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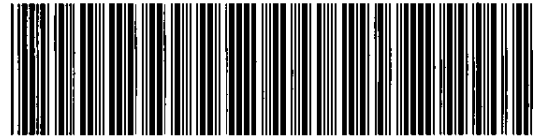
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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J. Stivers DEC 05 2010

ARTICLES OF INCORPORATION
OF
FRIENDS OF MIAMI MARINE STADIUM, INC.
(a not-for-profit corporation)

I, the undersigned Incorporator to these Articles of Incorporation, hereby associate myself in the formation of a not-for-profit corporation (the "Corporation") under the laws of the State of Florida, pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

Friends of Miami Marine Stadium, Inc.

ARTICLE II

PRINCIPAL OFFICE ADDRESS OF CORPORATION

The principal office address of the Corporation is:

1390 Ocean Drive, No. 207
Miami Beach, Florida 33139

ARTICLE III

PURPOSE

The Corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes. Such purposes include, but are not limited to, to provide services to, raise funds for, further the mission of and provide advocacy for the preservation, improvement and operation of the Miami Marine Stadium.

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not-for-profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor thereto.

The Corporation shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities which are not permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Revenue laws.

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No part of the income or principal of this Corporation shall inure to the benefit of, or be distributed to, any member, director or officer of the Corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

ARTICLE IV

POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not-for-profit by virtue of Florida Statutes Chapter 617, the Florida Not For Profit Corporation Act. The Corporation's activities are limited by any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor thereto.

ARTICLE V

MEMBERS

The Corporation may have members as determined pursuant to the By-Laws of the Corporation. In no event, however, shall any such members of the Corporation have any voting or other rights as members of the Corporation unless these rights are specifically provided for in the Corporation's By-Laws.

ARTICLE VI

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors which shall consist of not more than fifteen (15) individuals. The exact number of the members of the Board of Directors of the Corporation shall be established in the Corporation's By-Laws. The members of the Board of Directors of the Corporation shall be appointed as provided in the Corporation's By-Laws.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The name and street address of the member of the initial Board of Directors who shall hold office until his successor is duly elected or appointed and is qualified is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Donald Worth	1390 Ocean Drive, No. 207 Miami Beach, Florida 33139

ARTICLE VIII

BY-LAWS

Section 1. The Directors of the Corporation may adopt such By-Laws for the conduct of the business of the Corporation and the carrying out of its purposes, as such Directors may deem necessary from time to time.

Section 2. Upon such notice as set forth in the By-Laws, the By-Laws may be amended, altered or rescinded as provided in said By-Laws.

Section 3. The By-Laws of the Corporation shall contain provisions regulating the powers of the Corporation, the members, directors and the officers, the control of property owned by the Corporation and such other things as shall be necessary and proper for the carrying out of the purpose of the Corporation.

ARTICLE XIX

AMENDMENT

These Articles of Incorporation may be amended at any meeting of the Board of Directors of the Corporation at which a quorum is present, by a two-thirds majority of the members of the Board of Directors present and entitled to vote, provided that written notice of such amendment and the meeting shall be provided to all members of the Board of Directors at least thirty (30) days in advance of the meeting.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify all of its officers, directors and employees and all of its former officers, directors and employees, as may be specifically provided in the Corporation's By-Laws.

ARTICLE XI

DISSOLUTION

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, or to the federal, state or local government for exclusively public purposes.

ARTICLE XII

TERM OF EXISTENCE

The existence of this Corporation shall commence at the time that these Articles of Incorporation are duly accepted by and filed with the Department of State of the State of Florida.

The Corporation shall exist perpetually, unless dissolved in accordance with the laws of the State of Florida.

ARTICLE XIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Lynn B. Lewis, P.A.
1390 Brickell Avenue, Suite 280
Miami, Florida 33131

The initial Registered Agent of this Corporation at that address is Lynn B. Lewis.

ARTICLE XIV

INCORPORATOR

The name and street address of the Incorporator is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Donald Worth	1390 Ocean Drive, No. 207 Miami Beach, Florida 33139

ARTICLE XV

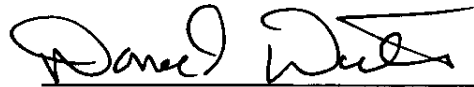
SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by the Florida Not for Profit Corporation Act, the following specific provisions are made for the regulation of the business and the conduct of affairs of this Corporation:

1. No contract or other transaction between the Corporation and any other person, firm, association, partnership or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a member, director or officer, or are members, directors or officers of such other firm, association, partnership or corporation. Any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested. No person,

firm, association, partnership or corporation shall be adversely affected by the fact that any director or directors of the Corporation is or are interested in such contract, account, firm, association, partnership, or corporation. Each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of such person, or any firm, association, partnership or corporation in which such person may in any way be interested. The directors, when so interested, shall be counted as present at the Board of Directors meetings, and may vote in such meetings as fully and with the same effect as if not so interested.

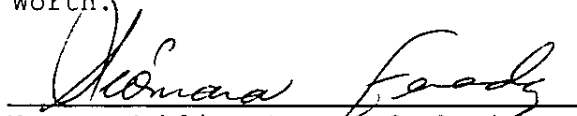
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 23 day of November 2010.



Donald Worth, Incorporator

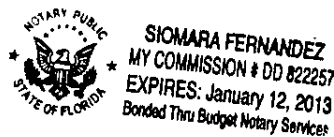
STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation were acknowledged before me this November 23, 2010 by Donald Worth.



Notary Public, State of Florida
at Large

My Commission Expires:



DESIGNATION AND ACCEPTANCE

OF


REGISTERED AGENT

FOR

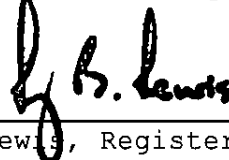
FRIENDS OF MIAMI MARINE STADIUM, INC.

Pursuant to Chapter 617, Florida Statutes and having filed its Articles of Incorporation contemporaneously herewith, the Corporation hereby designates its Registered Office at Lynn B. Lewis, P.A., 1390 Brickell Avenue, Suite 280, Miami, Florida 33131, and hereby names Lynn B. Lewis located at such Registered Office as the Corporation's Registered Agent to accept service of process within this state.

FRIENDS OF MIAMI MARINE STADIUM, INC.

By: 
Donald Worth, Incorporator

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.


Lynn B. Lewis, Registered Agent

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