

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

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N95000000888

CSC networks

Mail To:
P.O. Box 5828
Tallahassee, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 547489 81395A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : February 23, 1995

ORDER TIME : 9:19 AM

ORDER NO. : 547489

CUSTOMER NO: 81395A

CUSTOMER: Lee Mandell, Esq
LEE MANDELL, P.A.

75 Valencia Avenue, Suite 1002

Coral Gables, FL 33134

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***122.50 ***122.50

DOMESTIC FILING

N95:00000888

NAME: COALITION OF DADE COUNTY
CHAMBERS OF COMMERCE, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS

FILED
95 FEB 23 10 21 AM
TALLAHASSEE, FL

(b, name)
12
2-23-95
C2/A

ARTICLES OF INCORPORATION

OF

COALITION OF DADE COUNTY CHAMBERS OF COMMERCE, INC.

FILED
95 FEB 23 11:10 AM
TALLAHASSEE

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation to form a corporation, not for profit, pursuant to Chapter 617 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be COALITION OF DADE COUNTY CHAMBERS OF COMMERCE, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III - GENERAL PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States and this State.

This corporation is formed for such purposes as will qualify it as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV - ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V - DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed to charitable, philanthropic, scientific or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE VI - INITIAL STREET ADDRESS

The initial street and mailing address of the principal office of this corporation is:

c/o Greater South Dade/South Miami/
Kendall Chamber of Commerce
6410 S.W. 80th Street
South Miami, Florida 33143

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have at least three (3) Directors initially. The number of directors may be increased or decreased from time to time, and the directors shall be elected, in such manner as may be prescribed by the Bylaws.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation, to the extent that it is financially able to do so, shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or

officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with, any claim or liability as to which it shall be adjudged that such officer or director is liable for gross negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; and director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so

interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

Ms. Donna Mason
c/o GREATER SOUTH DADE/SOUTH MIAMI/
KENDALL CHAMBER OF COMMERCE
6410 S.W. 80th Street
South Miami, Florida 33143

Mr. Ron Robison
c/o CORAL GABLES CHAMBER OF COMMERCE
50 Aragon Avenue
Coral Gables, Florida 33134

Mr. Fred Messing
c/o BAPTIST HOSPITAL OF MIAMI
8900 North Kendall Drive
Miami, Florida 33176-2197

ARTICLE IX - SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation is:

Lee Mandell, Esq.
LEE MANDELL, P.A.
75 Valencia Avenue
Suite 1002
Coral Gables, Florida 33134

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the voting Directors of the corporation.

ARTICLE XI - CALLING OF SPECIAL MEETING

Any special meeting of members may be called in accordance with the Bylaws.

ARTICLE XII - QUORUM AND VOTING

Quorum and voting requirements shall be described in the Bylaws.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the voting Members and voted on in the manner set forth in the Bylaws.

**ARTICLE XIV - DATE OF COMMENCEMENT
OF CORPORATE EXISTENCE**

The date of commencement of corporate existence of this corporation shall be upon filing hereof in the Office of the Secretary of State.

IN WITNESS WHEREOF, the Subscriber of these Articles of

Incorporation has hereunto set his hand and seal this 22nd day of February, 1995.

Lee Mandell
LEE MANDELL

STATE OF FLORIDA)
COUNTY OF DADE)

SS:

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Lee Mandell, to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 22nd day of February, 1995.

Christopher W. Caldwell
Notary Public State of Florida
at Large
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES JUNE 19, 1995
BONDED THROUGH HUCKLEBERRY & ASSOCIATES

My Commission Expires:

CERTIFICATE

DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED
95 FEB 23 11 10 42
SEC. TALLER
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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- that COALITION OF DADE COUNTY CHAMBERS OF COMMERCE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of South Miami, State of Florida, has named Lee Mandell, Esq., of LEE MANDELL, P.A., 75 Valencia Avenue, Suite 1002, City of Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply, and I am familiar, with the provision of said Act relative to keeping open said office.



LEE MANDELL