

AGENDA



**The Island City Foundation, Inc.
Tuesday, January 27, 2015
6:15 P.M. - Commission Chambers**

- 1. CALL TO ORDER**
- 2. ROLL CALL**
- 3. CONSENT AGENDA**
 - a. Minutes of May 27, 2014 (*forthcoming*)
 - b. Financial Report for Fiscal Year 2014 through 9/30/14 and Fiscal Year 2015 through 12/31/14
- 4. UNFINISHED BUSINESS**
- 5. NEW BUSINESS**
 - a. Annual Election of Officers and Executive Committee
 1. Vice President
 2. Secretary/Treasurer
 3. Board Members (2)
 - b. Motion to approve the updates to signature card for Suntrust checking accounts
 - c. ICF Event Committee
- 6. REPORTS FROM THE EXECUTIVE DIRECTOR**
- 7. REPORTS FROM THE BOARD OF DIRECTORS**
- 8. ADJOURNMENT**

Island City Foundation

Activity for the Fiscal Year Through September 30, 2014:

\$	24,443.54	Beginning Balance	
	18,135.00	Revenues:	
		From City of Wilton Manors, Historical Society Account	\$ 4,000.00
		BMG Money Inc. (Volunteer Luncheon Sponsorship)	\$ 500.00
		Becker & Poliakoff (Volunteer Luncheon Sponsorship)	\$ 500.00
		Ascend Properties Master, LLC (Volunteer Luncheon Sponsorship)	\$ 500.00
		Pride Center (Evening in Paradise)	\$ 5,635.00
		Rand & Sally Spiwak (Stadnick family donation)	\$ 1,000.00
		Paul Kuta (Carriage House)	\$ 2,000.00
		Mary Gayle Ulm and Ronbald A. Ulm (Carriage House)	\$ 2,000.00
		Adrienne Foland (Carriage House)	\$ 2,000.00
	(18,716.86)	Expenditures:	
		Deluxe Business Systems	\$ (49.74)
		Florida Department of State	\$ (61.25)
		Dance Electric, Inc.	\$ (225.87)
		Arpin & Sons LLC	\$ (5,340.00)
		Arpin & Sons LLC	\$ (5,340.00)
		SunServe	\$ (250.00)
		Arpin & Sons LLC	\$ (5,340.00)
		Associated General Kinetics, LLC	\$ (360.00)
		Arpin & Sons LLC	\$ (1,750.00)
\$	23,861.68	Ending Balance	

ENDING BALANCES IN SUB-ACCOUNTS:

\$	20,544.29	AMOUNT AVAILABLE FOR ICF USE	
\$	2,317.39	RESTRICTED FOR HISTORICAL SOCIETY	
\$	1,000.00	RESTRICTED SKIP STADNIK DONATION	
\$	-	RESTRICTED GARY RESNICK DONATION	
\$	23,861.68	TOTAL ENDING BALANCE	

ISLAND CITY FOUNDATION
 DETAIL OF FINANCIAL ACTIVITY
 October 1, 2013 through September 30, 2014

Check Register	Check Number	Payable To / Donation From	Description	RESTRICTED FOR HISTORICAL SOCIETY	RESTRICTED GARY RESNICK DONATION	RESTRICTED SKIP STADNIK DONATION	AMOUNT AVAILABLE FOR ICF USE
\$ 24,443.54		Beginning Balance		\$ 10,673.28	\$ 250.00	\$ -	\$ 13,520.28
\$ 24,443.54		Month-End Balance		\$ 10,673.28	\$ 250.00		\$ 13,520.28
\$ 4,000.00		Deposit	From City of Wilton Manors, Historical Society Account	4,000.00			
\$ 28,443.54		Month-End Balance		\$ 14,673.28	\$ 250.00		\$ 13,520.28
\$ (49.74)		Acct Debit	Deluxe Business Systems				\$ (49.74)
\$ 28,393.80		Month-End Balance		\$ 14,673.28	\$ 250.00		\$ 13,470.54
\$ 28,393.80		Month-End Balance		\$ 14,673.28	\$ 250.00		\$ 13,470.54
\$ (61.25)	537	Florida Department of State	2014 Annual Report				\$ (61.25)
\$ (225.87)	538	Dance Electric, Inc.	WMHS Partial Payment of Invoice dated 1/30/14	\$ (225.87)			
\$ (5,340.00)	539	Arpin & Sons LLC	WMHS First payment for construction work on Richardson Carriage House.	\$ (5,340.00)			
\$ 500.00		Donation from BMG Money Inc	Donation-Volunteer Appreciation Event				\$ 500.00
\$ 500.00		Donation from Becker & Poliakoff, P.A.	Donation-Volunteer Appreciation Event				\$ 500.00
\$ 23,766.68		Month-End Balance		\$ 9,107.39	\$ 250.00		\$ 14,409.29
\$ 500.00		Donation from Ascend Properties Master LLC	Donation-Volunteer Appreciation Event				500.00
\$ 5,635.00		Donation from Gay & Lesbian Community Center of Greater Fort Lauderdale	Evening in Paradise Fundraiser				5,635.00
\$ 1,000.00		Donation from Rand & Sally Spivak	Skip Stadnik Fund			1,000.00	
\$ 30,901.68		Month-End Balance		\$ 9,107.39	\$ 250.00	\$ 1,000.00	\$ 20,544.29
\$ 30,901.68		Month-End Balance		\$ 9,107.39	\$ 250.00	\$ 1,000.00	\$ 20,544.29
\$ (5,340.00)	540	Arpin & Sons LLC	WMHS Second payment for construction work on Richardson Carriage House	(5,340.00)			
\$ 25,561.68		Month-End Balance		\$ 3,767.39	\$ 250.00	\$ 1,000.00	\$ 20,544.29
\$ (250.00)	541	SunServe	Donation from Mayor Resnick		(250.00)		
\$ 25,311.68		Month-End Balance		\$ 3,767.39	\$ -	\$ 1,000.00	\$ 20,544.29
\$ 2,000.00		Donation from Paul Kuta	Donation "Re: Carriage House Renovation"	2,000.00			
\$ (5,340.00)	542	Arpin & Sons LLC		(5,340.00)			
\$ 21,971.68		Month-End Balance		\$ 427.39	\$ -	\$ 1,000.00	\$ 20,544.29
\$ 2,000.00		Donation from Mary Gayle Ulm and Ronald A. Ulm		\$ 2,000.00			
\$ (360.00)	543	Associated General Kinetics, LLC	Structural Engineering Subcontractor - Richardson Carriage House	\$ (360.00)			
\$ (1,750.00)	544	Arpin & Sons LLC	WMHS First Draw on Change Order 3 for construction work on Richardson Carriage House	(1,750.00)			
\$ 21,861.68		Month-End Balance		\$ 317.39	\$ -	\$ 1,000.00	\$ 20,544.29
\$ 2,000.00		Donation from Adrienne Foland	Donation "WMHS - Carriage House"	2,000.00			
\$ 23,861.68		Ending Balance		\$ 2,317.39	\$ -	\$ 1,000.00	\$ 20,544.29



Deposit Account Resolution and Authorization for Business Entities

I. Business Entity Account Information

Name Island City Foundation Inc.		Business Type Other
Governed By Florida	Taxpayer ID Number [REDACTED]	Date Resolution and Authorization Adopted
Account Number(s) [REDACTED]		

The undersigned in Section IX or X hereby certify to SunTrust Bank ("Bank") that the above named Business Entity is organized and existing under the laws of the state of Florida and has been registered in the manner prescribed by law and is currently in full compliance with all requirements relating to its organization and continued existence under applicable law.

These resolutions and authorizations apply to the above referenced deposit account(s) (hereinafter "Account") currently open with the Bank and any additional Accounts opened in the future in the name of the Business Entity. For purposes of this resolution and authorization, Accounts will include any certificates of deposit in the name of the Business Entity. These resolutions and authorizations shall remain in full force and effect until written notice in a form acceptable to the Bank of their rescission or modification certified by the appropriate authorized individual(s) applicable to the Business Entity has been received by Bank and the Bank has had a reasonable time to act on said change. Receipt of such notice shall not affect any action taken by Bank prior thereto and Bank shall be held harmless from any claims, demands, expenses, loss, or damage resulting from, or growing out of, honoring the acts or instructions of any individual so certified or authorized in these resolutions to sign by delegation of authority in accordance herewith or refusing to honor any signature not so certified or authorized.

II. Authority to sign, act, give instructions, access information, use Bank's services, perform transactions, enter into agreements and delegate authority on behalf of Business Entity. Resolved, that Bank be and is hereby designated a depository for the Business Entity; that any one of the individuals or entities named in Section III below is an "Authorized Signer" and is authorized to act, give instructions, access information, use Bank's services, and perform transactions on behalf of Business Entity with respect to any Accounts of Business Entity with Bank or services provided to Business Entity by the Bank, to enter into on behalf of the Business Entity any of Bank's agreements including checking, savings, certificates of deposit, wire or electronic funds transfer, night deposit, cash management or other treasury management services agreements, or foreign exchange and other over-the-counter foreign currency transactions, agreements and transfers, and to delegate to any other individual or entity his or her authority to act, give instructions, access information, use Bank's services, perform transactions, and enter into agreements on behalf of the Business Entity, including agreements that delegate his or her authority to other individuals or entities with respect to the Business Entity's Accounts or Bank's services; that the Business Entity shall be bound by the terms and conditions of all such agreements and Bank's Rules and Regulations for Deposit Accounts related thereto, all as now existing or as amended from time to time; and that any Authorized Signer named in Section III, is authorized on behalf of this Business Entity to sign and to endorse for deposit, negotiation or collection, any and all checks, drafts, certificates of deposit, savings certificates, items or other instruments or written orders for the payment of money payable by or to the order of this Business Entity. Signatures and endorsements, if any, may be in writing, by stamp, or otherwise affixed, with or without designation or signature of the person so endorsing, it being understood that all prior endorsements on such items are guaranteed by this Business Entity, regardless of the lack of an express guarantee in the endorsement of this Business Entity.

Further Resolved, Bank is hereby directed to honor, pay and charge to the Accounts of this Business Entity, without inquiry as to the circumstances of the issuance or application of the proceeds of, any checks, drafts, items or other written orders on any of this Business Entity's Accounts with Bank, whether payable to, endorsed or negotiated by or for the credit of any person signing the same or any other of the Authorized Signers named in Section III when signed by any of the Authorized Signers named in Section III.

III. Officers/Owner/General Partners/Members/Managers/Governors authorized to act, give instructions, access information, use Bank's services, perform transactions, enter into agreements, and delegate authority on behalf of the Business Entity

The full name, title, and signature of each person authorized to act, give instructions, access information, use Bank's services, perform transactions, enter into agreements, and delegate his or her authority on behalf of the Business Entity as described in the resolutions set forth in this document is immediately below. [Instruction: If the General Partner, Member or Manager is also an entity (e.g., a corporation, LLC, or partnership), the name of the entity is entered in the column headed "Name", applicable title of General Partner, Member or Manager is entered in the column headed "Title", and the name of the individual signing on behalf of that entity and individual's title or position are entered in the column headed "Signature" and the individual signs directly underneath his/her name and title. The individual must provide a resolution on that entity reflecting the individual's authority.]

User ID **ufpd16** Account Number [REDACTED]

Name	Title	Signature
Joseph Gallegos	City Manager	
Gary Resnick	Mayor	
Vice Mayor	Scott Newton	

IV. **Facsimile Signatures** (Complete this section only if machine or facsimile stamped signatures are to be used on items.) Further Resolved, that Bank is hereby requested, authorized and directed to honor any check, draft, item or other written order on any of this Business Entity's Accounts with Bank when bearing or purporting to bear the following authorized machine or facsimile signature of any of the above named individuals whose signatures are reproduced below, regardless of by whom or by what means the actual or purported machine or facsimile signatures may have been affixed. The Business Entity shall indemnify and hold the Bank harmless from any and all claims, expenses, losses, damages and costs, including attorneys' fees, resulting from, or growing out of the Bank's honoring the facsimile signature of any of the following individuals, its refusal to honor any facsimile signature of an individual not named below, or resulting from the unauthorized use of the instrument used to provide the facsimile signatures by persons other than authorized individuals.

Name of Authorized Signer Listed in Section III	Machine/Facsimile Stamped Signature of Authorized Signer
See Attached	

V. **Additional Signatories on Business Entity's Accounts.** Further resolved, the following individual(s) are authorized as additional signatories only to sign and to endorse for deposit or collection any checks, drafts, or other instruments or written orders for the payment of money payable to the order of the Business Entity and to sign checks, drafts, items or other written orders, and initiate wire or funds transfers and execute Bank's Funds Transfer Authorization wire request and disclosure form on any of the Business Entity's Accounts with Bank. [Instruction: If an additional signatory is not authorized to sign on all Accounts, specify the Account Number applicable to the signatory as indicated below.] **Refer to the Signature Card(s) on the Account(s) for signatures of the Additional Signatories.**

Additional Signatory's Name	Position with Entity	Specific Deposit Account Number(s) Applicable to Signatory (Complete only if signatory is <u>not</u> authorized on all accounts)

VI. **Qualification Certification for Public Fund, Organization, Political Organization, Homeowners and Condominium Owners Association or Corporation Not Operated for Profit to earn interest on a checking account (NOW Account)**

Mark this section with an "X" only if Business Entity is eligible to earn interest on a checking account.
 I/We further certify that the above named Business Entity is eligible to earn interest on a checking account (referred to as a Negotiable Order of Withdrawal or NOW Account) in compliance with Regulation D of the Federal Reserve Act (12CFR 204) as a Public Fund or a Non-Profit Organization that is operated primarily for Religious, Philanthropic, Charitable, Educational, Political or other similar purposes under one of the following sections: Organization – Section 501 (C) (3) through (13), and (19) of the Internal Revenue Code (26 USC (IRC 1954) 501 (C) (3) – (13) and (19). Political Organization – Section 527 of the Internal Revenue Code (26 USC (IRC 1954) 527). Homeowners and Condominium Owners Associations – Section 528 of the Internal Revenue Code (26 USC (IRC 1954) 528).

VII. **Power to Act.** The undersigned certifies that there are no limits to the undersigned's powers to adopt this Authorization and to attest that the resolutions stated herein are accurate and that this Deposit Account Resolution and Authorization is in conformity with the provisions of the organizational instruments, which include the Business Entity's charter, bylaws, operating agreement, partnership agreement, shareholders' agreement or similar agreements by which the Business Entity or the undersigned party may be bound and does not violate the provisions thereof.

VIII. **Prior Acts.** All previous acts of or on behalf of the Business Entity as provided for above are hereby approved and ratified.
 IX. **Certification—Corporation or Professional Corporation.** I, the undersigned, hereby certify to Bank that the above is a true copy of resolutions and authorizations of said Business Entity and that such resolutions and authorizations are in full force and effect and have not been amended or rescinded.

User ID Account Number

In witness whereof, I have hereunto subscribed my name and affixed the seal of the Corporation this _____ of _____.

(Affix Seal here, if available)

Authorized Signature

Joseph Gallegos/ City Manager

Name and Title of President, Secretary, Assistant Secretary or Other Officer as designated in the Corporation's Bylaws

X. Certification—Limited Liability Company, Partnership, Public Fund, Sole Proprietorship, Unincorporated Organization or Association, or Other Entity. I/We, the undersigned, hereby certify to Bank that the above is a true copy of resolutions and authorizations of said Business Entity and that such resolutions are in full force and effect and have not been amended or rescinded. [Instruction: If the General Partner, Member or Manager is also an entity (e.g., a corporation, LLC, or partnership), the name of the entity and the word "By" are entered in the column headed "Signature"; the individual signing on behalf of that entity signs directly below the name of the entity; and the name of the individual and individual's title or position are entered in the column headed "Title". The individual must provide a resolution on that entity reflecting the individual's authority.]

Name and Title	Signature	Date
Joseph Gallegos/City Manager		
Gary Resnick/Mayor		
Scott Newton/Vice Mayor		

Signature Requirement instructions

The following signatures are required to complete and certify the Deposit Account Resolution and Authorization to be correct:

- **Corporations:** Corporate Officers authorized to act on behalf of the corporation named in Section III should include the **President and Secretary** and any other applicable corporate officers, such as Vice President or Treasurer. The **President, Secretary, Assistant Secretary, or other corporate officer as designated in the bylaws of the corporation** is required to certify the Deposit Account Resolution and Authorization under Section IX.
- **Limited Liability Companies:** Section III and X require the signatures of all **members/managers/board members**, unless the Operating Agreement authorizes one or more members/managers/board members to conduct banking business, in which case the signatures of all such authorized members/managers/board members are sufficient.
- **Public Fund Entities:** Section III requires the signatures of individuals authorized to sign on behalf of the Public Fund Entity as **designated by the governing unit**, e.g., Board of County Commissioners, Mayor, Secretary of State, etc. The individual(s) authorized to **represent the governing unit** is required to certify the Deposit Account Resolution and Authorization under Section X.
- **Partnerships:** Section III and X require the signatures of all **General Partners**, unless the Partnership Agreement designates one or more partners to conduct banking business and perform banking transactions. In such cases, the designated general partner(s) are named in Section III as the **General Partners** authorized to act on behalf of the entity and these same General Partners will certify the Deposit Account Resolution and Authorization under Section X.
- **Sole Proprietorships:** Section III and X require the signature of the proprietor (owner) or in the case of a spousal proprietorship, the signatures of the husband and wife who own the Business Entity.
- **Unincorporated Organizations or Associations:** Section III requires the signatures of the **Officers or Positions** designated in the Organization or Association's bylaws or charter as authorized to act on behalf of the organization or association. The **President or Secretary** of the organization or association (or other individual designated to do so) is required to certify the Deposit Account Resolution and Authorization under Section X.

Bank Use Only

Bank Number 0175	Cost Center Number 7025216	Cost Center Name NFP&G	
Prepared By Phyllis Daley		Phone Number 954-765-7484	Date
Account Number(s) [REDACTED]			
Verification Method existing			

User ID Account Number

- Locations with DCOR scanning software submit with cover sheet via local scanner
- Locations without DCOR scanning software send to Output Review, FL-Orlando-7021



Business Account Signature Card

Region Number 034	Account Number [REDACTED]
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Account Title Island City Foundation Inc.

Organization Type Non Profit Association/Club	Tax ID Number [REDACTED]
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Authorized Signature(s)	
Name/Title	Signature
1. Joseph Gallegos/ City Manager	
2. Gary Resnick/ Mayor	
3. Scott Newton/Vice Mayor	
4.	
5.	
6.	

Date Opened	Date Revised	Reason Update signatures
Cost Center Number 7025216	Officer Number 0130688	ID existing
Work Phone Number 954-765-7484	Prepared By Phyllis Daley	Maintenance Type <input type="checkbox"/> New <input checked="" type="checkbox"/> Replacement <input type="checkbox"/> Change

SunTrust Bank ("Bank")

It is agreed that all transactions between the Bank and the entity listed in the above Account Title ("Depositor") shall be governed by the rules and regulations for this account and the above signed as the authorized agent(s) of the Depositor hereby acknowledge(s) receipt of such rules and regulations and the funds availability policy. The Depositor also acknowledges the funds availability policy has been explained.

Check Appropriate Box

- Individual / Sole Proprietor C Corporation S Corporation Partnership Trust/Estate
- Limited Liability Company
- Enter the tax classification (C=C corporation, S=S corporation, P=partnership) _____
- Other (See Instructions.) _____
- Exempt Payee Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____ N/A

Certification—Under penalties of perjury, I, as authorized agent of the Depositor certify that:

- [REDACTED] is the correct taxpayer identification number for the Depositor (or the Depositor is waiting for a number to be issued), and
- The Depositor is not subject to backup withholding because: (a) the Depositor is exempt from backup withholding, or (b) the Depositor has not been notified by the Internal Revenue Service (IRS) that it is subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified the Depositor that it is no longer subject to backup withholding, and
- The depositor is a U.S. citizen or other U.S. person (defined in the instructions).

Certification Instructions. You must cross out item 2 above if the depositor has been notified by the IRS that the depositor is currently subject to backup withholding because the depositor has failed to report all interest and dividends on the depositor's tax return.

- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Signature of U.S. Person _____ Date _____

• Locations with DCOR scanning software submit with cover sheet via local scanner

- Locations without DCOR scanning software send to Output Review, FL-Orlando-7021



CITY OF WILTON MANORS

"THE ISLAND CITY"

ISLAND CITY FOUNDATION AGENDA REPORT

MEETING DATE: January 27, 2015

From: Joseph L. Gallegos, Executive Director

Prepared by: Joseph L. Gallegos, Executive Director

(a) Subject: ICF Event Committee

(b) Report in Brief:

As an item for the agenda for the Island City Foundation's meeting of January 27, 2015 is a request for approval by motion of the Board to establish a committee of the Foundation to plan, organize and execute special events in the City.

As the Commission may recall, under Article III, Purpose of the Articles of Incorporation (attached), Section No. 3 under Powers Granted to the Foundation, the ability of the Board to "contract for the operation of concessions... (e.g., for public festivals)..." is clearly articulated as a function envisioned for the Foundation.

In that regard, in the recent past, private organizers that have initiated outstanding signature events for our City (most notably, Wicked Manors and the Stonewall festival and parade) have struggled to continue the annual events on a stable, sustainable platform year-to-year (since 2013, The Pride Center at Equality Park of South Florida has made significant progress in stabilizing the 'Wicked Manors Halloween event'). In response, City Staff and the leadership of the Wilton Manors Development Alliance (the former Wilton Manors Main Street organization) met to consider direct City involvement in special events to ensure continuation of those events considered 'signature' to our City on a stable basis as we go into the future.

The committee members are committed to work tirelessly for the success of any existing events appropriate for them (the annual Holiday Tree Lighting Ceremony, as an example) and to work to establish new future special events. They agree to submit a budget to the Board for approval, and that the City's Finance Department would be authorized to deposit all revenues and to issue payments for budgeted expenditures via the existing Island City Foundation bank account.

(c) Executive Director Recommendation:

As the ICF as a community focused 501(c)3 envisioned such activity, it is recommended that the Board:

- 1.) Establish the Committee, and
- 2.) Appoint the members of the Committee as listed on the attached membership list.

This will allow the City to proactively begin the task of first organizing the June Stonewall event.

(i) Attachments: ICF Articles of Incorporation and Bylaws
Proposed Committee Membership Listing

Island City Entertainment Group

A. Island City Foundation Board of Directors

1. Mayor Gary Resnick
2. Vice Mayor Scott Newton
3. Commissioner Tom Green
4. Commissioner Julie Carson
5. Commissioner Justin S. Flippin

B. Entertainment Board

****The actual "subcommittee" of the Foundation. Meets at least every other month to provide oversight and general guidance. This is not a working board but a supervisory board and appointed by the Foundation yearly****

1. Joseph Gallegos, ICF Board Executive Director, City Manager (Co-Chair)
2. Leisure Services Rep
3. WMDA Rep
- 4-8. Executive Board Members

b1. Advisory Entertainment Board

**** (Advises Entertainment Board and Island City Foundation on recommendations for the Entertainment Board. Meets quarterly and appointed by the Entertainment Board) ****

1. Pride Center
2. Police Dept
4. Wilton Manors Development Alliance (WMDA)
5. Wilton Manors Business Association (WMBA)
6. Kiwanis Club
7. Economic Development Task Force
8. Fort Lauderdale High School
9. PTA
10. CANA
11. ENA
12. WAWM
13. Parking Services
14. City Communications
15. Historical Society (Mary Ulm?)
15. General Appointment - Bobby Kyser (Design)
16. General Appointment - Bobby Blair (Media)

C. Executive Entertainment Board

**** Appointed by Foundation Directors for first year and the Entertainment Board in future years. Responsible for the management and performance of day to day activities and acts in the absence of the Entertainment Board. ****

1. Jeff Sterling (Chair)
2. Tim Higgins (Vice Chair)
3. Corrie Boyd
4. George Medeiros
5. Jamie Forsythe

c1. Working Committees

****Performs the functions for every event that needs that particular area of service. Made up of volunteers and staff led by a lead volunteer and all appointed by and reporting to the Executive Board.****

1. Food & Beverage
2. Entertainment
3. Marketing/Media
4. Logistics
5. Staffing
6. Sponsors
7. Vendors

BYLAWS OF
THE ISLAND CITY FOUNDATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

BYLAW I

OFFICES

A. Principal Office: The principal office of the Corporation in the State of Florida shall be located in the City of Wilton Manors, Florida, County of Broward.

B. Other Offices: The Corporation may have other such offices, either within or without the County of Broward, State of Florida, as the Board of Directors may determine, or as the affairs of the Corporation may require, from time to time.

BYLAW II

BOARD OF DIRECTORS

Section I. Authority: The affairs of the Corporation shall be managed by a governing body to be known collectively as the Board of Directors, which shall have autonomous authority for the conduct of the Corporation.

Section II. Composition: The Board of Directors shall be comprised of the members of the duly elected City Commission of Wilton Manors, Florida, presently numbering five. Thus, being representative of the community at large, they may meet in the capacity of the Board of the Corporation in meetings scheduled and called to order separately from City business, with agendas including only matters having to do with the activities, business, expenditures, policies, and so forth, of the Corporation.

A quorum of the Board shall be a majority of those members of the Commission holding office. All members of the Commission shall be eligible for Board membership, whether elected or appointed to fill a vacancy.

Section III. Terms: Each member of the Board of Directors shall serve terms concurrent and identical with the terms they are serving as members of the Commission.

Section IV. Qualifications: The qualification for membership on the Board of Directors of the Corporation shall be service on the City Commission as a Commission member, whether elected or appointed to fill a vacancy. As is the case with eligibility for service as a City Commission member, no person shall be denied membership on the Board of Directors by reason of race, creed, national origin, age, handicap, color, sex, or religion.

Section-V. Attendance: No business of the Corporation shall be conducted without the presence of a quorum.

Section VI. Vacancies: Vacancies occurring on the Board shall be filled according to provisions for filling vacancies on the City Commission.

Section VII. Period of Service: All Directors shall serve according to their terms until their respective successors have been duly elected, unless otherwise unable to fulfill their duties.

Section VIII. Authority: The Board of Directors shall exercise the powers and perform the duties specified in the Florida Not For Profit Corporation Act, and as otherwise provided in the Articles of Incorporation and by these Bylaws not inconsistent therewith.

Section IX. Compensation: Directors shall serve without compensation.

Section X. Meetings: The Board of Directors is required to meet at least one time a year. The meeting shall be held concurrent with the annual meeting of the Board of Directors in the month of December, on the second Tuesday occurring therein (or as may otherwise be set by the Board).

Additional meetings may be called by majority vote of the Board of Directors, or by the President.

Written Notice of meetings shall be made by the Secretary to each Director, with an agenda prepared by the President, at least forty-eight hours prior to the date of the meeting, and to members of the Honorary and Advisory Boards, and to other such persons as may request notification. Business for inclusion in the Agenda may be submitted to the President at any time prior to this forty-eight hour period.

Section XI. Officers: The Corporation shall have three officers, who collectively shall also comprise the Executive Committee of the Board, including a President, a Vice President, and a Secretary/Treasurer. The President shall be one and the same as the Mayor; the other two officers shall be nominated annually from amongst the other four members of the Board, and approved by a majority vote of the Board at its annual meeting, and shall serve a one-year term (or as many successive terms as nominated and approved while serving as a member of the Board of Directors). Duties of each officer are listed below.

Section XII. Fiscal Year: The fiscal year of the Corporation shall be from October 1st to September 30th.

Section XIII. The Board of Directors shall certify currency of the Articles of Incorporation and Bylaws of the Corporation at its annual meeting; a letter so certifying shall be signed and dated by the President of the Board of Directors and placed in the minute book of the Corporation.

Section XIV. Quorum: A quorum shall consist of a simple majority of the serving Directors. Unless a greater number is expressly required by statute or regulation, by the Articles of Incorporation, or by these Bylaws, every act of or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

Section XV. Executive Committee: The Officers of the Corporation shall collectively comprise an Executive Committee; all members of the Executive Committee must be members of the Board of Directors.

Section XVI. Evaluations: The Board of Directors may conduct an annual evaluation of the activities of the Corporation for the prior year, and shall establish criteria and procedures for same, the results of which are to be reported at the annual meeting.

Section XVII. Employment of staff: The Board of Directors may retain paid staff as necessary to undertake the day-to-day business of the Corporation, consistent with the policies and directions set by the Board, providing that said staff exhibit appropriate qualifications for the position which they are to hold. The Board may also retain services of consultants and other professionals to assist the Board and/or staff in the performance of selected tasks.

Section XVIII. Fiscal Management: The Board of Directors may retain a professional accounting firm, the purpose of which is to establish written fiscal and management policies for the Corporation, and to provide the Board with an annual audit and review of revenues and expenses. The Board may also engage professional accounting assistance and advice in the preparation of the annual budget, and as appropriate to provide ongoing guidance during the year.

The Board of Directors may have an annual report prepared, to be distributed to interested parties at the annual meeting, including therein a summary of activities during the prior year, income and expenses, the results of the audit, and goals, objectives, and plans for the coming year.

Section XIX: Planning: The Board of Directors may prepare from time to time as needed a development plan, beginning in the first year of operation, which shall provide an assessment

and description of the status of the Corporation, as well as identification of long-term projects which the Corporation would like to undertake in furtherance of its purposes, the cost of those projects, timetables, sources of revenue to fund the projects, and so forth. The plan may also provide information on projections of revenue and expenses, anticipated problems and probable solutions, time schedules for key events and activities and other relevant related information.

Section XX: Additional Boards: The Board of Directors may create by nomination two additional, non-voting boards as follows:

1. Honorary Board: The Board of Directors shall nominate, and approve by majority vote, a number of approximately ten persons willing to lend their names to the Corporation as an Honorary Board of Directors. Such persons shall include, but not be limited to, persons of prominence in government, education, politics, banking, community leadership, foundation involvement, and other areas.

Persons nominated for this Honorary Board, approved by majority vote by the Board of Directors present at a duly convened meeting at which a quorum is present, and consenting to serving in this manner, may have their names listed in printed material by the Corporation, and/or used in other manners satisfactory to the members of the Honorary Board. Terms of service for the Honorary Board shall be two years, or as fixed from time to time by the Board of Directors.

Meetings of members of the Honorary Board shall be at the discretion of its members as needed. The key purpose of the Honorary Board is to facilitate the establishment of effective contacts for the Corporation among the myriad of public and private funding agencies.

Members of the Honorary Board may attend regular Board meetings, but are not empowered to vote on Corporation business.

2. Advisory Board: The Board of Directors may nominate and approve by majority vote present at a duly convened meeting at which a quorum is present, not less than five nor more than ten individuals having special technical skills helpful to the goals and objectives of the Corporation, the purpose of which shall be to review the annual programs, activities, and operations of the Corporation, to make suggestions for improvements and/or solutions to problems, to make suggestions regarding possible improvements or additions in programmatic activities and/or capital facilities which might be beneficial to the general public and/or for planning for programs to be undertaken in the Arts, recreation, social services, crime prevention, education, and/or other priorities, and to undertake any and all related work as may be appropriate.

The Advisory Board shall convey these suggestions and the results of their reviews to the Board of Directors in an annual written report, and intermittently during the year as warranted by circumstance.

The members of the Advisory Board may call meetings at their own discretion, and will serve terms for a period of two years each, or as otherwise set from time to time by the Board of Directors. Members of the Advisory Board shall be encouraged to attend the annual meeting of the Board of Directors, and others as warranted, but are not empowered to vote on Corporation business.

Section XXI: Committees: The Board of Directors may form from amongst its members or members of the public at large one or more committees, in addition to the Executive Committee, from time to time, to assist in the gathering of information, performance of tasks, or

other duties related to the general attainment of the purposes of the Corporation. Such committees may include, but not be limited to, such groups as: an Operations Committee, a Cultural Committee, a Planning Committee, a Fundraising and Grants Acquisition Committee, an Education Committee, a Building Committee, a Program Committee, and others. If created, such committees would be subject to the form, responsibilities, duties, terms, and limitations set by the Board of Directors.

BYLAW III

Executive Committee

Section I. Authority: The Executive Committee shall be vested with the powers permitted by Florida Statutes, consistent with following Sections.

Section II. Composition: The Executive Committee shall consist of the officers of the Corporation, including the President, Vice President, and Secretary/Treasurer.

Section III. Other Committees: The Executive Committee shall select and appoint the Chairperson of any and all standing committees, and shall have the authority to create committees as it is determines from time to time.

Section IV. Meetings: Executive Committee shall meet at least one time per year, exclusive of the meetings of the Board of Directors.

Section V. Terms: Members of the Executive Committee shall serve for a term of one year, consistent with the nominations for and service as officers of the Corporation.

Section VI. Responsibility: The Executive Committee shall have the authority to make decisions on day to day business, execute agreements and contracts, approve payment of bills, and undertake other action on behalf of the Board of Directors as may be warranted by

circumstance, consistent with the general policies of the Board, the annual budget, the annual plan, and other criteria as may be set forth by the Board of Directors.

BYLAW IV

Officers

Section I. Number: The officers of the Corporation shall be as follows: President, Vice-President, and Secretary/Treasurer. Persons serving as officers must be members of the Board of Directors and shall serve as an officer for a term of one year, or as many successive terms as nominated and approved, as long as they serve as members of the Board of Directors. Officers shall be nominated by the members of the Board of Directors at their annual meeting, and approved by a majority vote present at such meeting. The Board of Directors may elect or appoint other such officers from amongst the public at large, including one or more assistant secretaries, one or more assistant treasurers, and others, as may be deemed necessary to carry out the purposes of the Corporation, each with the authority to perform duties as prescribed by the Board of Directors. A member of the Board of Directors may hold two positions as officer, except that one person may not be both President and Secretary.

Section II. Removal: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors by a majority vote of the Board of Directors present at a meeting whenever, in its sole judgement, the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to contract or other rights of any of the officers so removed.

Section III. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment of the President with concurrence of the majority of the Board present at a meeting, for the unexpired portion of the term. A vacancy

in the office of President, caused by a vacancy in the Office of Mayor of the City, shall) be filled for the remainder of the unexpired term by nomination of the Board of Directors and a majority vote of approval thereof, until such time as a new Mayor shall be elected or appointed to office.

Section IV. President: The President shall be the principal executive officer of the Corporation, and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Board of Directors and Executive Committee. He may sign, with the Secretary or with other appropriate officers of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, checks, or other instruments that the Board of Directors have authorized to be executed, and except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statutes to some other officer or agent of the Corporation. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section V. Vice President: In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to, all restrictions upon the President. The Vice President shall cause to be prepared by the Assistant Treasurer the assembly and preparation of the Annual Report, providing information on the status of all activities as necessary, to be distributed to the Board of Directors at the annual meeting. And the Vice President shall perform such other duties as may from time to time be assigned to him/her by the President or by the Board of Directors.

Section VI. Treasurer: The Treasurer or Assistant Treasurer may have charge and custody of, and be responsible for, all funds and securities of the Corporation, including receiving and

giving receipts for monies due and payable to the Corporation from any source whatsoever and depositing all such monies in the name of the Corporation in such banks, companies, or other depositories as shall be selected by the Board of Directors.

The Treasurer may coordinate through the Assistant Treasurer the development of and implementation of fiscal and management policies of high standards in conjunction with professional advice including the maintenance of records to facilitate an annual audit, monitoring and supervision of the annual budget as needed and expenditures thereunder, monitoring and supervision of the receipt and expenditure of grant funds and donations, and so forth. The Treasurer shall cause to be prepared and distributed financial status reports as needed of all receipts and expenditures for each meeting of the Board of Directors, and as otherwise requested by the President. Further, the Treasurer shall coordinate the preparation of the annual IRS 990 Form (if required), and the preparation of the financial section of the Annual Report as needed. The Treasurer shall in general perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the President, or by the Board of Directors. The Treasurer may be bonded for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors may determine to be appropriate.

Section VII Secretary: The City Clerk as Assistant Secretary, shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, shall see that all notices are given in accordance with the provisions of these Bylaws, or as required by law, be custodian of the corporate records, shall keep a register of the post office address of each member of the Board of Directors (which shall be furnished to the Secretary), and in general shall perform all duties incident to the office of the Secretary and other such duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section VIII. Assistant Treasurers and Assistant Secretaries: Unless or until other appointees are appointed by the President with the majority vote of the Board of Directors, assistants for the offices of Secretary and Treasurer shall be the City Manager and the City Clerk respectively. These positions need not be filled by members of the Board of Directors. Persons appointed to perform in these duties may be bonded for the faithful performance of their duties in such sums and with such sureties as the Board of Directors shall determine to be appropriate. If not members of the Board of Directors, holders of these positions may not vote on Corporation business.

BYLAW V

RULES OF ORDER

Roberts Rules of Order shall be the procedural format used for conducting and considering business in meetings of the Board of Directors and the Executive Committee.

BYLAW VI

BOOKS AND RECORDS

Correct and complete records of all meetings of the Board of Directors and the Executive Committee, and copies of all correspondence, resolutions, audits, reports, plans, printed materials, grants, income, and expenditures, and any and all other documents pertaining to Corporation business, shall be maintained by the City Clerk, and his/her successors, at the principal place of business of the Corporation, in a manner safe from thefts fire, water, or other damage, for a period of seven years, or as otherwise advised by legal counsel and approved by the Executive Committee.

Such books and records shall be available for use and inspection by any member of the Board of Directors, by agencies having an interest in Corporation business, and by the general

public (although reasonable parameters, pursuant to Florida law, may be enacted for access to contain excessive use of staff time, copying costs, and/or etc.).

BYLAW VII

CONTRACTS, CHECKS DEPOSITS, AND FUNDS

Section I. Contracts: The Executive Committee may authorize an agent or agents of the Corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section II. Checks, Drafts, and Other Orders for Payment: All checks, drafts, or orders for the payment of money notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by any two of the three individuals serving as the officers of the Corporation at the time. At least one of the persons signing such documents, however, may be required to give a bond of surety, the sufficiency of which may have been set by the Board of Directors.

Section III. Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Committee may select.

Section IV. Gifts: The Officers of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest, grant, or devise for the general purposes or for any special purpose of the Corporation to the extent permitted by Florida law.

BYLAW VIII

MISCELLANEOUS

Section I. Corporate Seal: The Board of Directors shall provide a corporate seal, which shall be in accepted, usual form, containing the exact name of the Corporation, the state of incorporation and the date of incorporation.

Section II. Waiver of Notice: Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a written waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

BYLAW IX

AMENDMENTS

Power of Members to Amend Bylaws: The Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws may be adopted, by a vote of a majority of the members of the Board of Directors.

BYLAW X

EQUAL OPPORTUNITY

Policy: The Board of Directors shall enact and implement a policy of equal opportunity, insuring nondiscrimination in corporate activities, policies, programs, services to the public, and so forth. Such policy shall be consistent with generally accepted standards among public entities.

Dated October 14, 2008

Signed:


Ted Galatis, Secretary

Articles of Incorporation
of
The Wilton Manors Foundation, Inc.

ARTICLE I

NAME

The name of this corporation shall be: The Wilton Manors Foundation, Inc. The principal address of this corporation shall be 524 Northeast 21st Court, Wilton Manors, Florida 33305.

ARTICLE II

ENABLING LAW

This corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not-for-profit.

ARTICLE III

PURPOSE

The purposes for which this Corporation are organized are exclusively charitable, cultural, scientific and educational, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended and the Regulations promulgated thereunder, being principally to promote and support public purposes benefitting the residents of Wilton Manors, Florida, including: activities in the Arts; various social services; construction or restoration of public facilities; improvement or expansion of programs in law enforcement, education, recreation, economic

development, and so forth; address public emergencies as they may arise; establish an endowment fund for the purpose of generating a permanent dedicated revenue source for generating well defined public benefits; and other similar purposes, generally supplementing or complementing other resources available to the City, and/or accomplishing needed projects which cannot be undertaken with other revenues or for which available revenues are insufficient.

Toward that end, the Corporation shall be empowered to:

1. Take and hold, by bequest, gift, grant, purchase, lease, or otherwise, any property, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value;
2. To contract for the operation or management of any part of a program or facility;
3. To contract for the operation of concessions in or about a facility or, at the Board of Directors' discretion, operate such concessions as they deem desirable (e.g., for public festivals);
4. To advertise and promote within or without the State as to facilities and activities of the Corporation;

5. To sell, convey, or otherwise dispose of, any such property, and to invest, reinvest, or deal with, the principle thereof, or the income therefrom, in such manner as, in the judgment of the Corporation's Board of Directors, will best promote the purposes of the Corporation, and without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any other law applicable thereto;

6. To receive income from various sources, including grants, fees, entrance charges, rent, loans, and/or any other appropriate source determined to be necessary to carry out the purposes of the Corporation, and to determine the best use of those receipts through preparation of annual budgets, approved by the Board of Directors with the advice and guidance of a Certified Public Accountant and other professionals as warranted;

7. To have and exercise any and all powers conferred upon corporations, both for profit and not for profit, under the statutes of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above;

- 8. Other provisions of these Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be undertaken by: a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or b) a corporation to which contributions are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue law;**
- 9. To the extent permitted by law, to exercise its rights, powers, and privileges by holding meetings of its members and the Board of Directors, and by having one or more offices, by employing personnel, and by establishing branches, subdivisions, and agencies, in any part of the world;**
- 10. Alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation, provided, however, that the Corporation may not exercise any power, either expressed or implied, in such a manner as would disqualify the Corporation from exemption**

from income tax under Section 501 (c)(3) of the Internal Revenue Code;

11. Notwithstanding the powers and purposes enumerated elsewhere in these Articles, the Corporation shall be restricted as follows: no part of the net earnings of the Corporation shall inure to the benefit of any Board member, other member, officer, or other associate or representative of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no Board member, other member, officer, or private individual, shall be entitled to share the distribution of the Corporation's assets upon dissolution of the Corporation;

12. No substantial part of the activities of the Corporation shall be the carrying 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.

ARTICLE IV

TERM

The period of the duration of this Corporation is perpetual, unless dissolved

according to law.

ARTICLE V
INCORPORATORS

The name and residence of the subscribers to these Articles of Incorporation are:

Mr. King Wilkinson, Mr. John P. Seiler, Mr. John Fiore, Ms. Gloria O'Gorman, and Mr. Rich Pratt.

ARTICLE VI
QUALIFICATIONS OF MEMBERS

The qualification of members of the Corporation, the authorized number, and the manner of admission of members to this Corporation, the different classes of membership, if any, the privilege of voting and other rights and privileges of members, the liability of members and/or dues or assessments, and the method of collection thereon in the termination and transfer of membership, shall be as set forth in the By-Laws of this Corporation.

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 the Board of

Directors. The Directors shall be the members of the duly elected City Council of Wilton Manors, Florida.

- B. Employment of Staff: the Board of Directors may retain staff for the purpose of conducting day-to-day management and supervision of Corporation affairs, consistent with policies and directions set by the Board, and with the qualifications and provisions outlined in the By-Laws.

ARTICLEVIII

REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office in the State of Florida:

City Hall
524 Northeast 21st. Court
Wilton Manors, Florida 33305

The name and address of this Corporation's initial registered agent is:

Kerry L. Ezrol, Esquire
c/o Josias, Goren, Cherof, Doody, and Ezrol, P.A.
Suite 200
3099 East Commercial Boulevard
Fort Lauderdale, Florida 33308

ARTICLEIX

BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or appealed in whole, or in part, in the

manner provided therein. Any amendment to the By-Laws shall be binding on all members of this Corporation.

ARTICLE X

AMENDMENTS OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a Director and presented to a quorum of the Board of Directors for their vote; amendments may be adopted by a vote of a majority of members of the Board of Directors of the Corporation.

ARTICLE XI

DISSOLUTION

In the event of dissolution of this Corporation, the residual assets of the Corporation will be distributed to one or more organizations of the type described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986, and corresponding provisions of any subsequent federal tax laws, or to the federal, state, or local government, for exclusive public purposes and use. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is located, exclusively for such purposes or to organizations as a court shall determine, which are organized and operated exclusively for the charitable purposes as described in Sections 501(c)(3) and 170(c)(2).

ARTICLE XII

NONDISCRIMINATION

No person shall be denied membership, association with, participation in the programs of, or other involvement with the business and services of the Corporation on the basis of race, creed, national origin, age, sex, handicap, or religion.

This principal shall be reflected in the By-Laws, and in the policies and programs subsequently enacted by the Board.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, for the purpose of forming this Corporation, not-for-profit, under the laws of the State of Florida, this 25th day of June, 1997.


Mr. King Wilkinson


Mr. John P. Seiler


Mr. John Fiore


Mr. Rich Pratt

Ms. Gloria O'Gorman


State of Florida)

County of Broward)

Before me, the undersigned ^{KING WILKINSON,}
~~JOHN P. SEILER JOHN FIORE~~, personally appeared
^{GLORIA O'GORMAN, RICH PRATT}
Mr. King Wilkinson, Mr. John P. Seiler, Mr. John Fiore, Ms. Gloria O'Gorman, and Mr.
Rich Pratt, who, being first duly sworn, acknowledged to me that they are the persons
described as the Incorporators of, and the ones who executed, the foregoing Articles
of Incorporation, and that they executed the same for the purposes therein expressed.

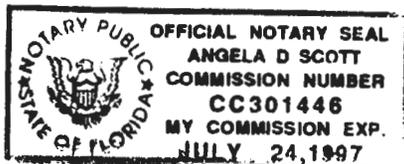
Witness my hand and seal this 25th day of June, 1997.

ANGELA D. SCOTT.
Angela D. Scott

Notary Public, State of Florida at large

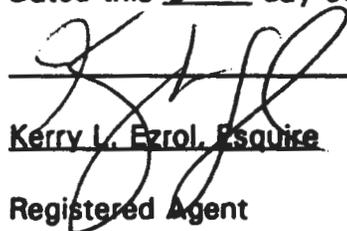
My commission expires:

(NOTARY SEAL)



Having been named to accept service of process for the Wilton Manors Foundation, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act as a Registered Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 24th day of June, 1997



Kerry L. Ezrol, Esquire
Registered Agent

State of Florida

County of Broward

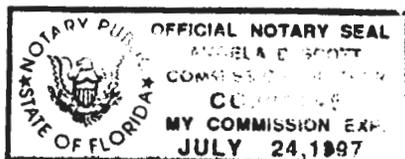
Before me, the undersigned officer, HENRY L. EZROL, personally appeared, Kerry L. Ezrol, Esquire, who being first duly sworn, acknowledged to me that he is the person described as the Registered Agent in, and the one who executed, the foregoing Articles of Incorporation, and that he executed the same for the purposes therein expressed.

Witness my hand and seal this 25th day of June, 1997.
ANGELA D. SCOTT


Notary Public State of Florida

at large. My commission expires:

(NOTARY SEAL)



BY-LAWS OF
THE WILTON MANORS FOUNDATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

BY-LAW I
OFFICES

- A. **Principal Office**: The principal office of the Corporation in the State of Florida shall be located in the City of Wilton Manors, Florida, County of Broward.
- B. **Other Offices**: The Corporation may have other such offices, either within or without the County of Broward, State of Florida, as the Board of Directors may determine, or as the affairs of the Corporation may require, from time to time.

BY-LAW II
BOARD OF DIRECTORS

Section I. Authority The affairs of the Corporation shall be managed by a governing body to be known collectively as the Board of Directors, which shall have autonomous authority for the conduct of the Corporation.

Section II. Composition: The Board of Directors shall be comprised of the members of the duly elected City Council of Wilton Manors, Florida, presently numbering five. Thus, being representative of the community at large, they shall meet in the capacity of the Board of the Corporation in meetings scheduled and called to order separately from City business, with agendas including only matters having to do with the activities, business, expenditures, policies, and so forth, of the Corporation.

A quorum of the Board shall be a majority of those members of the Council holding office. All members of the Council shall be eligible for Board membership, whether elected or appointed to fill a vacancy.

Section III. Terms: Each member of the Board of Directors shall serve terms concurrent and identical with the terms they are serving as members of the Council.

Section IV. Qualifications The qualification for membership on the Board of Directors of the Corporation shall be service on the City Council as a Council member, whether elected or appointed to fill a vacancy. As is the case with eligibility for service as a City Council member, no person shall be denied membership on the Board of Directors by reason of race, creed, national origin, age, handicap, color, sex, or religion.

Section V. Attendance No business of the Corporation shall be conducted without the presence of a quorum.

Section VI. Vacancies: Vacancies occurring on the Board shall be filled according to provisions for filling vacancies on the City Council.

Section VII. Period of Service All Directors shall serve according to their terms until their respective successors have been duly elected, unless otherwise unable to fulfill their duties.

Section VIII. Authority: The Board of Directors shall exercise the powers and perform the duties specified in the Florida Not For Profit Corporation Act, and as otherwise provided in the Articles of Incorporation and by these By-Laws not inconsistent therewith.

Section IX. Compensation: Directors shall serve without compensation.

Section X. Meetings: The Board of Directors is required to meet at least four times a year. One of these meetings shall be held concurrent with the annual meeting of the Board of Directors in the month of October, on the second Tuesday occurring therein (or as may otherwise be set by the Board).

Additional meetings may be called by majority vote of the Board of Directors, or by the President.

Notice of meetings shall be made by the Secretary by mail to each Director, with an agenda prepared by the President, at least forty eight hours prior to the date of the meeting, and to members of the Honorary and Advisory Boards, and to other such persons as may request notification. Business for inclusion in the Agenda may be submitted to the President at any time prior to this forty eight hour period.

Section XI. Officers The Corporation shall have three officers, who collectively shall also comprise the Executive Committee of the Board, including a President, a Vice President, and a Secretary/Treasurer. The President shall be one and the same as the Mayor; the other two officers shall be nominated annually from amongst the other four members of the Board, and approved by a majority vote of the Board at its annual meeting, and shall serve a one-year term (or as many successive terms as nominated and approved while serving as a member of the Board of Directors). Duties of each officer are listed below.

Section XII. Fiscal Year: The fiscal year of the Corporation shall be from October 1st to September 30th.

Section XIII. The Board of Directors shall certify currency of the Articles of Incorporation and By-Laws of the Corporation at its annual meeting; a letter so certifying shall be signed and dated by the chairman of the Board of Directors and placed in the minute book of the Corporation.

Section XIV. Quorum: A quorum shall consist of a simple majority of the serving Directors. Unless a greater number is expressly required by statute or regulation, by the Articles of Incorporation, or by these By-Laws, every act of or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

Section XV. Executive Committee: The Officers of the Corporation shall collectively comprise an Executive Committee; all members of the Executive Committee must be members of the Board of Directors.

Section XVI. Evaluations: The Board of Directors shall conduct an annual evaluation of the activities of the Corporation for the prior year, and shall establish criteria and procedures for same, the results of which are to be reported at the annual meeting.

Section XVII. Employment of staff The Board of Directors may retain paid staff as necessary to undertake the day-to-day business of the Corporation,

consistent with the policies and directions set by the Board, providing that said staff exhibit appropriate qualifications for the position which they are to hold. The Board may also retain services of consultants and other professionals to assist the Board and/or staff in the performance of selected tasks.

Section XVIII. Fiscal Management The Board of Directors shall retain a professional accounting firm, the purpose of which is to establish written fiscal and management policies for the Corporation, and to provide the Board with an annual audit and review of revenues and expenses. The Board shall also engage professional accounting assistance and advice in the preparation of the annual budget, and as appropriate to provide ongoing guidance during the year.

The Board of Directors shall have an annual report prepared, to be distributed to interested parties at the annual meeting, including therein a summary of activities during the prior year, income and expenses, the results of the audit, and goals, objectives, and plans for the coming year.

Section XIX: Planning The Board of Directors shall have prepared every five years a development plan, beginning in the first year of operation, which shall provide an assessment and description of the status of the Corporation, as well as identification of long-term projects which the Corporation would like to undertake in furtherance of its purposes, the cost of those projects, timetables,

sources of revenue to fund the projects, and so forth. The plan shall also provide information on projections of revenue and expenses, anticipated problems and probable solutions, time schedules for key events and activities and other relevant related information.

Section XX: Additional Boards: The Board of Directors may create by nomination two additional, non-voting boards as follows:

1. **Honorary Board:** The Board of Directors shall nominate, and approve by majority vote, a number of approximately ten persons willing to lend their names to the Corporation as an Honorary Board of Directors. Such persons shall include, but not be limited to, persons of prominence in government, education, politics, banking, community leadership, foundation involvement, and other areas.

Persons nominated for this Honorary Board, approved by majority vote by the Board of Directors present at a duly convened meeting at which a quorum is present, and consenting to serving in this manner, may have their names listed in printed material by the Corporation, and/or used in other manners satisfactory to the members of the Honorary Board. Terms of service for the Honorary Board shall be two years, or as fixed from time to time by the Board of Directors.

Meetings of members of the Honorary Board shall be at the discretion of its members as needed. The key purpose of the Honorary Board is to facilitate the establishment of effective contacts for the Corporation among the myriad of public and private funding agencies.

Members of the Honorary Board may attend regular Board meetings, but are not empowered to vote on Corporation business.

2. Advisory Board: The Board of Directors may nominate and approve by majority vote present at a duly convened meeting at which a quorum is present, not less than five nor more than ten individuals having special technical skills helpful to the goals and objectives of the Corporation, the purpose of which shall be to review the annual programs, activities, and operations of the Corporation, to make suggestions for improvements and/or solutions to problems, to make suggestions regarding possible improvements or additions in programmatic activities and/or capital facilities which might be beneficial to the general public and/or for planning for programs to be undertaken in the Arts, recreation, social services, crime prevention, education, and/or other priorities, and to undertake any and all related work as may be appropriate.

The Advisory Board shall convey these suggestions and the results

of their reviews to the Board of Directors in an annual written report, and intermittently during the year as warranted by circumstance.

The members of the Advisory Board may call meetings at their own discretion, and will serve terms for a period of two years each, or as otherwise set from time to time by the Board of Directors. Members of the Advisory Board shall be encouraged to attend the annual meeting of the Board of Directors, and others as warranted, but are not empowered to vote on Corporation business.

Section XXI: Committees The Board of Directors may form from amongst its members or members of the public at large one or more committees, in addition to the Executive Committee, from time to time, to assist in the gathering of information, performance of tasks, or other duties related to the general attainment of the purposes of the Corporation. Such committees may include, but not be limited to, such groups as: an Operations Committee, a Cultural Committee, a Planning Committee, a Fundraising and Grants Acquisition Committee, an Education Committee, a Building Committee, a Program Committee, and others. If created, such committees would be subject to the form, responsibilities, duties, terms, and limitations set by the Board of Directors.

BY-LAW III

Executive Committee

Section I. Authority The Executive Committee shall be vested with the powers permitted by Florida Statutes, consistent with following Sections.

Section II. Composition:The Executive Committee shall consist of the officers of the Corporation, including the President, Vice President, and Secretary/Treasurer.

Section III. Other Committees: The Executive Committee shall select and appoint the chairperson of any and all standing committees, and shall have the authority to create committees as it determines necessary from time to time.

Section IV. Meetings: Executive Committee shall meet at least four times per year, exclusive of the meetings of the Board of Directors.

Section V. Terms: Members of the Executive Committee shall serve for a term of one year, consistent with the nominations for and service as officers of the Corporation.

Section VI. Responsibility:The Executive Committee shall have the authority

to make decisions on day to day business, execute agreements and contracts, approve payment of bills, and undertake other action on behalf of the Board of Directors as may be warranted by circumstance, consistent with the general policies of the Board, the annual budget, the annual plan, and other criteria as may be set forth by the Board of Directors.

BY-LAW IV

Officers

Section I. Number The officers of the Corporation shall be as follows: President, Vice-President, and Secretary/Treasurer. Persons serving as officers must be members of the Board of Directors, and shall serve as an officer for a term of one year, or as many successive terms as nominated and approved, as long as they serve as members of the Board of Directors. Officers shall be nominated by the members of the Board of Directors at their annual meeting, and approved by a majority vote present at such meeting. The Board of Directors may elect or appoint other such officers from amongst the public at large, including one or more assistant secretaries, one or more assistant treasurers, and others, as may be deemed necessary to carry out the purposes of the Corporation, each with the authority to perform duties as prescribed by the Board of Directors. A member of the Board of Directors may hold two

positions as officer, except that one person may not be both President and Secretary.

Section II. Removal Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors by a majority vote of the Board of Directors present at a meeting whenever, in its sole judgement, the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to contract or other rights of any of the officers so removed.

Section III. Vacancies A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment of the President with concurrence of the majority of the Board present at a meeting, for the unexpired portion of the term. A vacancy in the office of President, caused by a vacancy in the Office of Mayor of the City, shall be filled for the remainder of the unexpired term by nomination of the Board of Directors and a majority vote of approval thereof, until such time as a new Mayor shall be elected or appointed to office.

Section IV. President: The President shall be the principal executive officer of the Corporation, and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Board of Directors and Executive Committee. He may sign, with the Secretary or with

other appropriate officers of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, checks, or other instruments that the Board of Directors have authorized to be executed, and except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statutes to some other officer or agent of the Corporation. In general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section V. Vice President In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to, all restrictions upon the President. The Vice President shall be responsible for the assembly and preparation of the Annual Report, providing information on the status of all activities, to be distributed to the Board of Directors at the annual meeting. And the Vice President shall perform such other duties as may from time to time be assigned to him/her by the President or by the Board of Directors.

Section VI. Treasurer The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, including receiving and giving receipts for monies due and payable to the Corporation

from any source whatsoever, and depositing all such monies in the name of the Corporation in such banks, companies, or other depositories as shall be selected by the Board of Directors.

The Treasurer shall coordinate the development of and implementation of fiscal and management policies of high standards in conjunction with professional advice from a Certified Public Accountant selected and retained by the Board, including the maintenance of records to facilitate an annual audit, monitoring and supervision of the annual budget and expenditures thereunder, monitoring and supervision of the receipt and expenditure of grant funds and donations, and so forth. The Treasurer shall prepare and distribute financial status reports of all receipts and expenditures for each meeting of the Board of Directors, and as otherwise requested by the President. Further, the Treasurer shall coordinate with the designated Certified Public Accountant in the preparation of the annual IRS 990 Form, and in the preparation of the financial section of the Annual Report. The Treasurer shall in general perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the President, or by the Board of Directors. The Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors may determine to be appropriate.

Section VII. Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, shall see that all notices are given in accordance with the provisions of these By-Laws, or as required by law, be custodian of the corporate records, shall keep a register of the post office address of each member of the Board of Directors (which shall be furnished to the Secretary), and in general shall perform all duties incident to the office of the Secretary and other such duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section VIII. Assistant Treasurers and Assistant Secretaries: If required by the Board of Directors, assistants for the offices of Secretary and Treasurer may be appointed by the President, with the majority approval of the Board of Directors present at a meeting, to help with those positions; these positions, if created, need not be filled by members of the Board of Directors. If created, persons appointed to perform in these duties shall give bond for the faithful performance of their duties in such sums and with such sureties as the Board of Directors shall determine to be appropriate. If not members of the Board of Directors, holders of these positions may not vote on Corporation business.

BY-LAW V

RULES OF ORDER

Roberts Rules of Order shall be the procedural format used for conducting and considering business in meetings of the Board of Directors and the Executive Committee.

BY-LAW VI

BOOKS AND RECORDS

Correct and complete records of all meetings of the Board of Directors and the Executive Committee, and copies of all correspondence, resolutions, audits, reports, plans, printed materials, grants, income and expenditures, and any and all other documents pertaining to Corporation business, shall be maintained by the Secretary of the Corporation, and his/her successors, at the principal place of business of the Corporation, in a manner safe from theft, fire, water, or other damage, for a period of seven years, or as otherwise advised by legal counsel and approved by the Executive Committee.

Such books and records shall be available for use and inspection by any member of the Board of Directors, by agencies having an interest in Corporation business, and by the general public (although reasonable parameters, pursuant to Florida law, may be enacted for access to contain excessive use of staff time, copying costs, and/or etc.)

BY-LAW VII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section I. Contracts: The Executive Committee may authorize an agent or agents of the Corporation, in addition to the officers authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section II. Checks, Drafts, and Other Orders for Payment: All checks, drafts, or orders for the payment of money notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by any two of the three individuals serving as the officers of the Corporation at the time. At least one of the persons signing such documents, however, may be required to give a bond of surety, the sufficiency of which may have been set by the Board of Directors.

Section III. Deposits All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Committee may select.

Section IV. Gifts The Officers of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest, grant, or devise for the general purposes or for any special purpose of the Corporation to the extent permitted by Florida law.

BY-LAW VIII

MISCELLANEOUS

Section I. Corporate Seal: The Board of Directors shall provide a corporate seal, which shall be in accepted, usual form, containing the exact name of the Corporation, the state of incorporation and the date of incorporation.

Section II. Waiver of Notice Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a written waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

BY-LAW IX

AMENDMENTS

Section I. Power of Members to Amend By-Laws: The By-Laws of this Corporation may be amended, repealed, or added to, or new By-Laws may be adopted, by a vote of a majority of the members of the Board of Directors.

BY-LAW X

EQUAL OPPORTUNITY

Policy: The Board of Directors shall enact and implement a policy of equal opportunity, insuring nondiscrimination in corporate activities, policies, programs, services to the public, and so forth. Such policy shall be consistent with generally accepted standards among public entities.

Dated June 24, 1997

Signed: _____

Secretary