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FLORIDA PROFIT/NON PROFIT CORPORATION
500 Lincoln Road, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
COMMERCIAL SERVICES

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FOR INFO

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**ARTICLES OF INCORPORATION
OF
500 LINCOLN ROAD, INC.
a Florida not for profit corporation**

These Articles of Incorporation (these "**Articles**") are hereby made and acknowledged by the undersigned, to be filed with the Secretary of State, State of Florida, for the purpose of forming a not for profit corporation in accordance with Chapter 617 of the Florida Statutes.

**ARTICLE I
NAME AND ADDRESS**

(a) The name of the corporation governed by these Articles shall be "500 LINCOLN ROAD, INC." (the "**Corporation**").

(b) The street address of the Corporation's initial principal office shall be 1620 Drexel Avenue, Miami Beach, Florida 33139.

(c) The Corporation's mailing address shall be 1620 Drexel Avenue, Miami Beach, Florida 33139.

**ARTICLE II
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSES; RESTRICTIONS**

(a) The exclusive purposes for which the Corporation is organized are: (i) taking title to a parcel of land within that certain property located within 1620 Drexel Avenue, Miami Beach, Florida 33139 (the "**Parcel**"), which Parcel is currently owned by Miami Beach Community Church, Inc., the Corporation's sole member and parent, a Section 501(c)(3) corporation (the "**501(c)(3) Parent**"); (ii) developing certain improvements on the Parcel for rental to third parties; (iii) collecting rental income therefrom; (iv) remitting net income to the 501(c)(3) Parent; and (v) subject to Article III(b) of these Articles, engaging in any lawful activities as are necessary or incidental to accomplishing the foregoing purposes.

(b) Any other purposes that would jeopardize the Corporation's tax-exempt status under Section 501(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax laws (the "**Code**") are prohibited by these Articles.

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ARTICLE IV
POWERS

Subject to the restrictions in these Articles, the Corporation shall have the authority to exercise all of the powers conferred upon not for profit corporations under the laws of the State of Florida, except for those that may conflict with the restrictions and requirements of a Section 501(c)(2) corporation under the Code.

ARTICLE V
MEMBER

The Corporation shall have as its one, sole member the 501(c)(3) Parent. The rights of the member shall be set forth in the Corporation's Bylaws, and shall not conflict with the restrictions and requirements of a Section 501(c)(2) corporation under the Code.

ARTICLE VI
DIRECTORS

(a) All corporate powers shall be exercised by or under the authority of, and the Corporation's affairs shall be managed by, the Corporation's Board of Directors.

(b) The names and addresses of the initial members of the Board of Directors are as follows:

- 1) Peter Chevalier – President, Director
189 NW 102 St.
Miami Shores, FL 33150
- 2) Alison Avecillas - Vice President, Director
910 Michigan Ave. Apt. 303
Miami Beach, FL 33139
- 3) Aaron Trantina – Secretary, Director
400 South Pointe Dr. Unit 1202
Miami Beach, FL 33139

(c) The manner in which future Directors are to be elected or appointed by the 501(c)(3) Parent shall be as set forth in the Corporation's Bylaws. The number of Directors may be increased or decreased in the manner provided in the Corporation's Bylaws, but the Corporation shall always have at least three (3) Directors.

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**ARTICLE VII
BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The powers to alter, amend, or repeal the Bylaws, or adopt new Bylaws, shall be vested in the Board of Directors, unless otherwise provided in the Bylaws.

**ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION**

The Board of Directors may alter, amend, or restate these Articles at any time, and shall follow the applicable procedures prescribed under the laws of the State of Florida for amending these Articles. No change may ever be made to these Articles that would result in the denial of tax-exempt status to the Corporation under Code Section 501(c)(2).

**ARTICLE IX
DISSOLUTION**

Upon the dissolution of the Corporation or the winding up of its affairs, the remaining assets of the Corporation shall be paid to the 501(c)(3) Parent, in accordance with Code Section 501(c)(2).

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

The name and Florida street address of the Corporation's initial registered agent are as follows:

Lisa Riddle
McKluskey, McDonald & Hughes, P.A.
8821 SW 69th Court
Miami, FL 33156

**ARTICLE XI
INCORPORATOR**

The name and address of the Incorporator of the Corporation are as follows:

Peter Chevalier
189 NW 102 Court
Miami Shores, FL 33150


[signature page follows]

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The undersigned Incorporator executes and submits these Articles and affirms the truth of all facts stated in these Articles, as of March 15, 2022

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.


Peter Chevalier, as Incorporator

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CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above-stated Corporation at the place designated in its Articles of Incorporation, the undersigned hereby agrees to act in such capacity and confirms that he or she is familiar with, and accepts the obligations provided for in, Florida Statutes Section 617.0501.



Lisa Riddle, Registered Agent

Dated: March 15, 2022

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