

n00600000448



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 5, 2000

MARTIN MARQUEZ
P.O. BOX 661200
MIAMI, FL 33266-1200

SUBJECT: SHOPPES OF THE SPRINGS, INC.
Ref. Number: W00000000285

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SHOPPES OF THE SPRINGS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Angela Howell
Document Specialist

Letter Number: 300A00000389

As requested.

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A. Howell JAN 25 2000

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**ARTICLES OF INCORPORATION OF,
SHOPPES OF THE SPRINGS, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporators, a majority of who are citizens of the United States, form a corporation not-for-profit under Florida Statutes, Chapter 617.

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this corporation is Shoppes of the Springs, Inc. The principal office shall be located at 270 Westward Drive, Miami Springs, Florida 33166, and shall serve as principal office until otherwise determined from time to time by the Board of Directors of the Shoppes of the Springs, Inc.

ARTICLE II. PURPOSE

This corporation shall exist for the primary purpose of unifying and revitalizing the Miami Springs Business District by strengthening the existing businesses, increasing community awareness, marketing the existing businesses, as well as attracting new businesses to the area and preserving the historic assets of the community within the business district. In addition, it shall be organized for charitable and educational purposes including for such purposes as the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 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 the 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 the corresponding section of any future tax code.

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III. MEMBERS

- (a) Membership is limited to those persons or entities owning and/or operating an ongoing business within the city limits of Miami Springs, Florida, and having an interest in the stated purposes of the corporation and a willingness to assist and participate in the corporation in carrying out those purposes.
- (b) Members of this corporation shall be admitted to membership by majority vote of the Board of Directors of the Corporation.
- (c) This corporation shall issue no stock. 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, 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 the purposes set forth in Article II hereinabove.

ARTICLE IV. DURATION

The term of existence of the corporation is perpetual.

ARTICLE V. SUBSCRIBERS

The names and residences of the subscribers are:

Cheryl Mulet
217 Hunting Lodge Drive
Miami Springs, Florida 33166

Perry Margolis
324 South Drive
Miami Springs, Florida 33166

Martin L. Marquez
401 Hunting Lodge Drive
Miami Springs, Florida 33166

ARTICLE VI. OFFICERS

- (a) The affairs of this corporation shall be managed by officers elected by the board of directors at its annual meeting. The officers shall serve until the next annual meeting of the board of directors, unless removed earlier in accordance with the bylaws.
- (b) The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

President	Cheryl Mulet
Vice President	Perry Margolis
Secretary/Treasurer	Martin L. Marquez

ARTICLE VII. DIRECTORS

This corporation shall have a board of directors of seven (7) directors initially. The number and method of electing directors shall be prescribed in the bylaws from time to time. The names and addresses of the directors who shall serve until the first election are:

Cheryl Mulet - (305) 888-8600
217 Hunting Lodge Drive
Miami Springs, Florida 33166

Perry Margolis -(305) 863-0707
324 South Drive
Miami Springs, Florida 33166

Martin L. Marquez - (305) 887-4902 – state wide pager (305)376-8464
401 Hunting Lodge Drive
Miami Springs, Florida 33166

Vacancies in the initial board of directors occurring before the first election shall be filled by the directors remaining in office even though they do not constitute a quorum of the board of directors.

ARTICLE VIII. BYLAWS

The bylaws of the corporation shall be adopted by the board of directors.

ARTICLE IX. AMENDMENTS

An amendment to these articles may be proposed by the board of directors or a member. Amendments shall be adopted by the board of directors by the affirmative vote of at least three fourths of the directors present and voting at a meeting at which a quorum is present.

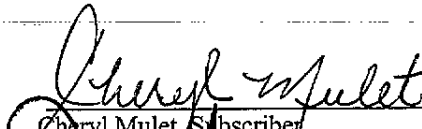
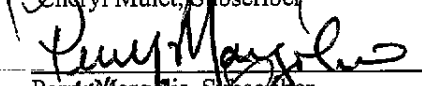
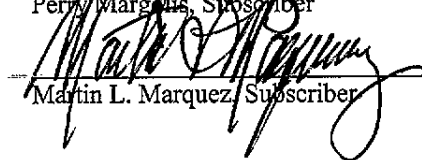
ARTICLE X. RESIDENT AGENT

The initial resident agent for this corporation is Cheryl Mulet and the initial resident office is located at 217 Hunting Lodge Drive, Miami Springs, Florida 33166.

ARTICLE XI. MEMBER MEETING

No act of the members shall be valid unless taken at a meeting of members after notice as prescribed in the bylaws.

DATED this 14th day of January, 2000


Cheryl Mulet, Subscriber

Perry Margolis, Subscriber

Martin L. Marquez, Subscriber

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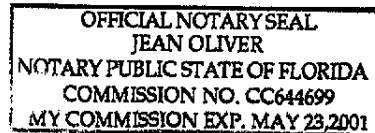
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 14th day of January, 2000 by
Cheryl Mulet, Perry Margolis, Martin L. Marquez, who are personally known to me or who have produced
DRIVERS LICENSE as identification.

Jean Oliver JEAN Oliver
NOTARY PUBLIC, STATE OF FLORIDA

ACCEPTANCE BY RESIDENT AGENT



HAVING BEEN NAMED as resident agent for this corporation at the office designated in the foregoing
articles of incorporation, the undersigned accepts the designation.

Cheryl Mulet
Cheryl Mulet, Resident Agent