

198000001644

LAW OFFICES OF  
DAVID GOLDEN, P.A.

49 WEST SEMINOLE STREET  
STUART, FLORIDA 34994

TELEPHONE (561) 220-4400  
FAX (561) 220-4281

FILED STATE  
SECRETARY OF CORPORATIONS  
98 MAR 17 PM 3:18.5

March 13, 1998

400002453544-18.5  
-03/17/98--01054--018  
\*\*\*122.50 \*\*\*122.50

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

Re: TREASURE COAST LAW ENFORCEMENT, INC.

Gentlemen:

Pursuant to the attached Transmittal Letter, enclosed for filing please find Articles of Incorporation and a Certificate and Acknowledgment of Registered Agent.

Also enclosed is our check in the amount of \$122.50, representing the cost of the filing fees, certified copy of Articles of Incorporation, and fee for Registered Agent Designation for the above named corporation.

Please certify the enclosed copy of Articles of Incorporation and return them to this office in the envelope provided.

Thank you.

Sincerely,

*David Golden*

David Golden  
DG/mr

Enclosures

Dictated by David Golden, but signed  
in his absence to expedite delivery.

*David Golden* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Art. III & XI*  
DATE *3/20/98*  
DOC. EXAM *David Brown*

BROWN MAR 20 1998

**ARTICLES OF INCORPORATION**

**of**

**TREASURE COAST LAW ENFORCEMENT, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 17 PM 3:19

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

**ARTICLE I - CORPORATE NAME**

The name of the corporation shall be TREASURE COAST LAW ENFORCEMENT, INC.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address for the corporation shall be at 962 S.W. Hamberland Avenue, Port St. Lucie, FL 34953

**ARTICLE III - PURPOSE**

The purposes for which this corporation is organized are exclusively as stated within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 of the corresponding provision or any future United States Internal Revenue Law.

The general nature of the object of the corporation shall be a club/association organized for the benefit of law enforcement officers employed on Florida's "Treasure Coast" encompassing the Nineteenth Judicial Circuit, to promote fellowship, professionalism, community, intellectual and social advancements and education of its members and constituting profitable purposes; and to associate persons united by a commitment to such principals for the purposes stated; and to acquire and hold, with power to sell, mortgage, or lease, such real property as may be necessary to accomplish said purposes.

**ARTICLE IV - MANAGEMENT**

The affairs of the corporation shall be managed by a Board of Directors of not less than five (5) nor more than eleven (11) persons, no more than one of whom may be under the age of twenty-one (21) years, and who possess the qualifications of membership in the Association as defined in these Articles.

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 to be held in the month of November of each year and shall serve for a period of two (2) years. The officers shall be elected at the first meeting of the Board of Directors thereafter. Vacancies shall be filled as prescribed in the Bylaws. Insofar as the number of Directors to be designated in the Bylaws is susceptible of division by three, two of the first Board shall serve for one year, three for two years, and thereafter all shall serve for two years.

No question of a sectarian or partisan political character shall be acted upon or discussed in any meeting of this corporation or its Directors.

#### **ARTICLE V - DESIGNATION OF REGISTERED AGENT**

Brian McCandless, whose address is 962 S.W. Hamberland Avenue Port St. Lucie, FL 34953, shall be the Registered Agent for the corporation. He has so consented to said appointment attached hereto and by reference made a part hereof.

#### **ARTICLE VI - INCORPORATORS**

The name and address of the Incorporator(s) to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Brian McCandless	962 S.W. Hamberland Avenue Port St. Lucie, FL 34953

#### **ARTICLE VII - FIRST BOARD OF DIRECTORS**

The names and addresses of the first Board of Directors, which Directors shall hold office until the first meeting of the members, to be held in 1998, and until their successors are elected and have qualified, are as follows: The directors are as listed in Article XI,

#### **ARTICLE VIII - POWERS**

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

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under section 501(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

## **ARTICLE IX - MEMBERSHIP QUALIFICATIONS, DUES AND ASSESSMENTS**

Any person over eighteen (18) years of age who is in sympathy with the purpose of this corporation as defined in Article III hereof, may become a voting member of this association as provided in the Bylaws of the association. Admission to membership shall be by application to and approval by the Board of Directors.

Membership dues and assessments may be charged and collected, and provisions therefore may be prescribed in the Bylaws of the corporation and by such Bylaws the Board of Directors may be empowered to determine and collect such fees, dues and assessments. Voting privileges shall be limited to active members.

## **ARTICLE X - TERMS OF EXISTENCE**

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 of the Board of Directors to be held in the year 1998, and until their successors are elected and have qualified, are as follows:

President:	Brian McCandless	
Senior Vice President:	Robert Prior	
Vice President:	Kevin Gannon	962 S.W. Hamberland Avenue
Secretary:	Beverly Brame	Port St. Lucie, FL 34953
Treasurer:	Mark Middleton	

## **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 - AMENDMENTS TO ARTICLES OF INCORPORATION**

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 XIV - TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

No contract or other transaction between the corporation and any other corporation, association, person or firm, in the absence of fraud, shall be invalid, void or voidable because one or more Directors or Officers of the corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction. A Director of the corporation may vote on any contract or other transaction between the corporation and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a Director or officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of a quorum.

#### **ARTICLE XV - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every Director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any civil or criminal proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the corporation, whether or not he is a Director at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of wilful misfeasance in the performance of his duties, provided that, in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

#### **ARTICLE XVI - DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the

principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In the event of dissolution, no part of the corporation's assets shall inure to the benefit of any officer, director or member of the corporation.

#### ARTICLE XVII - NON-PROFIT STATUS

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 of the corporation. No substantial part of the activities of the corporation shall be the carrying on 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 any candidate or 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) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future Internal Revenue Law.)

#### ARTICLE XVIII - 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.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has (have) executed these Articles of Incorporation this \_\_\_\_ day of March, 1998.

  
BRIAN MCCANDLESS

STATE OF FLORIDA  
COUNTY OF MARTIN

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BRIAN McCANDLESS, who [ ] is personally known to me [✓] produced a Florida Driver's License as identification, and who did take an oath.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 13<sup>th</sup> day of March, 1998.



MELISSA P RIVERA  
My Commission CC359987  
Expires Mar. 29, 1998  
Bonded by HAI  
800-422-1555

Melissa P. Rivera  
Notary Public  
Printed Name: Melissa P. Rivera  
My Commission Expires:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 17 PM 3:19

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name of the corporation is Treasure Coast Law Enforcement, Inc.

The name and address of the initial agent and office are Brian McCandless, 962 S.W. Hamberland Avenue, Port St. Lucie, FL 34953.

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 13<sup>th</sup> day of March, 1998.

  
BRIAN McCANDLESS  
Registered Agent