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September 7, 1999

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Via UPS Overnight Letter

**N99000005458**

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-09/08/99--01098-018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **Progresso Foundations, Inc.**

Dear Sir/Madame:

Enclosed are two originals of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount \$78.75 representing the filing fees. Please file one original, certify the other, and return the certified copy to the undersigned in the self-addressed stamped envelope provided for your convenience.

If you have any questions, please call us at 305-789-3545. Thank you for your assistance with this matter.

Very truly yours,

*Jackie Gerstenfeld*  
Jackie Gerstenfeld  
Corporate Legal Assistant

/jg

Enclosures

cc: Louise J. Allen

FILED  
99 SEP -8 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JAU 12 1999 306 S95 LTR

TS 9/15/99

**ARTICLES OF INCORPORATION  
OF  
PROGRESSO FOUNDATION, INC.**

FILED  
99 SEP -8 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of the age of 21 years or more with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I  
NAME**

The name of this corporation is PROGRESSO FOUNDATION, INC. (the "Corporation").

**ARTICLE II  
ADDRESS**

The address of the principal office and the mailing address of the Corporation is 1700 N.W. 7<sup>th</sup> Terrace, Fort Lauderdale, Florida 33311.

**ARTICLE III  
PURPOSE**

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which the Corporation is organized are to combat community deterioration and improve the quality of life and infrastructure of communities located in Broward County, Florida.

The Corporation shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office. However, this provision shall not prohibit the Corporation or its staff from drafting legislation, testifying before legislative committees or issuing general public appeals for the passage of laws in the public interest. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE IV  
POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.021 of the Florida Statutes. The Corporation's activities are limited by the provisions of Section 617.0105 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V  
MEMBERS

The Corporation shall be organized on a non-stock basis and have no members.

ARTICLE VI  
TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII  
SUBSCRIBER

The name and address of the subscribers to these Articles are as follows:

<u>Name</u>	<u>Address</u>
Linda Gibboney	1700 NW 7 <sup>th</sup> Terrace Fort Lauderdale, Florida 33311

ARTICLE VIII  
BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of five (5) persons. The Board of Directors shall be appointed as provided in the bylaws of the Corporation. Following are the names and addresses of the persons who serve as the members of the initial Board of Directors of the Corporation until their successors are duly elected:

<u>Name</u>	<u>Address</u>
Margery Anderson	800 NE 16 <sup>th</sup> Court Fort Lauderdale, Florida 33305
Linda Gibboney	1700 NW 7 <sup>th</sup> Terrace Fort Lauderdale, Florida 33311
Mariadele Gridley	1106 NE 1 <sup>st</sup> Avenue Fort Lauderdale, Florida 33304
Robert D. Webster	1436 NW 2 <sup>nd</sup> Avenue Fort Lauderdale, Florida 33311
Monica Wilson	1425 NE 1 <sup>st</sup> Avenue Fort Lauderdale, Florida 33304

Section 2. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

## ARTICLE IX BYLAWS

Section 1. The Directors of this Corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon seven (7) days prior written notice, the bylaws may be adopted and, thereafter, amended, altered or rescinded by a vote of two-thirds (2/3) of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

## ARTICLE X AMENDMENT

Upon seven (7) days prior written notice, these Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE XI  
NO PERSONAL LIABILITY

The directors, officers and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its officers, directors, and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

ARTICLE XII  
DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by contribution to one or more organizations whose primary purpose is to benefit residents of Broward County, Florida which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government exclusively for public purposes, as designated by a vote of two-thirds of the Board of Directors.

ARTICLE XIII  
PROHIBITION AGAINST PRIVATE BENEFIT

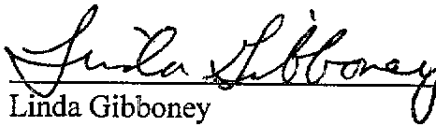
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, other private persons or for-profit corporations, except that Bylaws may permit the Corporation to be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE XIV  
REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the corporation are:

Linda Gibboney  
1700 NW 7<sup>th</sup> Terrace  
Fort Lauderdale, Florida 33311

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 1st day of September, 1999.

  
Linda Gibboney

CERTIFICATE DESIGNATING REGISTERED AGENT

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

That Progresso Foundation, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Ft. Lauderdale, County of Broward, State of Florida, has named Linda Gibboney, located at 1700 N.W. 7<sup>th</sup> Terrace, Ft. Lauderdale, Florida 33311, 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 the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
REGISTERED AGENT

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FILED  
99 SEP -8 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA