



# N99000001281

GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.  
ATTORNEYS AT LAW

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March 1, 1999

Corporate Records  
Florida Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

400002791794--3  
-03/02/99-01033-002  
\*\*\*\*\*78.00 \*\*\*\*\*78.00

RE: Articles of Incorporation  
Chi Chi and the Cops Charity for Kids, Inc.

Dear Corporate Specialist:


Enclosed are two duplicate originals of the subject Articles of Incorporation. Upon filing, please return one certified duplicate original of the Articles to the undersigned.

Our check in the amount of \$78.00 is enclosed as payment of the following fees:

Filing fees	\$ 35.00
Certified copy	8.00
Registered Agent Designation	<u>35.00</u>
	\$ 78.00

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

  
Kenneth A. Norman

KAN/n  
Enclosures

cc: John T. Carmody, Jr.

RECEIVED  
99 MAR -2 AM 10:13  
FILED  
99 MAR -2 AM 10:41  
MAIL-OUT  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CHI CHI AND THE COPS CHARITY FOR KIDS, INC.**

(A Not For Profit Corporation)

The undersigned, acknowledges and files in the Office of the Secretary of State of Florida, for the purpose of forming a corporation not for profit in accordance with the "Florida Not For Profit Corporation Act" of the laws of the State of Florida, F.S. Chapter 617, these Articles of Incorporation.

**ARTICLE 1  
CORPORATE NAME**

1.1 **Name.** The name of the Corporation shall be CHI CHI AND THE COPS CHARITY FOR KIDS, INC., and the principal office shall be at 800 S.E. Monterey Commons Boulevard, Suite 200, Stuart, Florida 34996.

**ARTICLE 2  
PURPOSES AND POWERS**

2.1 **Purposes.** The purposes for which the Corporation is formed exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code, including raising funds for the benefit of socio-economically disadvantaged children, distributing funds for the benefit and welfare of socio-economically disadvantaged children for Christmas gifts, clothing, food, shelter, medical needs, educational needs and other charitable purposes for children, and contributing funds to organizations and programs which benefit disadvantaged children.

2.2 **Powers.** To accomplish the foregoing purposes, the corporation shall have all corporate powers permitted under Florida law, including the capacity to contract, bring suit and be sued. No part of the income of the Corporation shall be distributed to the members, directors and officers of the corporation.

2.3 **Private Foundation Limitations.** The Corporation is specifically precluded from engaging in any prohibited activities as defined in Section 617.0105 (2), Florida Statutes, and shall meet all obligations required therein.

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99 MAR -2 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### **ARTICLE 3 MEMBERSHIP**

3.1 **Membership.** No membership is provided by these Articles of Incorporation. However, the Corporation's Board of Directors shall have the power to create any class or classes membership to serve the charitable purposes of the Corporation provided:

- A. **No Discrimination.** No person shall be granted or denied membership based upon race, creed, sex, national origin, or physical handicap.
- B. **Equal and Uniform Requirements.** When and if created, the requirements for membership shall be provided for on an equal and uniform basis, free of any impermissible basis of discrimination.

### **ARTICLE 4 PERIOD OF DURATION**

4.1 **Period of Duration.** The Corporation shall have perpetual existence. In the event of dissolution of this Corporation, no part of the Corporation's assets shall inure to the benefit of any member, officer or director, but shall instead be distributed to such charitable organization or organizations selected by the final Board of Directors of the corporation, which organization or organizations must qualify as charitable organizations under Article 501(c) (3) of the United States Internal Revenue Code of 1986 as the same may be amended.

### **ARTICLE 5 DIRECTORS OF CORPORATION**

5.1 **Governing Board.** The affairs and property of the Corporation shall be managed and governed by a Board of Directors which shall initially be composed of ten (10) persons. The number of Directors shall be determined in accordance with the Corporation's By-Laws; however, in no event shall the Board of Directors be composed on less than three (3) persons. The terms of office for a Director shall be one (1) year.

5.2 **Initial Directors.** The names and addresses of the initial Directors are:

Charlene Hoag  
c/o Economic Council of Martin County  
2400 S.E. Federal Highway  
Stuart, Florida 34994

John T. Carmody, Jr.  
800 S.E. Monterey Commons Blvd.  
Suite 200  
Stuart, Florida 34996

Steve Powers  
c/o The Floridian  
3700 S.E. Floridian Drive  
Palm City, Florida 34990

David Ralicki  
Ralicki & Thomas  
Post Office Box 3209  
Stuart, Florida 34995

Sheriff Robert L. Crowder  
Office of the Sheriff of Martin County  
800 SE Monterey Road  
Stuart, Florida 34994-4599

Rebecca K. Freeman  
c/o The Stuart News  
1939 S.E. Federal Highway  
Stuart, Florida 34994

Charles Knebels  
389 S.E. St. Lucie Boulevard  
Stuart, Florida 34996

John McNeely  
11 S.W. Riverway Boulevard  
Palm City, Florida 34990

Chi Chi Rodriguez  
641 S.W. Bay Pointe Circle  
Palm City, Florida 34990

John Clough  
1316 Lancewood Terrace  
Palm City, Florida 34990

**5.3 Election of Directors.** The Board of Directors, by majority vote, shall elect persons to serve on the Board of Directors.

**5.4 Powers.** All powers exercisable by the Corporation are vested in the Board of Directors. The Directors may create such additional bodies within the Corporation and assign them such powers as the Directors deem appropriate. All such additional bodies shall serve at the pleasure of the Board of Directors. The creation of and assignment of powers to additional bodies shall be provided by the Board of Directors in the By-Laws.

**5.5 Removal.** A Director may be removed from the Board in accordance with the provisions of the By-Laws.

## **ARTICLE 6 BY-LAWS**

**6.1 Adoption and Amendment.** The By-Laws of the Corporation may be adopted and amended by a two-thirds (2/3rds) vote of the Board of Directors.

**6.2 Limitation.** No By-Law shall be adopted or amended that would place the Corporation in violation of Article 501(c) (3) of the Internal Revenue Code of 1986, as it may be amended from time to time.

**ARTICLE 7  
NON-STOCK**

7.1 **No Stock Issued.** The Corporation shall not issue stock nor any evidence of ownership of any interest in the Corporation.

**ARTICLE 8  
REGISTERED AGENT AND OFFICE**

8.1 **Registered Office.** The initial registered agent office of the Corporation is 800 S.E. Monterey Commons Boulevard, Suite 200, Stuart, Florida 34996.

8.2 **Registered Agent.** The initial registered agent whose address is identical with the registered office given above is John T. Carmody, Jr. who is a member of the Florida Bar.

**ARTICLE 9  
INCORPORATOR**

9.1 **Incorporator.** The name and street address of the incorporator signing these Articles of Incorporation is John T. Carmody, Jr., 800 S.E. Monterey Commons Boulevard, Suite 200, Stuart, Florida 34996.

**ARTICLE 10  
AMENDMENT OF ARTICLES OF INCORPORATION**

10.1 **Vote.** These Articles of Incorporation may be amended by a three-fourth (3/4th) vote of the Board of Directors except that Article 5.5 shall not be amended except by unanimous vote of the Directors.

10.2 **Limitation.** No amendment of these Articles shall be made in violation of Section 501(c) (3) of the Internal Revenue Code of 1986, as it may be amended from time to time.

**ARTICLE 11  
DISSOLUTION AND LIMITATION**

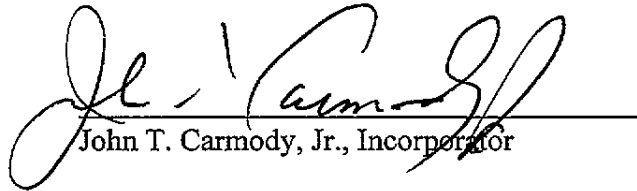
11.1 **Disposition of Assets.** In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Article 501(c) (3) or (c) (6) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal State or local Government for exclusive public purpose.

11.2 **Limitation on Activities.** Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Article 501(c) (3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue law; or, (b) a corporation, contributions to which are deductible under Article 170(c) (2) of the Internal Revenue Code of 1986 or any corresponding provision of any future United States Internal Revenue law.

11.3 **No Personal Inurement.** The assets of Corporation shall not inure to the personal benefit of any individual. This limitation shall not be construed to prevent fair payment for services actually rendered to the Corporation by any individual.

IN WITNESS WHEREOF, the undersigned hereto sets his hand and seal this 1<sup>st</sup> day of

March, 1999.

  
John T. Carmody, Jr., Incorporator

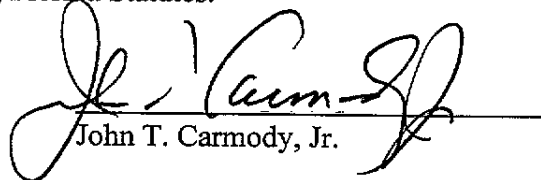
**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OF DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of §§48.091(1) and 617.0501, Florida Statutes, the following is submitted in compliance thereof:

That CHI CHI AND THE COPS CHARITY FOR KIDS, INC., desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 800 S.E. Monterey Commons Boulevard, Suite 200, Stuart, Florida 34996 has named John T. Carmody, Jr., located at that same address as its initial registered agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

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, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

  
John T. Carmody, Jr.

125849.1

FILED  
99 MAR -2 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA