMAN.

Having been named to accept service of process for the above
stated Corporation at the place designated herein, I hereby
accept to act in this capacity, and agree to comply with the pro-
visions of Chapters 607 and 617 of the Florida Statutes relative
to keeping open said office.



IN WITNESS WHEREOF, I, the undersigned, being the incorpora-
tor hereinabove named, for the purpose of forming this not-for-
profit corporation under the laws of the State of Florida, has
executed these Articles of Incorporation on this 13 day of
FEBRUARY, 1998.

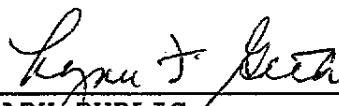


STEVEN FRIEDMAN, ESQUIRE

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared STEVEN FRIEDMAN, who is personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Pembroke Pines, Florida, this 13 day of FEBRUARY, 1998.



NOTARY PUBLIC
STATE OF FLORIDA

MY COMMISSION EXPIRES:

