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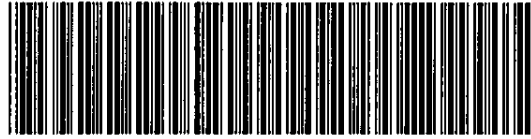
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 24 2007

HANSON, PERRY & JENSEN, P.A.

400 EXECUTIVE CENTER DRIVE, SUITE 207 - WEST PALM BEACH, FLORIDA 33401-2922

JILL HANSON*
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*ALSO ADMITTED IN N.Y.

January 22, 2007

Via UPS Ground Shipment

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Palm Beach County Sheriff's Office Police
Benevolent Association, Inc.
Articles of Incorporation
Our File No.: 0007.0094

Dear Sir or Madam:

Enclosed please find an original and two copies of the Articles of Incorporation and a check for \$78.75 representing the filing fee and a Certified Copy.

If you have any questions, please feel free to contact me.

Very truly yours,



Jill Hanson

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2007 JAN 23 PM 2: 33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

**ARTICLE I.
NAME AND IDENTITY**

The name of this corporation is PALM BEACH COUNTY SHERIFF'S OFFICE POLICE BENEVOLENT ASSOCIATION, INC.

**ARTICLE II.
STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized for such charitable, religious, educational or scientific purposes pursuant to the Florida Corporations Not for Profit Law set forth in Part 1 Chapter 617 of the Florida Statutes as are considered tax exempt under Section 501(c) (5) of the Internal Revenue Code.

**ARTICLE III.
GENERAL AND SPECIFIC PURPOSES**

The general purpose for which this corporation is formed is to operate exclusively for such purposes as are permitted under Section 501(c) (5) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

The specific purpose for which this corporation is formed are to support and defend the Constitution of the United States and the State of Florida; to inculcate loyalty and foster the impartial enforcement of law and order; to improve the individual proficiency of our members in the performance of their duties and to promote professionalism among law enforcement officers; to encourage social, charitable and educational activities among our members; to create a tradition of esprit de corps, insuring fidelity to duty under all conditions and circumstances; to cultivate a spirit of mutual helpfulness among our membership and the people we serve; to increase the efficiency of the public service and thus more firmly establish the citizens' confidence in the public service that is dedicated to the protection of life and property; to influence the youth of Palm Beach County in an effort to combat delinquency; to further Police-Community relations by informing the citizens of Palm Beach County of the day to day stress and problems of their law enforcement officers; and to represent officers and other public employees in the legal, labor, legislative, and political matters which affect the law enforcement profession, and/or the interests and well being of other public employees.

The Palm Beach County Sheriff's Office Police Benevolent Association Inc. ("PBSOPBA"), shall not participate in, nor condone strikes or cessation of duties by law enforcement officers or law enforcement support personnel. Representatives are required to immediately report to the PBSOPBA President any member who advocates a strike or

work stoppage. The PBSOPBA President shall have the right to immediately revoke the membership status of any such member. An individual whose membership has been revoked pursuant to this provision may petition the PBSOPBA Board of Directors to have membership reinstated; however, such reinstatement shall only occur after appearance before the Board of Directors and upon its approval of reinstatement.

ARTICLE IV. TERM

This corporation shall have a perpetual existence.

ARTICLE V. MEMBERSHIP

Section 1. Any sworn deputy sheriff and law enforcement support personnel employed by the Palm Beach County Sheriff's Office who holds membership in the Palm Beach County Police Benevolent Association, Inc. shall automatically hold membership in the PBSOPBA.

Section 2. "Member in Good Standing" is hereby defined to be a member who has paid all dues and assessments levied by the Association, or who is not more than sixty (60) days in arrears of such payments.

Section 3. Any member, delinquent or suspended, as provided in Section 2 of this Article may be reinstated and restored to good standing by the payment of all past amounts due, and in addition thereto, payment of all dues and assessments for the whole of the current year in which the reinstatement is made in addition to a \$5.00 delinquency fee. Any reinstatement must be approved by the Executive Committee.

Section 4. Membership shall not be denied to any person based solely on sex, color, religion, age, nationality, disability, marital status, sexual orientation, or creed.

ARTICLE VI. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is in the County of Palm Beach, at 2100 North Florida Mango Road, West Palm Beach, FL 33409.

(b) The name and address of this corporation's registered agent is: Gary Lippman, Esq., 2100 North Florida Mango Road, West Palm Beach, FL 33409.

**ARTICLE VII.
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. The number of directors of the corporation shall be a minimum of ten (10) provided, however, that the maximum number shall be set and may be changed by the Bylaws duly adopted.

The directors named herein as the first Board of Directors shall hold office until the first meeting of the Board of Directors, at which time an election of directors shall be held. Directors elected at the first annual meeting, and at all times thereafter, shall be elected and serve in accordance with the Bylaws, and until the qualification of their successors in office.

(b) Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary, Treasurer, Sergeant at Arms, and such other officers as the Bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Paul Vrchota – President
Jeffrey Jackson – Vice President
Charles Nicastro – Secretary

Peter Tartaglione – Treasurer
Ray Griffith – Sergeant at Arms

(c) Annual meetings of the Membership shall be held in December of each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution, or as provided in the Bylaws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effective as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

**ARTICLE VIII.
BYLAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit law 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 majority of the Board of Directors or by following such procedures as may be set forth in the Bylaws.

ARTICLE IX. DEDICATION OF ASSETS

The assets of this corporation are irrevocably dedicated exclusively for such purposes as are permitted an exempt organization under Section 501(c) (5) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

ARTICLE X. DISSOLUTION AND DISTRIBUTION OF ASSETS

No part of net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 these Articles.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(5) of the Internal Revenue Code or corresponding section of any future tax code.

Upon dissolution or winding up of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, or shall be distributed to the federal government for public purposes.

ARTICLE XI. 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 of the Board for their vote. Amendments must be approved by a two-thirds vote of a quorum of the Board of Directors of the corporation.

The undersigned, being the President of this corporation, for the purpose of the Articles of Incorporation of this corporation under the Laws of Florida has executed these Articles of Incorporation on January 18th, 2007.

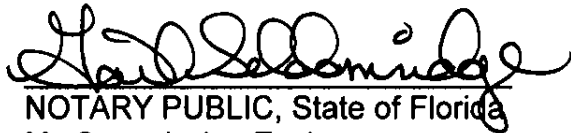


President

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Paul Vichota and known to me to be the person who executed the foregoing Articles of Incorporation of PALM BEACH COUNTY SHERIFF'S OFFICE POLICE BENEVOLENT ASSOCIATION, INC.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of January, 2007.



NOTARY PUBLIC, State of Florida
My Commission Expires:

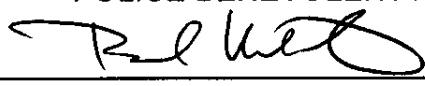
MJH/adf
Thursday, January 11, 2007
G:\007 - PBSO\PBSOPBA INC (0094)\Articles 011107.wpd

{SEAL}




IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed these Articles of Incorporation pursuant to Section 617.0202 of the Florida Not for Profit Corporation Law on the 18th day of January, 2007.

PALM BEACH COUNTY SHERIFF'S OFFICE
POLICE BENEVOLENT ASSOCIATION, INC.

By: 
....., President

Address: 2100 North Florida Mango Road
West Palm Beach, Florida 33409

Attest: 
....., Secretary

Address: 2100 North Florida Mango Road
West Palm Beach, FL 33409

[Corporate Seal]

THIS DOCUMENT PREPARED BY:
Mary Jill Hanson, Esquire
HANSON, PERRY & JENSEN, P.A.
400 Executive Center Drive
Suite 207
West Palm Beach, Florida 33401

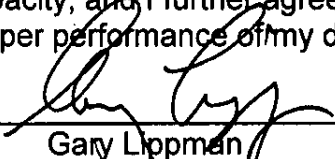
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following
is submitted:

FIRST that the Palm Beach County Sheriff's Office Police Benevolent Association, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2100 North Florida Mango Road, West Palm Beach, Florida 33409, has named Gary Lippman, Esquire, located at 2100 North Florida Mango Road, West Palm Beach, Florida 33409, as its agent to accept service of process within Florida.

Dated: 1-18-07


Having been named to accept service of process for the above-named 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 performance of my duties.



Gary Lippman
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

Subscribed and sworn before me by Gary Lippman on this the
18 day of January, 2007.



Notary Public, State of Florida
At Large
My Commission Expires:

