

7

# 198000002165

FILED  
98 APR 15 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.  
(Requestor's Name)  
3320 S.W. 87th AVENUE  
(Address)  
MIAMI, FLORIDA (305)552-5973  
(City, State, Zip) (Phone #)  
LOCAL REPRESENTATIVE TALLAHASSEE

100002488101  
-04/14/98-01054-022  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DADE COUNTY FIREFIGHTERS BENEVOLENT  
(Corporation Name) (Document #)
2. BENEFIT ASSOCIATION  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time    \_\_\_\_\_     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF CORPORATION  
98 APR 14 AM 10:54

K. Rolfe APR 14 1998  
W98-8353

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 14, 1998

LAZARUS

MIAMI, FL

SUBJECT: DADE COUNTY FIREFIGHTERS BENEVOLENT BENEFIT  
ASSOCIATION, INC.  
Ref. Number: W98000008353

We have received your document for DADE COUNTY FIREFIGHTERS BENEVOLENT BENEFIT ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of 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 (850) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 198A00019898

RECEIVED  
DIVISION OF CORPORATIONS  
APR 15 AM 11:18

**ARTICLES OF INCORPORATION  
OF**

**DADE COUNTY FIREFIGHTERS BENEVOLENT BENEFIT ASSOCIATION,**

FILED  
98 APR 15 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes (Non-Profit Corporations), adopts the following Articles of Incorporation:

**ARTICLES I - NAME**

The name of the Corporation shall be: **DADE COUNTY FIREFIGHTERS BENEVOLENT BENEFIT ASSOCIATION, INC.**

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this corporation shall be:

P.O. Box 1252  
South Miami, FL 33243

**ARTICLE III - CORPORATE PURPOSES**

The Corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for exempt purposes within the meaning of section 501(c)(9) of the Internal Revenue Code, which will constitute a voluntary employees' benefit association (VEBA), providing for the payment of life, sick, accident, or other benefits to the members of such association or their dependents or designated beneficiaries. No part of the net earnings of this association will inure (other than through such payments described above) to the benefit of any private shareholder or individual.

During any period that the Corporation is a private foundation, as defined by section 509(a) of the Internal Revenue Code, the Corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942(a); (2) not engage or be involved in any act of self-dealing, as defined in section 4941(d), so as to give rise to any liability for the tax imposed by section 4941(a); (3) not retain any excess business holdings as defined in section 4943(c), so as to give rise to any liability for the tax imposed by section 4943(a); (4) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944, so as to give rise to any liability for the tax imposed by section 4944(a); and (5) not make any taxable expenditures, as defined in section 4945(d), so as to give rise to any liability

imposed by section 4945(a). Unless otherwise indicated, as used in this Article III and hereinafter in these Articles of Incorporation, all section references are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

#### **ARTICLE IV - CORPORATE POWERS**

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III.

#### **ARTICLE V - CAPITAL STOCK**

The Corporation shall not have capital stock.

#### **ARTICLE VI - MEMBERS**

The qualification for ~~directors~~ and the manner of their admission shall be regulated by the Bylaws of the Corporation, which may establish different classes of membership and may limit voting rights to one or more of such classes.

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

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three directors. Where not inconsistent with Chapters 607 and 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

The Board of Directors of the Corporation, set forth below, shall hold office until the first annual meeting of members and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Director</u>	<u>Address</u>
John Martin	P.O. Box 1252 South Miami, FL 33243
Mark Soeder	P.O. Box 1252 South Miami, FL 33243
Frank Porter	P.O. Box 1252 South Miami, FL 33243
John Soeder	P.O. Box 1252 South Miami, FL 33243
Jim Adams	P.O. Box 1252 South Miami, FL 33243

#### **ARTICLE VIII - AMENDMENTS**

These Articles of Incorporation may be amended by majority vote of the voting members of the Corporation in accordance with the procedures provided by Chapter 617, Florida Statutes. Such action may be taken by the voting members present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or by the voting members without a meeting if a consent in writing, signed by the voting members whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those members who have not consented in writing.

#### **ARTICLE IX - DISSOLUTION**

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under section 501(c)(3) of the Internal Revenue Code, and to which a contribution shall be permitted as a deduction under sections 170, 2055, or 2522 of the Internal Revenue Code as applicable, or to the federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

**ARTICLE X - CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE XI - REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Registered Office of the Corporation is 2250 S.W. 3rd Avenue, Third Floor, Miami, Florida 33129, and the name of the Registered Agent at such address is Ruben Oliva, Esq.

**ARTICLE XII - INCORPORATION**

The name and address of the incorporator is John Martin, P.O. Box 1252, South Miami, FL 33243.

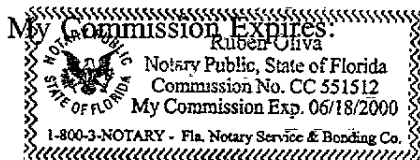
IN WITNESS WHEREOF, I have executed these Articles of Incorporation of DADE COUNTY FIREFIGHTERS BENEVOLENT BENEFIT ASSOCIATION, this 13 day of April, 1998.

John Martin  
Name: John Martin  
Incorporator

STATE OF FLORIDA        )  
                                          ) SS:  
COUNTY OF DADE        )

The foregoing instrument was acknowledged before me this 13 day of April, 1998 by John Martin, who is personally known to me or who produced Florida Driver's License as identification, as Incorporator of the Articles of Incorporation for DADE COUNTY FIREFIGHTERS BENEVOLENT BENEFIT ASSOCIATION, a Florida no for profit corporation.

Ruben Oliva  
Name: Ruben Oliva  
Notary Public



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **DADE COUNTY FIREFIGHTERS BENEVOLENT BENEFIT ASSOCIATION, Inc**
2. The name and address of the registered agent and office is:

RUBEN OLIVA, ESQ.  
(NAME)

2250 SW. 3rd Avenue, Third Floor  
(ADDRESS)

Miami, Florida 33129  
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

By:   
Registered Agent

Date: 4/13/98

FILED  
98 APR 15 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA