



City Manager's Office

ITEMS FOR CITY CLERK - FILING

TODAY'S DATE: 10/18/16

CAM #

ITEM #

CCM:

Assigned to: **Wendy Gonyea**

Title of Document for Signature: CLOSING & DISBURSEMENT STATEMENT; NO-LIEN, GAP, FIRPTA AFFIDAVIT; CERTIFICATE OF INCUMBENCY OF PROJECT DISCOVERY, INC.

Date of Doc.: **September 8, 2016**

Document received from: **Shaniece**



RECORDED/ORIGINAL DOCUMENT TO CLERK

Rejection/Questions/Additional Information Request:

Comments/Tracking Information:

CLOSING & DISBURSEMENT STATEMENT

BUYER: City of Fort Lauderdale, a Florida municipal corporation
SELLER: Project Discovery, Inc., a Florida not for profit corporation
PROPERTY: A 20.83% undivided interest in 400 W. Broward Boulevard, Fort Lauderdale, FL
DATE OF CLOSING: SEPTEMBER, 2016

Purchase Price \$333,333.33

BUYER'S EXPENSES

Record Warranty Deed (3 pgs)	\$27.00	
Record Memorandum of Lease (4 pgs)	\$35.50	
E-recording Fee	\$9.00	
TOTAL:		\$71.50

TOTAL DUE FROM BUYER (PURCHASE PRICE PLUS BUYER'S EXPENSES)^{FN1} **\$333,404.83**

SELLER'S EXPENSES

Lien Search Fee payable to Angelo & Banta, P.A.	\$125.00	
Owner's Title Policy payable to Angelo & Banta, P.A./Old Republic National	\$1,742.00	
Title Surcharge Payable to Old Republic National Title Insurance Company	\$3.28	
Title Search payable to Old Republic National Title Insurance Company	\$400.00	
Survey Fee payable to McLaughlin Engineering Co.	\$600.00	
Attorney's Fees and Costs	\$3,500.00	
TOTAL:		\$6,370.28

TOTAL DUE TO SELLER (PURCHASE PRICE LESS SELLER'S EXPENSES)^{FN2} **\$326,963.05**

(WIRE/DISBURSEMENT INSTRUCTION ON FOLLOWING PAGE)

This Closing Statement has been confirmed, accepted and approved as of the 8th day of September, 2016.

BUYER:

City of Fort Lauderdale, a Florida municipal corporation

By: 

Name: Ryan Henderson

Title: Assistant to the City Manager

SELLER:

Project Discovery, Inc., a Florida not for profit corporation

By: _____

Name: _____

Title: _____

This Closing Statement has been confirmed, accepted and approved as of the 8th day of September, 2016.

BUYER:

City of Fort Lauderdale, a Florida municipal corporation

By: _____

Name: _____

Title: _____

SELLER:

Project Discovery, Inc., a Florida not for profit corporation

By: Kim L. Cavendish

Name: Kim L. Cavendish

Title: President/CEO

NO-LIEN, GAP, FIRPTA AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned, personally appeared Kim L. Cavendish (the "Affiant"), who, being first duly sworn, on oath, states as follows:

1. PROJECT DISCOVERY, INC., a Florida not for profit corporation (the "Seller"), and as such they have personal knowledge of all facts stated hereinafter in connection with the real property located in Broward County, Florida, and more particularly described in Exhibit "A" attached hereto and by this reference made a part hereof (the "Property").

2. There are no parties other than Seller in possession of, or claiming possession to, the Property, and there are no facts known to Seller which could give rise to a claim being asserted to any of the Property.

3. Other than the Purchase and Sale Agreement with the City of Fort Lauderdale, a Florida municipal corporation ("Buyer"), there is no agreement, contract, or commitment for the sale, lease, mortgage, option, or creation of any other encumbrance of the Property.

4. The Property is free and clear of all liens, taxes, encumbrances and claims of every kind, nature and description whatsoever, and there are no taxes, liens or assessments due or about to become due which could attach to the Property.

5. There have been no improvements, repairs, additions or alterations performed upon or to the Property by Seller within the past ninety (90) days for which payment has not been made; Seller has not entered into any agreement or contract with any party for the furnishing of any labor, services or materials in connection with any improvements, repairs, or additions for which payment has not been made; and there are no parties who have any claim or right to a lien for services, labor or material in connection with any improvements, repairs, additions or alterations on the Property.

6. There are no actions or proceedings now pending against Seller or the Property in any state or federal court, including, but not limited to, proceedings in bankruptcy, receivership or insolvency, nor are there any judgments or liens of any nature which constitute or could constitute a charge or lien upon the Property.

7. Section 1445 of the Internal Revenue Code provides that a transferee (buyer) of a U.S. real property interest must withhold tax if the transferor (seller) is a foreign person. To inform the Buyer that withholding of tax is not required upon the disposition of a U.S. real property interest by Seller, Seller hereby certifies the following:

7.1 Seller's taxpayer identification number is 65-0822020.

7.2 Seller's mailing address 401 SW 2nd Street, Ft. Lauderdale, FL 33312.

7.3 Affiant understands that this certification may be disclosed to the Internal Revenue Service by the transferee and that any false statement contained herein could be punished by fine, imprisonment, or both.

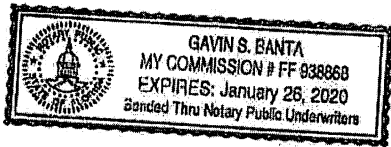
8. There are no matters pending against Seller that could give rise to a lien that would attach to the Property between the effective date of Chicago Title Insurance Commitment Number 5905587 and the creation of the interest to be insured thereunder, and Seller has not and will not execute any instrument that would adversely affect title to the Property. Seller does hereby indemnify Chicago Title Insurance

Company and Angelo & Banta, P.A. against any loss or damage caused as a result of any inaccuracies contained in this Affidavit.

Kim L. Cavendish

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 2nd day of SEPTEMBER 2016 by KIM L. CAVENDISH. ~~He~~/she is personally known to me or presented _____ as identification and did not take an oath.



[Signature]
Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____

EXHIBIT "A"

An undivided 20.83% interest in:

Lots 21, 22, 23 and 24, Less the North 15 feet of Lot 24, in Block 18, of TOWN OF FORT LAUDERDALE, according to the Plat thereof, as recorded in Plat Book "B", Page 40, of the Public Records of Miami-Dade County, Florida, said lands now situate, lying and being in Broward County, Florida;

TOGETHER WITH the North 185 feet of that portion of the certain 14-foot alley lying in Block 18, of TOWN OF FORT LAUDERDALE, according to the Plat thereof, as recorded in Plat Book "B", Page 40, of said public records, lying South of the South right of way line of Broward Boulevard as shown on the State of Florida's State Road Department Right Of Way Map for State Road No. 842, Section 86006-2501, Sheet 16 of 21 (last revised 2/22/83), and lying North of the North right of way line of Southwest 2nd Street (formerly North Third Street) as shown on said plat of "TOWN OF FORT LAUDERDALE", such land located in Broward County, Florida.

**CERTIFICATE OF INCUMBENCY OF
PROJECT DISCOVERY, INC.**

This Certificate of Incumbency (the "Certificate") is made as of the 2nd day of SEPTEMBER, 2016.

I, KIM L. CAVENDISH, hereby certify that I am President of PROJECT DISCOVERY, INC., a Florida corporation ("Project Discovery"), and, solely in my capacity as President of Project Discovery, do hereby certify that:

1. Attached hereto as Exhibit A is a true and correct copy of Articles of Incorporation of Project Discovery, and such Articles of Incorporation are in full force and effect as of the date hereof, and have not been amended other than as appearing therein.

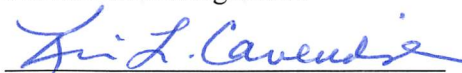
2. Attached hereto as Exhibit B is a true and correct copy of the Bylaws of Project Discovery, and such Bylaws are in full force and effect as of the date hereof, and have not been amended other than as appearing therein.

3. Attached hereto as Exhibit C is a true and correct copy of the certificate of good standing of Project Discovery as issued by the Office of the Secretary of State for the State of Florida on July 20, 2016.

4. Attached hereto as Exhibit D is a true and correct copy of a Certificate of the Officer of Project Discovery, evidencing the authority to enter into a Funding Agreement and Lease Agreement with the City of Fort Lauderdale (the "Resolution"). Such Resolution has not been rescinded or modified in any respect and is now in full force and effect.

5. Kim L. Cavendish is a duly elected and qualified President of Project Discovery and the signature set forth beside her names below is her true and correct signature:

Kim L. Cavendish, President



6. All documents in furtherance of the Resolution to be executed on behalf of Project Discovery have been signed by Kim L. Cavendish, as President of Project Discovery.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the day and year first above written.



Kim L. Cavendish, President of
Project Discovery, Inc., a Florida corporation

EXHIBIT A

**Articles of Incorporation
of
PROJECT DISCOVERY, INC.**

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF PROJECT DISCOVERY, INC.

FILED
10 AUG 25 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.106, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted amending Article 5 as follows:

ARTICLE 5

PECUNIARY GAIN PROHIBITION

This Corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members as such, and no part of the net income or net earnings of this Corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member or individual, 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 Section 501(c)(3) purposes. This Corporation shall not lend any of its assets to any officer, director, or member of this Corporation or guarantee to any person the payment of a loan by any officer, director or member of this Corporation. The foregoing shall not preclude the Corporation from lending or mortgaging its assets or providing a guarantee for the benefit of the Museum of Discovery and Science, Inc. or any of its subsidiaries.


No substantial part of the activities of the corporation/organization 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 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 corresponding section of any future federal tax code.)

SECOND: The date of adoption of the amendment was: August 20, 2010.

THIRD: There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors.

PROJECT DISCOVERY, INC.

By: 
Printed Name: Kim L. Cavendish
Title: President
Date: August 23, 2010

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PROJECT DISCOVERY, INC.**

FILED
98 AUG -7 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.106, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted amending Article 3 as follows:

ARTICLE 3

PURPOSE OF CORPORATION

PROJECT DISCOVERY, INC., is organized exclusively for charitable, educational, or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.) The general purposes for which the Corporation is organized are as follows:

1. To act as a charitable organization whose activities are conducted exclusively in support of the enhancement, enlargement, and expansion of the Museum of Discovery and Science, a non-profit corporation dedicated to education and science.
2. To act consistent with all applicable statutes, ordinances, rules and regulations affecting the actions of the Corporation and to do all things otherwise permitted by law.
3. To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
4. To carry out any business, occupation, undertaking, or enterprise and to exercise any power or authority which may be done by a private non-profit corporation organized and existing under and by virtue of Chapter 617, Florida Statutes, and as amended, it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 617, Florida Statutes, and as amended.

5. To acquire land in support of enhancement, enlargement, expansion of the Museum of Discovery and Science, Inc., from time to time.

SECOND: Amendment adopted amending Article 5 as follows:

ARTICLE 5

PECUNIARY GAIN PROHIBITION

This Corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members as such, and no part of the net income or net earnings of this Corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member or individual, 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 Section 501(c)(3) purposes. . This Corporation shall not lend any of its assets to any officer, director, or member of this Corporation or guarantee to any person the payment of a loan by any officer, director or member of this Corporation.

No substantial part of the activities of the corporation/organization 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 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 corresponding section of any future federal tax code.)

THIRD: Amendment adopted deleting Article 8:

FOURTH: Amendment adopted amending Article 9 as follows:

ARTICLE 8

DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to the Museum of Discovery And Science, for its exclusive use. However, if the Museum of Discovery and Science is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of Project Discovery, Inc., shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

FIFTH: Amendment adopted amending Article 10 as follows:

ARTICLE 9

The names and addresses of the incorporator are as follows:


Samuel S. Goren, Esquire
Josias, Goren, Cherof, Doody & Ezrol, P.A.
3099 East Commercial Boulevard
Suite 200
Fort Lauderdale, FL 33308

SECOND: The date of adoption of the amendment(s) was: 8/6/98

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was (where) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

PROJECT DISCOUNT, INC.
Corporation Name



Signature of Chairman, Vice Chairman, President or other officer

KEITH KOEHN
Typed or printed name

CHAIRMAN 8/6/98
Title Date

[19981980302\ARTINC2.AMD]

State of Florida



Department of State


I certify the attached is a true and correct copy of the Articles of Amendment, filed on August 7, 1998, for PROJECT DISCOVERY, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N98000001543.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Eleventh day of August, 1998



CR2EO22 (2-95)



Sandra B. Northam
Secretary of State

ARTICLES OF INCORPORATION
OF
PROJECT DISCOVERY, INC.

FILED
98 MAR 16 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE 1

NAME OF CORPORATION

The name of this Corporation shall be **PROJECT DISCOVERY, INC.**, a Florida not-for-profit corporation. The principal place of business of this Corporation shall be 401 SW 2nd Street, Fort Lauderdale, Florida 33312.

ARTICLE 2

DURATION

This Corporation shall have perpetual existence.

ARTICLE 3

PURPOSE OF CORPORATION

The general purposes for which the Corporation is organized are as follows:

1. To act consistent with all applicable statutes, ordinances, rules and regulations affecting the actions of the Corporation and to do all things otherwise permitted by law.
2. To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. To carry out any business, occupation, undertaking, enterprise and exercising any power or authority which may be done by a private corporation organized and existing under and by virtue of Chapter 617, Florida Statutes, and as amended, it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 617, Florida Statutes, and as amended.
4. To acquire land in support of enhancement, enlargement, expansion of the Museum of Discovery and Science, Inc., from time to time.

ARTICLE 4

BOARD OF DIRECTORS

The number constituting the initial Board of Directors of this Corporation is ____ () and the names and addresses of the persons who are to serve initially are indicated below. The Corporation shall not have less than three (3) directors. The method of election for the directors and officers is provided for in the By-Laws of this Corporation.

- (1) Keith Koenig, Chairman
c/o City Furniture
251 International Parkway
Sunrise, Florida 33325
- (2) Ned Allen, 1st Vice Chair
1760 S.E. 10th Street
Fort Lauderdale, FL 33316
- (3) Steven J. Halmos, 2nd Vice Chair
Halmos Holdings, Inc.
21 West Las Olas Boulevard
Fort Lauderdale, FL 33301
- (4) Richard Kirby, 3rd Vice Chair
Renaissance Cruises, Inc.
P.O. Box 350307
Fort Lauderdale, FL 33335
- (5) Ray Rodriguez, Secretary
Madsen, Sapp, Mena, Rodriguez & Co. P.A.
7080 NW 4th Street
Plantation, FL 33317
- (6) Paul O'Hara, Treasurer
Precision Response Corporation
1505 NW 167th Street
Miami, FL 33169

ARTICLE 5

PECUNIARY GAIN PROHIBITION

This Corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members as such, and no part of the net income or net earnings of this Corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any member or individual. This Corporation shall not lend any of its assets to any officer, director, or member of this Corporation or guarantee to any person the payment of a loan by any officer, director or member of this Corporation.

ARTICLE 6

LIMITED LIABILITY

The officers, directors and members of this Corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this Corporation, to the extent permitted by law.

ARTICLE 7

INDEMNIFICATION OF DIRECTORS AND OFFICERS

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

ARTICLE 8

CAPITAL STOCK

This Corporation is organized under a Nonstock Basis.

ARTICLE 9

DISSOLUTION

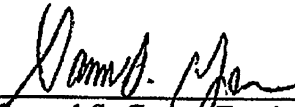
In the event of dissolution, the residual assets of the Corporation will be turned over to the Museum of Discovery And Science, for its exclusive use.

ARTICLE 11

The names and addresses of the incorporator are as follows:

Samuel S. Goren, Esquire
Josias, Goren, Cherof, Doody & Ezrol, P.A.
3099 East Commercial Boulevard
Suite 200
Fort Lauderdale, FL 33308

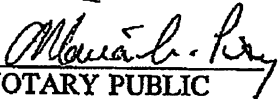
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of March, 1998.



Samuel S. Goren, Esquire
Josias, Goren, Cherof, Doody & Ezrol, P.A.
3099 East Commercial Boulevard
Suite 200
Fort Lauderdale, FL 33308

STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 13 day of March, 1998, by Keith Koenig, Chairman/Incorporator, who is personally known to me ~~or has/have~~ produced _____ as identification.



NOTARY PUBLIC

Print or Type Name

My Commission Expires:



Maria A. Pisz
MY COMMISSION # C0506234 EXPIRES
October 26, 1998
BONDED THRU TROY FARM INSURANCE, INC.

FILED

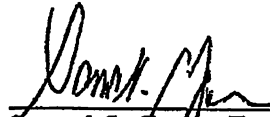
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

08 MAR 16 AM 10:32

SECRETARY OF STATE
FLORIDA

Pursuant to the provisions of Section 617.0503, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office, in the State of Florida.

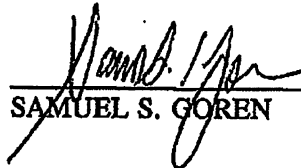
1. The name of the Corporation is: Project Discovery, Inc.
2. The name and address of the Registered Agent and Office is: Samuel S. Goren, Esquire, 3099 E. Commercial Boulevard, Suite 200, Fort Lauderdale, Florida 33308.



Samuel S. Goren, Esquire
Josias, Goren, Cherof, Doody & Ezrol, P.A.
3099 East Commercial Boulevard
Suite 200
Fort Lauderdale, FL 33308

Date: 3-13-98

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


SAMUEL S. GOREN

Date: 3-13-98

970032\corp\artinc.doc]

EXHIBIT B

**Bylaws
of
PROJECT DISCOVERY, INC.**

BYLAWS
OF
PROJECT DISCOVERY, INC.

ARTICLE I

Name

SECTION 1. Name. The name of this not-for-profit corporation is Project Discovery, Inc. ("Corporation").

ARTICLE II

Seal and Fiscal Year

SECTION 1. Seal. The seal of this Corporation shall have inscribed on it, the name of this Corporation, the year of its organization, and the words "Corporate Seal, State of Florida."

SECTION 2. Fiscal Year. The fiscal year of this Corporation shall begin on *October* 1 and end ~~December~~ 31, or as determined from time to time by the Board of Directors.

September

ARTICLE III

Meetings of the Corporation

SECTION 1. Place and Time of Meetings. Meeting of the Members of the Board shall be held at the principal office of the Corporation or at any other place (within or without the State of Florida) the Board of Directors may from time to time select.

SECTION 2. Annual Meeting. An annual meeting of the Members of the Corporation shall be held on the 5th day of January of each year, if not a legal holiday, and if a legal holiday, then on the next secular day following, that is not a legal holiday at the Corporate offices in Broward County, Florida. The Members of the Corporation shall meet at least

annually. At the annual meeting, Members shall elect a Board of Directors to transact any other business that may come before the Corporation. If an annual meeting has not been called and held within thirty (30) days after January 5, any Member may call it.

SECTION 3. Special Meeting. Special meetings of the Members may be called by the Chairman of the Board, by a majority of the Board of Directors, or by a majority of the Members.

SECTION 4. Notice of Meeting. Except as provided in Florida Statutes Chapter 617, the Florida Not-For-Profit Corporation Act, written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifteen (15) days before the date of the meeting, either by first-class mail or by fax.

SECTION 5. Order of Business. The order of business of all meetings of the Members shall be established by Resolution of the Board and notice of such resolution shall be given to all Members of the Corporations.

ARTICLE IV

Voting

SECTION 1. Regular Voting. Each Member of this Corporation shall be entitled to vote in all matters that come before the Membership at the Annual Meeting, or any Special Meeting

SECTION 2. Quorum. A quorum shall consist of the presence of at least fifty-one (51%) percent of the Members of the Corporation. If a quorum is not present, the Corporation shall not conduct any business at the meeting.

SECTION 3. Manner of Action. If a quorum is present, action on a matter (other than for exceeding the budget or terminating the Corporation) is approved if a majority, fifty (50) percent plus one, of the votes in attendance are cast in favor of the action.

SECTION 4. Voting for Special Matters, Exceeding Corporate Budget, Terminating the Corporation. For exceeding the Corporation's budget, terminating the Corporation, or deciding

on special matters so determined by the Board or Directors, if a quorum is present, action is approved if the votes cast in favor of the action represent two-thirds (2/3) of the total votes of the weighted votes present at the meeting.

SECTION 5. Action Without a Meeting. Unless otherwise provided in the Articles of Incorporation, action required or permitted to be taken at any meeting of the Members may be taken without a meeting, without prior notice, and without a vote if the action is taken by the majority of the Members of the Corporation or by a majority of the Board of Directors and such action is documented in writing.

ARTICLE V

The Board of Directors

SECTION 1. General Powers. Except as provided in the Articles of Incorporation and by law, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

SECTION 2. Number, Qualifications and Term of Office. The business and affairs of the Corporation shall be managed by a Board of Directors of not less than three (3) nor more than six (6) members. Each Director shall be elected to serve for the term of one (1) year and until his successor shall be elected and shall qualify, or until an earlier resignation, removal from office, or death.

SECTION 3. Vacancies. Vacancies on the Board of Directors shall be filled by a majority of the remaining members of the Board, though less than a quorum. Such vacancies shall be filled within two (2) months. Each Director so elected shall serve until his successor is elected by the Members at the next annual meeting or at a special meeting earlier called for that purpose.

SECTION 4. Compensation. Directors shall not receive a salary for their services as Directors. A director may be reimbursed for authorized expenses if such expenses are approved by the Board at their discretion. A Director may serve the Corporation in a

capacity other than that of Director and may receive compensation for the services rendered in that other capacity.

SECTION 5. Initial Board of Directors. The initial members of the Board of Directors shall be those named in the Articles of Incorporation. The initial Directors shall hold an organizational meeting to complete the organization of the Corporation by appointing officers, adopting bylaws, and carrying on other business brought before the meeting. The initial Directors shall hold office from the date of the organizational meeting until the next annual meeting of the Members of the Corporation wherein new Directors will be elected.

ARTICLE VI

Meeting of the Board

SECTION 1. Place of Meetings; Attendance. The meetings of the Board of Directors will be held at a location so designated by a majority of the Board.

SECTION 2. Time of Regular Meeting; Notice. The Board of Directors shall determine, at the annual meeting, the dates and times the Board will meet throughout the year. Notice of such meetings shall be distributed to the Board and Members of the Corporation. This notice may be given either personally, or by sending a copy of the notice through the United States Mail, or by fax.

SECTION 3. Special Meetings. Special Meetings of the Board of Directors may be called at any time by the Chairman of the Board or by any two Directors.

SECTION 4. Notice of Special Meetings. Written notice of each special meeting, setting forth the time and place of the meeting shall be given to each Director at least ten (10) days before the meeting. This notice may be given either personally, or by sending a copy of the notice through the United States Mail, or by fax.

SECTION 5. Voting and Quorum. At meetings of the Board of Directors, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business; provided, however, that whenever a vacancy occurs for any reason in the Board of

Directors, a quorum shall consist of a majority of the remaining Directors until the vacancy has been filled. When a Director is unable to attend a Board meeting, he/she can appoint an assignee to attend on his/her behalf. An assignee shall be considered for purposes of calculating a quorum of the Board. However, an assignee shall not have the authority to vote at a Board meeting. If a quorum is present, the acts of a majority of the Directors, not including assignees, in attendance shall be the acts of the Board. Each Director shall have one (1) vote. If a quorum is not present, no business shall be conducted at the meeting.

SECTION 6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if a consent in writing, stating the action so taken, is signed by a majority of the directors or of the members of the committee, as the case may be. A consent signed under this section shall have the effect of a meeting vote and may be described as such in any document.

SECTION 7. Meetings by Means of Conference Telephone Call or Similar Electronic Equipment. Members of the Board of Directors or a committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone call or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means constitutes presence in person at a meeting.

SECTION 8. Resignation. Any Director may resign at any time by giving written notice to the Corporation, the Board of Directors, or its chairperson. The resignation of any Director shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the Board may fill the pending vacancy before the effective date if they provide that the successor does not take office until the effective date.

SECTION 9. Vacancies. Any vacancy in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, or by the majority of the Members.

SECTION 10. Technical Staff. The Board may appoint up to three (3) individuals representing Members of the Corporation, to attend Board meetings and provide their technical assistance, advise, and expertise. These appointees shall not vote at Board meetings.

SECTION 11. Committees of the Board of Directors. The Board of Directors, by resolution adopted by a majority of the full Board, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in the resolution, shall have and may exercise all the authority of the Board of Directors, except as prohibited by the Florida Statutes, Chapter 617.

Each committee must have two or more members who serve at the pleasure of the Board, and may include non-Board members. The Board of Directors, by resolution adopted in accordance with this article, may designate one or more directors as alternate members of any committee, who may act in the place and stead of any absent member or members at any meeting of the committee.

SECTION 12. Nomination Committee. The Board of Directors shall appoint a nominating committee sixty (60) days prior to the annual meeting of the Members of the Corporation. The nominating committee shall provide all Members of the Coalition with a copy of the slate of candidates at least thirty (30) days prior to the annual meeting. Notwithstanding this provision, candidates for a position in the Board of Directors may be nominated at the annual meeting.

ARTICLE VII

Officers, Agents and Employees

SECTION 1. Officers. The executive officers of the Corporation shall be elected by the Board of Directors and may consist of a President, Vice-President, Secretary, Treasurer or other officers, assistance officers, agents and employees that the Board of Directors from time to time may deem necessary. Any two or more offices may be held by the same person.

SECTION 2. Other Officers, Employees, and Agents. Each and every other officer, employee, and agent of the Corporation shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the Board of Directors, the officer appointing him or her, and such officer or officers who may from time to time be designated by the Board to exercise supervisory authority.

SECTION 3. Election and Term of Office. The Officers of the Corporation shall be elected by the Board of Directors annually at the first meeting of the Board of Directors held after each annual meeting of the Members. If the election of Officers shall not be held at such meeting, such election shall be the first order of business at the next regular meeting of the Board. Each Officer shall hold office until his successor shall have been duly elected or until an earlier resignation, death or removal in the manner herein provided.

SECTION 4. Removal. The Board in its discretion may remove any Officer who incurs three (3) or more consecutive unexcused absences from meetings. Such unexcused absences are cause for removal from office, but not from Membership of the Corporation. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 5. Resignation. Any officer of the Corporation may resign from his or her respective office or position by delivering notice to the Corporation. The resignation is effective when delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

SECTION 6. Vacancies. When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the Board of Directors. The officer so selected shall hold office until his successor is duly elected and qualified, or until an earlier resignation, death or removal in the manner herein provided.

SECTION 7. Compensation. The Board of Directors shall fix the compensation of the agents and employees of the Corporation.

SECTION 8. President. The President shall be the Chairman of the Board of Directors, shall be the chief executive officer of the Corporation, and shall have general supervision and control of the business of the Corporation. He/she shall preside at all meetings of Members, Directors, Committees of the Board of Directors on which he/she may serve, and discharge the duties of a presiding officer. He/she shall present at each annual meeting of the Members a report of the business of the Corporation for the preceding fiscal year; and shall perform whatever other duties the Board of Directors may from time to time prescribe, and as are incident to the offices of President and Chief Executive Officer.

SECTION 9. Vice-President. The Vice-President shall be the Vice-Chairman of the Board of Directors. The Vice-President shall, in the absence or disability or inability of the President, perform the duties and exercise the powers of the President. He/she also shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign him/her. In the event the President refuses to act, the Vice-President may act for him/her at the direction of the Board of Directors.

SECTION 10. Secretary. The secretary shall keep the minutes of the meeting of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation; and keep a register of the address of each Member of the Corporation. In addition, the secretary shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him or her by the Board of Directors and as are incident to the office of secretary.

SECTION 11. Treasurer. The Treasurer shall have custody of corporate funds. He/she shall keep or be responsible for full and accurate accounts of receipts and disbursements,

an accurate and full account of all assets and liabilities, and shall deposit all corporate monies and other valuable effects in the name and to the credit of the Corporation in a depository or depositories designated by the Board of Directors. He/she shall disburse the funds of the Corporation and shall render to the President or the Board of Directors, whenever they may require it, an account of his transactions as Treasurer and of the financial condition of the Corporation. In addition, the treasurer shall possess, and may exercise such power and authority, and shall perform such duties, as may from time to time be assigned to him by the Board of Directors and as are incident to the office of treasurer.

SECTION 12. Delegation of Duties. Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any Director or Directors or agent.

ARTICLE VIII

Amendments

These Bylaws may only be altered, amended or repealed upon approval by the Board of Directors of proposals submitted by the Members and subsequently approved at a meeting of the Members by fifty one (51%) percent of the weighted votes.

The foregoing Bylaws were adopted unanimously by the Board of Directors at its Organizational Meeting.

PLEASE
SIGN ->

Secretary



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3-13-98
3-18-98
970032\corp\bylaws

EXHIBIT C

**Good Standing Certificate
for
PROJECT DISCOVERY, INC.**

State of Florida

Department of State

I certify from the records of this office that PROJECT DISCOVERY, INC. is a corporation organized under the laws of the State of Florida, filed on March 16, 1998.

The document number of this corporation is N98000001543.

I further certify that said corporation has paid all fees due this office through December 31, 2016, that its most recent annual report/uniform business report was filed on July 6, 2016, and that its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Twentieth day of July, 2016*



Ken DeFuria
Secretary of State

Tracking Number: CU3752832458

To authenticate this certificate, visit the following site, enter this number, and then follow the instructions displayed.

<https://services.sunbiz.org/Filings/CertificateOfStatus/CertificateAuthentication>

EXHIBIT D

**Resolution
of
PROJECT DISCOVERY, INC.**

Project Discovery, Inc., a Florida corporation

Certificate of Officer as to
ACTION OF THE BOARD OF Directors

The undersigned officer of Project Discovery, Inc., a Florida corporation hereby certifies that the Board of Directors of Project Discovery adopted the following resolution (by vote of the Directors at a meeting of the Board of Directors of Project Discovery duly called and held on May 25, 2016):

Whereas Project Discovery owns a parcel of land adjacent to the Museum of Discovery and Science and legally described in Exhibit A attached hereto (the "Property") and

Whereas Project Discovery intends to develop a Science Park on the Property and

Whereas the City has agreed to acquire an undivided interest in the Property and

Whereas the City has agreed to enter into a long term lease of the Property with Project Discovery;

RESOLVED, that Project Discovery shall enter into a Funding Agreement with the City of Fort Lauderdale and related documents to set forth the terms of the City's purchase of an undivided interest in the Science Park property in substantially the form presented on May 25, 2016 with such changes as may be approved by the President of Project Discovery.

RESOLVED, that Project Discovery shall enter into a Lease Agreement with the City of Fort Lauderdale for a term of 50 years for development and use of the Science Park property in substantially the form presented on May 25, 2016 with such changes as may be approved by the President of Project Discovery. .

RESOLVED, that the President of Project Discovery and/or the Secretary of Project Discovery shall be and hereby are authorized and empowered, acting singly, to perform such acts and deeds and to execute such documents and instruments as may be necessary or appropriate to carry out the foregoing resolutions.

RESOLVED, that all of the actions of the President and Secretary to consummate the Funding Agreement and the Lease, shall be binding on Project Discovery without any additional consent of the Board of Directors.

RESOLVED, that these Resolutions may be relied upon by the City of Fort Lauderdale in connection with the aforementioned transactions;

RESOLVED, that all of the foregoing resolutions are in accordance with the Bylaws of Project Discovery.

RESOLVED, that these Resolutions shall be effective as of May 25, 2016.

IN WITNESS WHEREOF, the undersigned has executed this Certificate.

A handwritten signature in cursive script, appearing to read "Kim L. Cavendish", written in dark ink.

Kim L. Cavendish, President, Board of Directors, Project Discovery, Inc.