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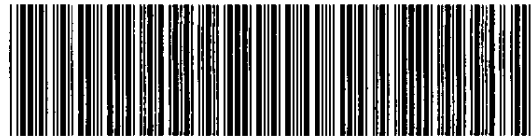
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

1/19

WILLIAM S. POLLAK, P. A.

19 W. FLAGLER STREET, SUITE 607
MIAMI, FLORIDA 33130-4408

WILLIAM S. POLLAK, ESQ.
ALSO ADMITTED IN:
NEW YORK
THE DISTRICT OF COLUMBIA

TELEPHONE: (305) 358-5088
FACSIMILE: (305) 358-5087
E-MAIL: WSPOLLAK@WSP-LAW.COM

January 18, 2011

Via FedEx US Airbill
#8668 2342 9969

Department of State
Division of Corporations
The Clifton Building
2661 Executive Center Circle
Tallahassee FL 32301

Re: **Scenic Miami, Inc.**; Articles of Incorporation, Designation of Registered Agent, and
Acceptance as Registered Agent

Dear Sir or Madam:

Enclosed for filing is an original "Articles of Incorporation of Scenic Miami, Inc.," including a "Designation of Registered Agent" and "Acceptance as Registered Agent." I also enclose City National Bank Cashier's Check #0000000541063, dated today and drawn in favor of the Department of State in the amount of \$78.75, in payment of applicable filing fees, a Registered Agent Designation, and a certified copy of the file.

Please return the certified copies to me at the letterhead address.

Thank you for your prompt attention to this matter.

Very truly yours,



William S. Pollak, Esq.

WSP/
enclosures stated

APPROVED
AND
FILED

**ARTICLES OF INCORPORATION
OF
SCENIC MIAMI, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, for the purposes of forming a corporation under the "General Not For Profit Corporation Law" of the State of Florida, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME OF CORPORATION

The name of the Corporation is **Scenic Miami, Inc.**

ARTICLE II: ADDRESS

The principal street address and mailing address of the Corporation is 19 W. Flagler Street, Suite 607, Miami, Florida 33130-4408.

ARTICLE III: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 19 W. Flagler Street, Suite 607, Miami, Florida 33130-4408. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial name of the registered agent of this Corporation at that address is William S. Pollak. The Board of Directors may from time to time designate a new registered agent.

ARTICLE IV: INCORPORATOR

The name and address of the incorporator of this Corporation is:

William S. Pollak
William S. Pollak, P.A.
19 W. Flagler Street, Suite 607
Miami, Florida 33130-4408

ARTICLE V: INITIAL BOARD OF DIRECTORS

- A. The initial number of directors for this Corporation shall be five (5).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than three (3).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified are:

- a. Beatriz Baldan
770 Claughton Island Drive, Suite 1709
Miami, Florida 33131-2631
- b. Murray Dubbin
801 N. Venetian Drive, #904
Miami, Florida 33139-1068
- c. William S. Pollak
William S. Pollak, P.A.
19 W. Flagler Street, Suite 607
Miami, Florida 33130-4408
- d. Barbara K. Bisno
1000 Venetian Way, #603
Miami, Florida 33139-1010
- e. Peter R. Ehrlich, Jr.
770 NE 69th Street, Unit 5-D
Miami, Florida 33138-5764

ARTICLE VI: MANNER OF ELECTION OF BOARD OF DIRECTORS

The directors shall be elected by the voting members. The voting members shall consist of the Board of Directors, any Honorary Members designated as voting members by the Board of Directors, any Life Members designated as voting members by the Board of Directors, and any additional members designated as voting members in accordance with the Bylaws.

ARTICLE VII: PURPOSES

The purposes for which the Corporation is organized are exclusively charitable, educational or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code and more particularly its purposes are:

- a. To protect and promote the scenic beauty of the Greater Miami metropolitan area by educating the public regarding the adverse impact of visual pollution and encouraging the adoption of meaningful regulations on signs and outdoor advertising.
- b. To promote and carry out programs that protect natural beauty in the environment, preserve and enhance landscapes and streetscapes, protect historical and cultural resources, promote enhancement of scenic approaches, improve community appearance, and foster establishment and preservation of scenic road systems.
- c. To promote education of the public about the economic, social, and cultural benefits of protecting and enhancing scenic resources and community appearance.

- d. To coordinate efforts to preserve and enhance visual resources.
- e. To provide information to appearance commissions, garden clubs, historic preservation groups, environmental organizations, civic groups, government agencies, and other individuals and organizations interested in preserving and enhancing visual resources.
- f. To research, study, and analyze federal, state, and local policies affecting the visual appearance of the Greater Miami metropolitan area.
- g. To encourage and foster any other such activity that has the purpose of promoting appreciation and preservation of scenic resources within the Greater Miami metropolitan area.
- h. To support the seven principles for scenic conservation developed by Scenic America.
- i. To do anything, perform any act, and exercise any right or any power now or hereafter conferred by the laws of the State of Florida upon a general not-for-profit corporation organized under the laws of the State of Florida, and, in general, to carry on any of the activities herein set forth to the same extent and as fully as a natural person might or could do. However, nothing set forth in these Articles shall be construed as authorizing the corporation to possess any purpose, object, or power to do anything forbidden by law to a not-for-profit corporation organized under the laws of the State of Florida or to engage in activity not approved by Section 501(c)(3) of the Internal Revenue Code, including any substitute or successor section. The corporation shall not possess or exercise any power or authority, either expressly, by interpretation or by operation of law which will prevent it from at any time qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code, including any substitute or successor section.

ARTICLE VIII: INUREMENT OF INCOME

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons or entities except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to reimburse individuals for amounts expended by them in furtherance of the purposes set forth in Article 4 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of 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, including any substitute or successor section, or (b) by a corporation, contributions to which are deducted under Section 170(c)(2) of the Internal Revenue Code, including any substitute or successor section.

ARTICLE IX: LEGISLATIVE OR POLITICAL ACTIVITIES

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not

participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

ARTICLE X: OPERATIONAL LIMITATIONS

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, including any substitute or successor section, or (b) by a corporation, contributions to which are deducted under Section 170(c)(2) of the Internal Revenue Code, including any substitute or successor section.

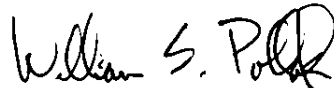
ARTICLE XI: DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (including any substitute or successor section or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors may determine. Any asset not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operating exclusively for such purposes.

ARTICLE XII: DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing these Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of January, 2011.



William S. Pollak

DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That Scenic Miami, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business in Miami, Florida, has named William S. Pollak, located at William S. Pollak, P.A., 19 W. Flagler Street, Suite 607, Miami, Florida 33130-4408, as its agent to accept service of process within Florida.

SCENIC MIAMI, INC.

By: William S. Pollak
William S. Pollak, Incorporator

Dated: January 18, 2011

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

ACCEPTANCE AS REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties. In addition, the undersigned hereby acknowledges that he is familiar with, and accepts, the obligations provided for in Section 617.0503, Florida Statutes.

William S. Pollak
William S. Pollak, Registered Agent

Dated: January 18, 2011