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OFFICE OF THE CITY ATTORNEY

CITY OF **CORAL SPRINGS** FLORIDA

9551 WEST SAMPLE ROAD
CORAL SPRINGS, FLORIDA 33065
TELEPHONE (954) 344-1011
FAX (954) 344-5930

VIA OVERNIGHT MAIL

December 8, 1999

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

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RE: Articles of Incorporation for the Coral Springs Sister Cities Association, Inc.

Dear Sirs:

Enclosed is an original and two (2) copies of the articles of incorporation and a check in the amount of Eighty seven and 50/100 dollars made payable to the Department of State to cover the cost of the filing fee and one (1) certified copy and certificate. Please contact me at (954) 344-5977 should you have any questions related to this matter.

Sincerely,

Rhoda Glasco-Foderingham
Assistant City Attorney

RGF:
Enclosures

cc: Mike Levinson, City Manager
Joyce Campos
Sam Goren, City Attorney
Donald J. Doody, Deputy City Attorney

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

CORAL SPRINGS SISTER CITIES ASSOCIATION, INC.

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation not-for-profit under Chapter 617 of the Florida Statutes, and certify as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation shall be: "CORAL SPRINGS SISTER CITIES ASSOCIATION INC.", and shall hereinafter be referred to as the "Corporation."

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

A. The address of the principal office is 9551 West Sample Road, Coral Springs, Florida 33065.

B. The mailing address of the Coral Springs Sister Cities Association, Inc., is 9551 West Sample Road, Coral Springs, Florida 33065.

ARTICLE III

PURPOSES

The purposes for which the corporation is organized are as follows:

A. To be operated for charitable; educational, cultural, social and economic purposes, for the purposes of receiving and administering funds and operating exclusively within the meaning and parameters of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law and under Chapter 617, Florida Statutes, as amended, solely and exclusively as a not-for-profit corporation.

B. To encourage the people of the City of Coral Springs and the people of similar cities of foreign nations to acquire a consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their country, and as part of the family of nations.

C. To foster, as a consequence of such knowledge and consciousness, a continuing relationship of mutual concern between the people of the City of Coral Springs and the people of similar cities of foreign nations.

D. To undertake activities and programs that will provide to one another appropriate aid, comfort, and education and mutual understanding of culture and economics.

E. To participate as an organization in the promoting, fostering and publicizing of local, state and national programs of international cooperation.

F. To act as a coordinating body, committee, or agency among those organizations, groups and individuals desiring to engage and engaging in the activities of such international municipal organizations.

G. To solicit, receive or generate funds from any source not inconsistent with the purposes of this corporation and solicit, receive or generate contributions, grants, gifts or subventions from persons, entities or any unit or agency of government.

H. To do and perform any and all acts as may be necessary and/or appropriate in order to carry out the stated purposes of the corporation.

I. To operate without profit for the sole and exclusive benefit of the Corporation

J. To perform all of the functions contemplated as the Corporation and undertaken by the Board of Directors of the Corporation.

K. To hold funds solely and exclusively for the benefit of the Corporation for the purposes set forth in these Articles of Incorporation.

L. To promulgate and to enforce rules, regulations, Bylaws, covenants, restrictions, and agreements to effectuate the purposes for which the Corporation is organized

M. To delegate power or powers where such is deemed in the interest of the Corporation.

N. To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association, or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set

forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

O. In general, to have all powers conferred upon corporations by the laws of the State of Florida, except as prohibited herein.

P. Authority to distribute monies and funds and to promote the general purposes of the Corporation upon the approval of the Board of Directors.

Q. To Pecuniary profit, gain or private advantage is not and shall not be the object of this corporation or its officers and directors. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons except that the corporation shall be authorized to pay compensation in a reasonable amount to its officers and directors for services rendered and may confer benefits upon its shareholders in conformity with its purposes.

ARTICLE IV MEMBERS

A. This Corporation shall not have any shareholders and the directors of the Corporation shall have sole voting power.

B. Classification of membership shall be permitted in the Bylaws, as amended from time to time.

ARTICLE V TERM

Corporate existence shall commence upon filing of these Articles of Incorporation with the Secretary of State and the term of the corporation shall be perpetual.

ARTICLE VI OFFICERS

The Officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by Resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws.

ARTICLE VII
POWERS

A. The corporation shall have all of the common law and statutory powers of a corporation not-for-profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles, provided, however, that notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

B. The corporation shall not issue shares of stock and shall not distribute any part of its income to its members, directors or officers; provided, however, that the corporation may pay compensation in a reasonable amount to its members, directors, officers and employees for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE VIII
BOARD OF DIRECTORS

A. Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Board of Directors.

B. Number. The affairs of this corporation shall be conducted by a Board of Directors, the number of which shall be determined from time to time in accordance with the Bylaws but shall never be less than ten (10) voting members nor more than twenty-five (25) members. Notwithstanding the maximum number of directors permitted under the Bylaws, it is the declared intention of the corporation that the number of directors be no larger than minimally necessary in order to properly carry on the activities of the corporation. A representative of the Coral Springs City Commission shall be an ex-officio member of the Board.

C. Election; Removal. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

D. Compensation. Directors shall be compensated in accordance with the procedure provided in the Bylaws.

E. Resignations. Directors shall resign in accordance with the procedure provided in the Bylaws.

F. Property. The Board of Directors shall administer and distribute the property held by this corporation in accordance with

the purposes of this corporation as defined in Article III and the applicable provisions of the Bylaws.

ARTICLE IX BYLAWS

The Bylaws of the corporation shall be adopted by the Board of Directors and may be amended, altered, or rescinded by a majority vote of such Board.

ARTICLE X AMENDMENT

Amendment, as herein contemplated, may be proposed by any director and may be adopted by the affirmative vote of the majority of the directors at the annual meeting of directors or at a special meeting of directors; provided, however, that in either instance, notice of the proposed amendment has been given with notice of the meeting.

ARTICLE XI VOTING

A. Subject to the restrictions and limitations hereinafter set forth, each director shall be entitled to one (1) vote. There shall be no fractional voting. Except where otherwise required under the provisions of these Articles or Bylaws, the majority vote of the directors represented at any meeting of the members duly called and at which a quorum is present, shall be binding. The voting members are the Board of Directors of the Corporation.

The remaining members of the Board of Directors shall possess no voting rights.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall be governed by the provisions of Chapter 617, Florida Statutes, as amended.

ARTICLE XIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Samuel S. Goren, Esq., Josias, Goren, Cherof, Doody,
and Ezrol, P.A., 3099 East Commercial Boulevard,
Suite 200, Fort Lauderdale, Florida 33308-4311.

ARTICLE XIV
INCORPORATORS

The name and address of the Incorporator(s) of these Articles of Incorporation are:

1. Richard G. Stevenson
6578 North State Road 7
Coconut Creek, Florida 33073

and,

2. Joyce Campos
9551 West Sample Road
Coral Springs, Florida 33065

ARTICLE XV
DISSOLUTION OF THE ASSOCIATION

The corporation may be dissolved upon a Resolution to that effect being recommended by a majority of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Section 617.1401 of the Florida Statutes or statute of similar import, and approved by a majority of the voting rights of the corporation's Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of December, 1999.

Joyce Campos

JOYCE CAMPOS/INCORPORATOR

Richard G. Stevenson

RICHARD G. STEVENSON
INCORPORATOR

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Florida Statutes, §48.091 and
§607.034, the following is submitted in
compliance therewith.

FIRST, that CORAL SPRINGS SISTER CITIES ASSOCIATION, INC.,
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of
Incorporation, at Coral Springs, County of Broward, State of
Florida, has named SAMUEL S. GOREN, ESQ., as Registered Agent,
who may be served at the registered office located at Josias,
Goren, Cherof, Doody and Ezrol P.A., 3099 East Commercial
Boulevard, Suite 200, Fort Lauderdale, County of Broward, 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 the Florida Statutes relative to keeping open
said office.



SAMUEL S. GOREN, ESQ.,

REGISTERED AGENT

Dated this 8th day of
December, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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