

N9900006725

LINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

99 NOV 15 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Pembroke Pines Chamber of Commerce, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

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RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-11/15/99-01052-006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

11/15

Examiner's Initials

EFFECTIVE DATE 11/13/99

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
PEMBROKE PINES CHAMBER OF COMMERCE, INC.

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such Corporation:

ARTICLE 1

NAME OF CORPORATION

The name of this Corporation shall be **PEMBROKE PINES CHAMBER OF COMMERCE, INC.**, a Florida not-for-profit corporation. The principal office of this Corporation is 10100 Pines Boulevard, Pembroke Pines, Florida 33026. The mailing address of this corporation is c/o Kerry L. Ezrol, Registered Agent, 3099 East Commercial Boulevard, Suite 200, Fort Lauderdale, FL 33308.

ARTICLE 2

DURATION

This Corporation shall have perpetual existence.

ARTICLE 3

PURPOSE OF CORPORATION

The **PEMBROKE PINES CHAMBER OF COMMERCE, INC.** is organized exclusively for charitable, educational, or recreational purposes, within the meaning of section 501(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code.) The general purposes for which the Corporation is organized are as follows:

- A. To act as a local chamber of commerce.
- B. To act consistent with all applicable statutes, ordinances, rules and regulations affecting the actions of the Corporation and to do all things otherwise permitted by law.
- C. To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
- D. To carry out any business, occupation, undertaking, or enterprise and to exercise any power or authority which may be done by a private non-profit corporation organized and existing under and by virtue of Chapter 617, Florida Statutes, and

as amended, it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 617, Florida Statutes, and as amended.

#### ARTICLE 4

##### **BOARD OF DIRECTORS**

The number constituting the initial Board of Directors of this Corporation is **3** ( ) and the names and addresses of the persons who are to serve initially are indicated below. The Corporation shall not have less than ~~Three~~(3) nor more than five (5) directors. The method of election for the directors and officers is provided for in the By-Laws of this Corporation.

- A. Kerry L. Ezrol, Suite 200, 3099 East Commercial Boulevard, Fort Lauderdale,  
FL 33308  
SAMUEL S. GOREN Same Address  
JAMES A. CHEROF

#### ARTICLE 5

##### **MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors as provided for in the Bylaws of the corporation.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held pursuant to the Bylaws of the corporation.

#### ARTICLE 6

##### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

This Corporation shall indemnify any Director or Officer who by virtue of his or her being a Director or Officer of this Corporation, is made a party to any action or proceeding, except when such Director or Officer is adjudicated guilty of malfeasance in the discharge of his or her duties to this Corporation. Indemnification shall be for all reasonable expenses, including any and all attorneys and paralegal fees and costs, incurred as a result of such action or proceeding.

## ARTICLE 7

### **EARNINGS AND ACTIVITIES OF CORPORATION**

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 3 hereof.

B. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)

## ARTICLE 8

### **DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or recreational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE 9

### **MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

**ARTICLE 10**

**SUBSCRIBERS**

The names and address of the subscribers of this corporation are as follows:

- A. Kerry L. Ezrol, Suite 200, 3099 East Commercial Boulevard, Fort Lauderdale, Florida 33308

**ARTICLE 11**

**AMENDMENT OF BYLAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

**ARTICLE 12**

**REGISTERED AGENT AND OFFICE**

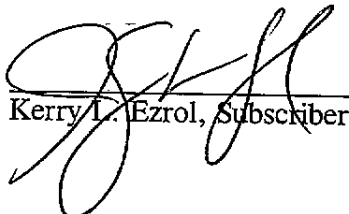
The address of the corporation's registered office shall be 3099 East Commercial Boulevard, Suite 200, Fort Lauderdale, Florida 33308, and the name of its registered agent at said address shall be Kerry L. Ezrol.

**ARTICLE 13**

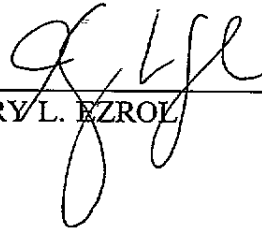
**AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the Bylaws of this corporation.

I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State Florida, have executed these Articles of Incorporation, this 10 day of November 1999.

  
Kerry L. Ezrol, Subscriber

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
KERRY L. EZROL

Date: 11/10/99

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