

**ARTICLES OF INCORPORATION OF
WE LOVE PEMBROKE PINES, INC.**

The undersigned, a majority of the Directors of We Love Pembroke Pines, Inc. hereby files this, the Articles of Incorporation as a non-profit corporation under Chapter 617, Florida Statutes, the corporation Not For Profit Act of the State of Florida, and certifies as follows:

The City Commission at its meeting on November 6, 2024 approved a motion for discussion and possible action to create a Florida non-profit corporation entitled “We Love Pembroke Pines, Inc.” which is attached hereto and incorporated herein as Exhibit “A”.

The City Commission is therefore desirous of creating this non-profit corporation composed of the Pembroke Pines City Commission intended to harness the volunteer and community service efforts of high school students and other volunteers under the direction and supervision of City staff.

The non-profit corporation shall work to perform the following functions: coordinating neighborhood clean-up and offering humanitarian assistance to Citizens, residents, and properties within the City of Pembroke Pines through door-to-door or other approved community outreach support efforts; and assisting by performing special projects identified by Code Enforcement, the Recreation and Cultural Affairs Department, the Police department, and the Fire department.

The non-profit shall also participate in and assist with other City-related humanitarian or community service efforts as identified and approved by the City Manager including approved projects and efforts submitted by faith-based or community organizations; participate in public art projects, performing arts, and musical performances, communications and media projects, governmental internships, or other duties as may be assigned by the City Manager meant not to substitute collectively bargained functions, but augment them.

ARTICLE I - NAME

The name of the Corporation is We Love Pembroke Pines, Inc. (hereinafter be referred to as the “Corporation”).

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSES

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - NON-STOCK CORPORATION

The Corporation shall have no stock and no dividends shall be declared or paid.

ARTICLE V - APPOINTMENT OF DIRECTORS

Directors shall be appointed in accordance with the By-Laws of the Corporation.

ARTICLE VI - 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 three (3) voting members.

C. Election; Removal. The Directors of the corporation shall be the members of the City Commission of the City of Pembroke Pines.

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

E. Resignation. Directors shall resign in accordance with the procedure provided in the By-Laws.

F. Initial Directors. The names and addresses of the initial directors to hold office until the first annual meeting of members and/or until their successors shall have been elected and qualified are as follows:

G. 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 By-Laws.

ARTICLE VII - INITIAL REGISTERED OFFICE & AGENT

The initial registered office shall be at Suite 200, 3099 East Commercial Boulevard, Fort Lauderdale, Florida 33308. The initial registered agent at that office shall be Jacob G. Horowitz, Esq., 3099 East Commercial Boulevard, Suite 200, Fort Lauderdale, Florida 33308.

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 VIII - AMENDMENTS

These Articles may be amended by a majority vote of the Board of Directors.

ARTICLE IX - MEMBERSHIP

This Corporation shall not have membership.

ARTICLE X - OFFICERS

The Corporation shall have the following officers: President, Vice President, Secretary, and Treasurer. Two (2) or more of the above officers may be held by the same person. The Board of Directors shall select a Chairman from among its members, who shall also serve as President. The Board shall select persons to hold the remaining offices. Terms of the office shall be the same as the terms for the Directors as established in the corporate By-Laws.

ARTICLE XI - BY-LAWS

The By-Laws of the Corporation shall be made, altered, or rescinded by the majority vote of the Board of Directors.

ARTICLE XII – LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Three hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one of more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporators, directors, and registered agent has

executed these Articles of Incorporation, this _____ day of _____, 2024.

Director, Angelo Castillo

Director, Thomas Good, Jr.

Director, Jay D. Schwartz

Director, Michael Hernandez

Director, Maria Rodriguez

STATE OF FLORIDA
COUNTY OF BROWARD

SWORN TO (or affirmed) and subscribed before me by means of physical presence or
 online notarization, this _____ day of _____ 2024, by _____ .

NOTARY PUBLIC

_____ Personally Known OR
_____ Produced Identification

Type of Identification Produced