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 SEAN L. WILSON

October 23, 1998

JOHN R. TATUM  
 (1926-1995)

AMY R. REECK  
 (OF COUNSEL)

+ BOARD CERTIFIED BUSINESS LITIGATION LAWYER  
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 ++ BOARD CERTIFIED MARITAL AND FAMILY LAWYER

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SECRETARY OF STATE  
 STATE OF FLORIDA  
 DIVISION OF CORPORATIONS  
 409 EAST GAINES STREET  
 TALLAHASSEE FL 32399

FILED  
 98 OCT 27 AM 9:28  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**Re: Fort Lauderdale City Holiday Decorations Committee, Inc.**

Gentlemen:


Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced Corporation, with the Registered Agent Form incorporated therein. Also enclosed is a check payable to the Secretary of State in the amount of \$ 78.75 to cover the filing fees as follows:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
Total	\$ 78.75

Please return a certified copy of these Articles of Incorporation to this office to the attention of the undersigned in the envelope provided.

Thank you for your attention to this matter.

Very truly yours,

  
 SEAN L. WILSON

/jjs  
 Enclosures

cc: Mr. Carl L. Mayhue

TC



**ARTICLES OF INCORPORATION**  
**OF**  
**FORT LAUDERDALE CITY**  
**HOLIDAY DECORATIONS COMMITTEE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**A FLORIDA NOT-FOR-PROFIT CORPORATION**

**ARTICLE I**  
**NAME**

The name of the Corporation is Fort Lauderdale City Holiday Decorations Committee, Inc.

**ARTICLE II**  
**DURATION**

The term of existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State.

**ARTICLE III**  
**PURPOSE**

The Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in §501(c)(3) of the Internal Revenue Code of 1986.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code §501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these articles of incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to organizations which qualify as tax-exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended.

(e) Notwithstanding any other provisions of these articles of incorporation, neither the Corporation nor any member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in §4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under §4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in §4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any investment in such a manner as to subject the Corporation to tax under §4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in §4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE IV** **DIRECTORS**

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than ten (10). Directors may be elected from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof, as appointed by the Incorporator, are as follows:

Carl L. Mayhue	625 N.E. 4 <sup>th</sup> Street, Fort Lauderdale, FL 33301
James O. Hill	350 S.E. 2 <sup>nd</sup> Street, Suite 500-A, Fort Lauderdale, FL. 33301
Kandace Mendez	625 N.E. 4 <sup>th</sup> Street, Fort Lauderdale, FL. 33301

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively

consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

**ARTICLE V**  
**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be at 625 N.E. 4<sup>th</sup> Street, Fort Lauderdale, FL 33301.

**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at 200 East Las Olas Boulevard, Suite 1800, Fort Lauderdale, FL 33301. The initial registered agent of the Corporation at that address shall be Sean L. Wilson.

**ARTICLE VII**  
**MEMBERSHIP**

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

**ARTICLE VIII**  
**MEMBERSHIP CONTROL**

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter requires the vote of members or shareholders under Florida Statute Chapters 617 or 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, Directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax exempt purposes.

**ARTICLE IX**  
**NONSTOCK CORPORATION**

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

**ARTICLE X**  
**BYLAWS**

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

**ARTICLE XI**  
**AMENDMENTS**

These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.


**ARTICLE XII**  
**INCORPORATOR**

The name and residence address of the subscriber of these Articles of Incorporation is:

Sean L. Wilson

200 East Las Olas Blvd., Suite 1800  
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, we have subscribed our names this 20 day of October, 1998.

  
\_\_\_\_\_  
Sean L. Wilson, Incorporator

STATE OF FLORIDA       )  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 20 day of October, 1998, by Sean L. Wilson, as Incorporator, [☒] who is personally known to me, [ ☐ ] who has produced \_\_\_\_\_ as identification and who [did/did not] take an oath, and who acknowledged before me that [he/she/they] executed the same as [his/her/their] free and voluntary act for the uses and purposes therein set forth.

  
NOTARY PUBLIC, STATE OF FLORIDA  
JENNIFER J. STABILE

SEAL:


OFFICIAL NOTARY SEAL JENNIFER J STABILE NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO CC598036 MY COMMISSION EXP NOV 17 2000
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 607.0501 and 617.0501 Florida Statutes, the following is submitted:

Fort Lauderdale City Holiday Decorations Committee, Inc., a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 625 N. E. 4<sup>th</sup> Street, Fort Lauderdale, State of Florida, has named Sean L. Wilson, located at 200 East Las Olas Boulevard, Suite 1800, Fort Lauderdale, FL 33301, as its agent to accept service of process within Florida.

DATE: October 20, 1998

  
Sean L. Wilson, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, 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.

DATE: October 20, 1997

  
Sean L. Wilson, Registered Agent

STATE OF FLORIDA       )  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 20 day of October, 1998, by Sean L. Wilson, [X] who is personally known to me or [ ] who has produced \_\_\_\_\_ as identification, and who [did/did not] take an oath, and who acknowledged before me that [he/she] executed the same as [his/her] free and voluntary act for the uses and purposes therein set forth.

  
NOTARY PUBLIC, STATE OF FLORIDA  
JENNIFER J. STABILE

SEAL:

