

NOI 0000008676

TRANSMITTAL LETTER

FILED

01 DEC 12 PM 12: 57

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-12/12/01--01007--009  
\*\*\*\*621.25 \*\*\*\*621.25

THE KEY BISCAIYNE CHAMBER OF COMMERCE, INC.  
SUBJECT:

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of Reinstatement/Reincorporation and a check for :  
\$621.25as follows: \$35.00-Filinf Fee; \$35.00-Registered Agent;  
and \$551.25 for nine (9) years of reports.

**FEES:**

Filing Fee	\$35.00
Registered Agent	\$35.00
Annual Reports for 1993 through present year	\$61.25 per calendar year.

**OPTIONAL:**

Certified Copy \$8.75 (plus \$1 per page over 8, not to exceed a maximum of \$52.50)  
Certificate of Status \$8.75

FROM: Mortimer Fried, Attorney

Name (Printed or typed)

291 Harbor Court

Address

Key Biscayne, Florida 33149

City, State & Zip

(305) 361-5455

Daytime Telephone number

*WSP  
12/12/01*

**APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF  
LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT  
CORPORATION FILED**

IN COMPLIANCE WITH s. 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992, PURSUANT TO s. 617.1623(1)(c):  
TALLAHASSEE, FLORIDA

1. " THE KEY BISCAYNE CHAMBER OF COMMERCE"  
Name of corporation exactly as it appears in legislative or judicial charter.

2. 87 West McIntyre Street, Key Biscayne, Florida 33149  
Street address of the principal office of the corporation.  
(This address will be used for the mailing of corporation annual reports)

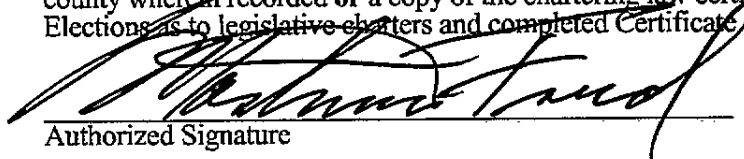
3. February 5, 1957  
Date of legislative or judicial incorporation

4. FEI Number 59 1163127  FEI Number applied for  
 FEI Number not required

5. Name, address and title of current officers and/or directors:  
(use additional page if necessary)

Title	Name	Street Address	City/State/Zip
Pres.	Robert Duzoglou	87 W. McIntyre St., Key Biscayne, FL.	33149
V. Pres.	Ani Nunez	87 W. McIntyre St., Key Biscayne, FL.	33149
V. Pres.	Alicia Koenig	" " " "	" "
Treas.	Alan Sonnabend	" " " "	" "
Sec.	Glen Von Hartz	" " " "	" "

6. Attached is a copy of the judicial charter and all amendments thereto certified by the Circuit Court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.

  
Authorized Signature

Mortimer Fried, Attorney for Corporation; Fla. Bar NO. 26697  
Name and capacity of person signing application  
(see S. 617.10201(6))

CHARTER OF THE KEY BISCAYNE CHAMBER OF COMMERCE

TO: The Honorable Judges of the Circuit Court of the Eleventh Judicial Circuit of Florida, In and For Dade County, Florida.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, under the following proposed charter.

ARTICLE I. NAME

The name of the corporation is "THE KEY BISCAYNE CHAMBER OF COMMERCE", and it is located on the island of Key Biscayne in Dade County, Florida.

ARTICLE II. OBJECT

The object and purpose of "THE KEY BISCAYNE CHAMBER OF COMMERCE" is to promote and advance the business, commercial, professional and civic interests of the island of Key Biscayne in Dade County, Florida.

ARTICLE III. MEMBERS

Membership in "THE KEY BISCAYNE CHAMBER OF COMMERCE" shall be open to any person, partnership, association or corporation interested in the business, commercial, professional and civic welfare of the island of Key Biscayne, Dade County, Florida.

ARTICLE IV. TERM

The corporation shall have perpetual existence unless it is sooner dissolved by an order of this Court or in some other manner provided by law.

ARTICLE V. OFFICERS AND DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors consisting of the President, Vice President, Secretary, Treasurer and three other members elected by a majority of the votes cast at the first business meeting of the corporation.

The officers and directors shall serve for terms of one year each and may be re-elected by the membership.

The officers and directors who are to manage the affairs of the corporation until the first election is held under this Charter are as follows:

President	Jerry C. Clarke
Vice President	Edward Koster
Secretary	Mary E. Howard
Treasurer	Raymond Longo
Director	R. M. Benedict
Director	Bernice Bristol
Director	Stanley Bak

ARTICLE VI. SUBSCRIBERS

The names and addresses of the subscribers of this corporation are as follows:

<u>Names</u>	<u>Addresses</u>
Jerry C. Clarke	32 S. Crandon Boulevard, Key Biscayne
Edward Koster	629 Hampton Lane, Key Biscayne
Mary E. Howard	32 S. Crandon Boulevard, Key Biscayne
Raymond Longo	762 Fernwood Road, Key Biscayne
R. M. Benedict	710 Ridgewood Road, Key Biscayne
Bernice Bristol	634 S. Crandon Boulevard, Key Biscayne
Stanley Bak	500 Harbor Drive, Key Biscayne

ARTICLE VII. BY-LAWS

The By-Laws of the Corporation are to be made, altered, amended or rescinded by a two-thirds vote of the members present at any regular meeting, provided however, that such proposal shall be noticed to the members not less than Ten (10) Days prior to such meeting.

ARTICLE VIII. INDEBTEDNESS

The highest amount of indebtedness or liability to which the corporation may at any time subject itself, which shall never be greater than two-thirds of the value of the real and personal property of the corporation, shall be Five Thousand Dollars (\$5,000.00).

ARTICLE IX. REAL ESTATE

The amount in value of the real estate which the corporation may hold, subject always to the approval of the Circuit Judge, shall be Fifty Thousand Dollars (\$50,000.00).

WITNESS the hands and seals of the subscribers to the CHARTER OF THE KEY BISCAWAYNE CHAMBER OF COMMERCE this 4th day of February, A. D. 1957 at Key Biscayne in the County of Dade in the State of Florida.

Jerry C. Glavin (SEAL)  
Edward Foster (SEAL)  
Mary E. Howard (SEAL)  
Raymond Long (SEAL)  
R. N. Benedict (SEAL)  
Bernice Bristol (SEAL)  
Stanley Bask (SEAL)

STATE OF FLORIDA )  
COUNTY OF DADE ) SS.

Before me, the undersigned authority, personally appeared JERRY C. CLARKE, to me well known to be one of the subscribers described in the foregoing CHARTER OF THE KEY BISCAYNE CHAMBER OF COMMERCE, who, after being duly sworn, deposes and on oath says that it is intended in good faith to carry out the objects and purposes set forth herein.

*Jerry C. Clarke*  
Jerry C. Clarke

SWORN TO AND SUBSCRIBED BEFORE ME this 5th day of February, A. D. 1957.

*Charles F. [Signature]*  
Notary Public, State of Florida at  
Large

My commission expires:

APPROVAL OF THE CHARTER OF  
THE KEY BISCAYNE CHAMBER OF COMMERCE

The above and foregoing proposed CHARTER OF THE KEY BISCAYNE CHAMBER OF COMMERCE having been presented for approval; and upon inspection thereof, the same having been found in proper form and for an object authorized by the Statutes of the State of Florida in that behalf made and provided;

Said proposed CHARTER OF THE KEY BISCAYNE CHAMBER OF COMMERCE shall be and hereby is approved and henceforth the subscribers, their associates, and their successors shall be a corporation by the name given.

APPROVED and ordered in Chambers at Miami, Dade County, Florida, this 5th day of February, A. D. 1957.

*Margaret [Signature]*  
CIRCUIT JUDGE

State of Florida, County of Dade.

This instrument was filed for record the 5th day of Feb 1957 at 11:25 AM. and duly recorded in OFFICIAL RECORDS Book 59 on Page 79 File No. 20626

H. B. LEAFELIAN  
Clerk Circuit Court

Ekvick & Dougherty

200 Shoreland Building Miami 32, Florida

**CERTIFICATE OF REINCORPORATION**

Pursuant to s. 617.0901, Florida Statutes, this certificate of reincorporation was duly authorized by a meeting of its members regularly called or by a meeting of its board of directors if there were no members entitled to vote on the reincorporation:

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**ARTICLE I NAME**

The name of the corporation shall be:  
THE KEY BISCAZYNE CHAMBER OF COMMERCE, INC."

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and the mailing address of this corporation shall be:  
87 West McIntyre Street  
Key Biscayne, Florida 33149

**ARTICLE III PURPOSE**

The specific purpose for which the corporation is organized:

SEE ARTICLE I ATTACHED HERETO.

**ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

SEE ARTICLE IV ATTACHED HERETO.

**ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

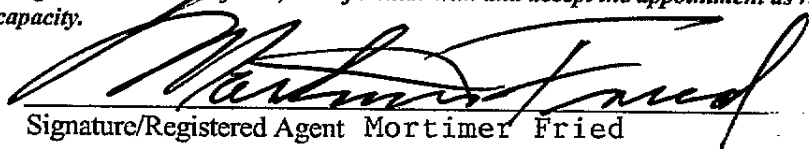
Mortimer Fried, Attorney  
291 Harbor Court  
Key Biscayne, Florida 33149

**ARTICLE VI INCORPORATOR**

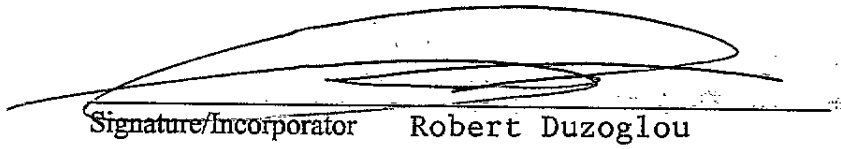
The name and address of the Incorporator is:

Robert Duzolou  
87 W. McIntyre St. , Key Biscayne, FL. 33129

\*\*\*\*\*  
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Signature/Registered Agent Mortimer Fried

12-3-01  
Date

  
Signature/Incorporator Robert Duzoglou

12-5-01  
Date

**ATTACHMENT TO  
CERTIFICATE OF REINCORPORATION**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE III PURPOSE:**

**The purposes of this corporation are as follows:**

**To preserve the competitive enterprise system of business; promote] business; community growth and development; and advance the business, Commercial, professional and civic interest of the Village of Key Biscayne.**

**ARTICLE IV MANNER OF ELECTION;**

**VOTING. Every member of the corporation , in good standing, shall have the right and be entitled to one vote at annual elections, and upon every proposal properly submitted.**

**ELECTIONS: At all annual meetings sufficient number of directors shall be elected by the members for term of three (3) years to succeed the directors whose terms then expire; provided that nothing herein shall be construed to prevent the election of a director to succeed themselves.**

**Not less than three (3) weeks prior to the annual meeting, a ballot of nominations, together with a short biography of each nominee, to fill the vacancies to occur on the Board of Directors, shall be mailed to all members in good standing. The results of said vote shall be announced at the annual meeting, and those persons receiving the highest number of votes shall have been elected and shall take office,**