

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

**N99000005196**

CONTACT: CINDY HICKS

DATE: 8.31.99

REF. #: 0177.8119

CORP. NAME: Wish Friends of South Florida,  
Inc

- ☒ ARTICLES OF INCORPORATION    ☐ ARTICLES OF AMENDMENT    ☐ ARTICLES OF DISSOLUTION  
☐ ANNUAL REPORT    ☐ TRADEMARK/SERVICE MARK    ☐ FICTITIOUS NAME  
☐ FOREIGN QUALIFICATION    ☐ LIMITED PARTNERSHIP    ☐ LIMITED LIABILITY  
☐ REINSTATEMENT    ☐ MERGER    ☐ WITHDRAWAL  
☐ CERTIFICATE OF CANCELLATION    ☐ UCC-1    ☐ UCC-3  
☐ OTHER: \_\_\_\_\_

**FILED**  
99 AUG 31 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
AUG 31 AM 11:00  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 5785 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: 000002974760--7  
-08/31/99--01055--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- ☒ CERTIFIED COPY    ☐ CERTIFICATE OF GOOD STANDING    ☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF STATUS

Examiner's Initials \_\_\_\_\_

*Handwritten:* 8-31-99 4

**ARTICLES OF INCORPORATION  
OF  
WISH FRIENDS OF SOUTH FLORIDA, INC.**

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**FILED**  
99 AUG 31 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation not for profit under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the Corporation shall be: WISH FRIENDS OF SOUTH FLORIDA, INC.

**ARTICLE II  
PURPOSES**

The purposes of this Corporation shall be as follows:

1. To operate exclusively to support or benefit the Make-A-Wish Foundation of South Florida, Inc. as long as the Make-A-Wish Foundation of South Florida, Inc. is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in furtherance thereof:

To receive and maintain the fund or funds of real or personal property or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part thereof to grant wishes to children under the age of (18) years of age who suffer from a terminal illness or from a medical condition that is sufficiently life threatening to create a probability that the child will not survive beyond his or her (18th) year, and for such other purposes by contributions to the Make-A-Wish Foundation of South Florida, Inc. for so long as the Make-A-Wish Foundation of South Florida, Inc. is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or thereafter to other organizations with the same or substantially similar purposes which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended and its regulations as they now exist or as they may be hereinafter amended.

To do any and all lawful acts and things which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment or attainment of any or all of the aforesaid purposes and objects and to cooperate with individuals, corporations, groups, organizations or agencies already engaged in fostering any and all of the foregoing purposes.

**ARTICLE III  
MEMBERSHIP**

1. The sole member of the Corporation shall be the Make-A-Wish Foundation of South Florida, Inc. (the "Member").

2. The Member shall have sole power and authority to vote on and approve: (a) any changes to the Corporation's Articles of Incorporation, (b) the adoption and amendment the Corporation's Bylaws and (c) the election and removal of members of the Corporation's Board of Directors.

#### **ARTICLE IV TERM**

This Corporation shall have perpetual existence.

#### **ARTICLE V INCORPORATORS**

The names of the incorporators of this Corporation are:

NAME	ADDRESS
Idalberto de Armas Miami, FL 33129	440 S.W. 29th Road
Gary Davis Miami, FL 33157	7820 S.W. 170th Street

#### **ARTICLE VI OFFICERS**

The officers of the Corporation shall be a President, such number of Vice Presidents, a Secretary, a Treasurer and such other officers as may be provided in the Bylaws from time to time.

#### **ARTICLE VII DIRECTORS**

The Board of Directors shall manage the business affairs of this Corporation. The Corporation shall have nine directors initially. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than three. The members of the Board of Directors shall be elected and hold office in accordance with the Bylaws. The names and addresses of the persons who are to serve as directors until the first meeting of the Corporation or until their successors are elected and qualified are as follows:

NAME	ADDRESS
Idalberto deArmas Miami, FL 33129	440 S.W. 29th Road

Mark Lazzaro  
Weston, FL 33326

1175 Fairfax Lane

Gary Davis  
Miami, FL 33157

7820 S.W. 170th Street

Steve Demar  
Miami, FL 33188

14305 S.W. 74th Avenue

Randy Friedlander  
Fort Lauderdale, FL 33334

1412 S.W. 74th Avenue

Patrick Morris  
Miami Beach, FL 33139

35 Venetian Way #E-11

Louise Kingsley  
Plantation, FL 33322

8551 W. Sunrise Blvd., #203

#### **ARTICLE VIII BYLAWS**

The Bylaws shall be adopted, altered, amended or repealed solely by the Member. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation or the provisions of Section 501(c)(3) of the Internal Revenue Code and Section 170(c)(2) of the Internal Revenue Code as the same now exist or as may hereinafter be amended.

#### **ARTICLE IX PRINCIPAL PLACE OF BUSINESS**

The location of the registered office of this Corporation shall be 2901 Stirling Road, Suite 210, Fort Lauderdale, Broward County, Florida 33312, or such other place or places as the Board of Directors may from time to time determine. The registered agent shall be Nancy Strom, 2901 Stirling Road, Suite 210, Fort Lauderdale, Broward County, Florida 33312.

#### **ARTICLE X SPECIAL PROVISIONS**

Section 1: No part of the net earnings of this Corporation shall inure to the benefit of any member, officer or director of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, officer or director 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. 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 publication or distribution of statements) any public political campaign on behalf of any candidate for public office.


Section 2: Notwithstanding any of the other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue code and its regulations -as they now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereinafter be amended.

Section 3: Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation shall be distributed to the Make-A-Wish Foundation of South Florida, Inc., if it is then an organization exempt under Section 501(c) of the Internal Revenue Code and, if not, to such other charitable, religious, scientific, literary or educational organizations which then qualify under the provision of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 4: This Corporation is formed under Chapter 617 of the Florida Statutes and shall have all of the powers set forth therein not expressly prohibited hereunder.

Section 5: Meetings of the Board of Directors shall be held as provided for in the Bylaws from time to time.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 27 day of August, 1999, for the purposes of forming this Corporation not-for-profit under Chapter 617 of the laws of the State of Florida.

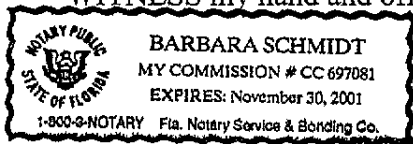
  
Idalberto de Armas

  
Gary Scott Davis

STATE OF FLORIDA       )  
                                  )ss.:  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Idalberto de Armas to me known to be one of the persons described as a subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed the Articles of Incorporation.

WITNESS my hand and official seal this 27 day of August, 1999.



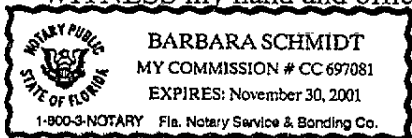
Barbara Schmidt  
Notary Public, State of Florida

My Commission expires:

STATE OF FLORIDA     )  
  )ss.:  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Gary Scott Davis to me known to be one of the persons described as a subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed the Articles of Incorporation.

WITNESS my hand and official seal this 27 day of August, 1999.



Barbara Schmidt  
Notary Public, State of Florida

My Commission expires:

## ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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I hereby accept the appointment as registered agent contained in the foregoing Article of Incorporation and state that I am familiar with and accept the obligations of Section 617.0501 of the Florida Not For Profit Corporation Act.

Nancy J. Strom  
Nancy Strom

**FILED**  
99 AUG 31 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA