

**N990000000035**  
**C. MICHAEL JACKSON, P.A.**

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December 10, 1998

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

600002728666--9  
-01/04/99--01036--001  
\*\*\*\*\*80.00 \*\*\*\*\*80.00

Re: Port Authority Police Auxiliary, Inc.

Gentlemen:

Attached are the usual submission for the above new corporation for profit.

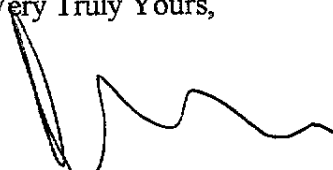
**EFFECTIVE DATE**  
**1-1-99**

- 1) Charter and copy to conform
- 2) Resident Agent Designation
- 3) Our check for \$80.00

If there are any questions please feel free to write, fax, e-mail, or call. If not, we'd appreciate your registration of the corporation and furnishing of certificate and charter copy as usual.

Kind regards.

Very Truly Yours,



C. Michael Jackson, Esquire

CMJ/dkm  
MIPA\PORT AUTHORITY\12-10-98SC-ST-LT

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ajc  
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ARTICLES OF INCORPORATION  
OF  
PORT AUTHORITY POLICE AUXILIARY, INC.  
A NON-PROFIT CORPORATION

**FILED**  
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TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation not for profit under the laws of Florida, hereby certify:

ARTICLE I  
NAME OF CORPORATION

**EFFECTIVE DATE**  
**1-1-99**

The name of this corporation shall be: PORT AUTHORITY POLICE AUXILIARY, INC.

ARTICLE II  
COMMENCEMENT AND DURATION OF THE CORPORATION

The corporate existence of this corporation shall commence January 1, 1999. The corporation shall have perpetual duration.

ARTICLE III  
GENERAL PURPOSE

The general purpose of this corporation is to serve as a support organization for the Lee County Port Authority Police Department as is permitted by the non-profit corporation laws of the State of Florida and the Internal Revenue Code of the United States of America referenced below.

ARTICLE IV  
QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION

The membership shall initially consist of all members of the un-incorporated Port Authority Police Auxiliary. Hereafter membership is expected to primarily consist of the family and friends of the sworn officers and civilian personnel of the Police Department. However, membership shall be open at the discretion of Association to any interested citizen deemed by the membership to be committed to it's objectives and agreeable to the limitations of it's charter and registration with the Internal Revenue Service.

ARTICLE V  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be C/O Lee County Port Authority, 1600 Chamberlin Parkway, Suite 8671, Fort Myers, Florida 33913. The initial registered agent at such address is BILL CYPHERT, JR.

ARTICLE VI  
NAMES AND RESIDENCES OF SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are as follows:  
BILL CYPHERT, JR. at the address for the registered agent given above.

ARTICLE VII  
MANAGEMENT OF CORPORATION

The affairs of the Corporation are to be managed by a Board of Directors of not less than three members who shall be elected annually by the members of this corporation. The corporation shall have a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be determined by the Board of Directors from time to time.

ARTICLE VIII  
NAMES OF FIRST OFFICERS

The names of the first officers who are to serve until the first election are as follows:

President	-	BILL CYPHERT, JR.
Vice President	-	KATHY SEVERSON
Secretary	-	KATHY SEVERSON
Treasurer	-	RICHARD SILVERTHORN

ARTICLE IX  
FIRST BOARD OF DIRECTORS

The first Board of Directors shall be composed of three Directors, whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BILL CYPHERT, JR	1600 Chamberlin Parkway, Suite 8671, Fort Myers, Florida 33913
KATHY SEVERSON	1600 Chamberlin Parkway, Suite 8671, Fort Myers, Florida 33913
RICHARD SILVERTHORN	1600 Chamberlin Parkway, Suite 8671, Fort Myers, Florida 33913

ARTICLE X  
501 (C) STATUS

- A) All of the undersigned are citizens of the United States of America.
- B) This Florida non-profit corporation is organized exclusively for charitable, religious, educational and scientific purposes including for such organizations that qualify as exempt organizations under Section 501 (C) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- C) 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 set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of 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 or in opposition to any candidate for public office. Notwithstanding any other provision 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(C)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- D) "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."
- E) 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 the 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 a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purposes.
- F) In addition, the auxiliary is organized and at all times hereafter shall operate exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the (Port Authority Dept.) a public supported Police Department under the control of the Lee County Board of County Commissioners acting as the Port Authority of Lee County.
- G) The organization will be operated, supervised and controlled by the department which is recognized as an organization described in section 509 (A) (1) and (2).
- H) The corporation shall not be controlled directly or indirectly by disqualified persons as that term is defined in the Internal Revenue Code and regulations thereunder.

ARTICLE XI  
BY-LAWS

The by-laws of the corporation are to be made, altered or rescinded by the Board of Directors.

ARTICLE XII  
AMENDMENTS

Amendments to the Articles of Incorporation may be proposed and adopted by a majority of the Members.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this \_\_\_\_\_ day of \_\_\_\_\_, 1998.

Signed, Sealed and Delivered  
in the Presence of:

William B Cyphert (SEAL)

William B Cyphert Jr  
Kathleen Severson (SEAL)

Kathleen Severson  
Richard C Silverthorn (SEAL)

STATE OF FLORIDA)  
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 18th day of December, 1998, by Richard C. Silverthorn, Kathleen Severson, & William B Cyphert of Port Authority Police Auxiliary, Inc, a corporation, on behalf of the corporation. He/she is personally known to me or who has produced as identification and did (did not) take an oath. <sup>they</sup>

Karen A. Poling  
Notary Public Karen A. Poling



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- PORT AUTHORITY POLICE AUXILIARY, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Fort Myers, County of Lee , State of Florida, has named BILL CYPHERT, JR., located at 1600 Chamberlin Parkway, Suite 8671, Fort Myers, Florida 33913, County of Lee, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated: 18 Dec 98

Bill Cyphert  
BILL CYPHERT, JR., Resident Agent

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