

5/26/98

718895

FLORIDA DIVISION OF CORPORATIONS  
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NAME: RED SUNSET MERCHANTS ASSOCIATION, INC.

AUDIT NUMBER.....H98000009804

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TALLAHASSEE, FLORIDA

Amend & Restated  
Jee 5/28



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

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98 MAY 27 PM 3:36  
DIVISION OF CORPORATIONS

May 27, 1998

RED SUNSET MERCHANTS ASSOCIATION, INC.  
7800 RED ROAD  
SUITE 219AA  
MIAMI, FL 33143US

SUBJECT: RED SUNSET MERCHANTS ASSOCIATION, INC.  
REF: 718895

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

The fax audit number on each page is illegible and not acceptable for microfilming.

Please return 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) 487-6908.

Teresa Brown  
Corporate Specialist

FAX Aud. #: H98000009804  
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**CERTIFICATE OF THE AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**RED SUNSET MERCHANTS ASSOCIATION, INC.  
(A Florida not-for-profit corporation)**

**FILED**  
98 MAY 27 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT to Florida Statute, §617.1007, the RED SUNSET MERCHANTS ASSOCIATION, INC., a Florida not-for-profit corporation, hereby files this Certificate amending and restating its Articles of Incorporation. In accordance therewith, the RED SUNSET MERCHANTS ASSOCIATION, INC. provides the following information:

1. The name of the Corporation is RED SUNSET MERCHANTS ASSOCIATION, INC.

2. The text of each of the amendments adopted is as follows:

**AMENDED AND RESTATED ARTICLES  
OF RED SUNSET MERCHANTS ASSOCIATION, INC.**

FIRST: ARTICLE II of the Articles of Incorporation is hereby amended to read as follows:

**ARTICLE II**

The general nature and objects of this Corporation shall be as follows:

(a) To hold meetings of the Members of the Corporation from time-to-time to bring about better acquaintance and a closer feeling of friendship among the individual Members of the Corporation.

(b) To aid in the beautification of the Red Road and Sunset Drive area in the City of South Miami, and to anticipate and provide for future requirements of that section in connection with traffic, transportation and building progress; to aid all departments of the governments of the City of South Miami, and the County of Miami-Dade, State of Florida,

Prepared By:  
WAMPLER BUCHANAN & BREEN, P.A.  
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in working out the duties of each of said departments as they may apply to the aforesaid area, to the end that this area shall retain not only its dignity and character, but its commercial supremacy, and its condition shall be permanently enhanced.

(c) To aid in the maintenance of the Red Sunset area, above described, and streets thereto as thoroughfares of the best and most modern type; to be active and watchful for the protection of the territory thus embraced and for the furtherance of all action looking to its betterment; to preserve at all times the highest and best interests of said streets and of the Members of this Corporation in their relationship thereto; and generally to aid in every way the advancement of the civic welfare of the City of South Miami.

(d) To institute methods and policies relative to public relations and advertising, collection of dues, credit and exchange of credit information among the members; to discuss and endeavor to solve cooperatively the problems of the individual members; and to elevate to the highest degree the types of business, the character of the merchandise, and the methods of merchandising of all stores or businesses located in said area.

(e) To promote the general welfare of the Red Sunset area, above described, South Miami, Florida, and the owners of the stores, firms and services thereof.

SECOND: ARTICLE III of the Articles of Incorporation is hereby amended to read as follows:

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ARTICLE V

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The membership of this Corporation shall constitute all persons hereinafter named as Officers and Directors and such other persons as, from time-to-time hereafter, may become Members, in the manner provided in the Bylaws.

THIRD: ARTICLE V is hereby deleted in its entirety.

FOURTH: ARTICLE VI is renumbered as ARTICLE V and amended to read as follows:

ARTICLE V

Section 1. The officers of the Corporation shall be a President, and such number of Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as Officers of the Corporation until the general election of the Board of Directors are:

<u>OFFICER</u>	<u>NAME &amp; ADDRESS</u>
President	Curtiss Sibley, First National Bank of South Miami 5750 Sunset Drive, South Miami, Florida
First Vice President	David Silver, Cavanaugh's 5744 Sunset Drive, South Miami, Florida
Second Vice President	Craig Adler, Salon One 6256 South Dixie Highway, South Miami, Florida
Treasurer	Gaston Martinez, Chilango's Restaurant (Galu, Inc.) 5859 S.W. 73 Street, South Miami, Florida

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Recording Secretary

Roberta Dickenson, The Hanging Basket  
7211 S.W. 58<sup>th</sup> Avenue, South Miami, Florida

Corresponding Secretary

Lucianna Barreto, Four Points Hotel  
5959 S.W. 71<sup>st</sup> Street, South Miami, Florida

Section 3. The Officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

FIFTH: ARTICLE VII is renumbered as ARTICLE VI and amended to read as follows:

ARTICLE VI

Section 1. The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have fourteen (14) Directors. The number of Directors may be increased from time-to-time by the Bylaws, but shall never be less than three (3).

Section 2. The Board of Directors shall be Members of the Corporation.

Section 3. The Board of Directors shall be elected by the Members of the Corporation, and shall hold office in accordance with the Bylaws. The Bylaws shall state that the Board of Directors shall be elected by the Members at any regular or special meeting, and any Member may nominate a Director, if such nomination is made in writing and delivered to the office of the Corporation at least twelve (12) days in advance of said meeting. In the alternative, Members may nominate Directors at any annual or special meeting of the Corporation called for such purpose. To the extent there is an inconsistency between the Bylaws of the Corporation and the Articles of Incorporation of

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the Corporation, the provisions of the Articles of Incorporation of the Corporation shall control, and the conflicting provisions of the Bylaws shall be deemed null and void.

Section 4. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the next annual meeting of the Corporation are:

NAMES AND ADDRESSES

Craig Adler  
Salon One  
6256 South Dixie Highway  
South Miami, Florida

Lucianna Barreto  
Four Points Hotel  
5959 S.W. 71<sup>st</sup> Street  
South Miami, Florida

Ed Beiner  
Mr. I's Optical  
5817 Sunset Drive  
South Miami, Florida

Ed Boas  
Lane's Clothing Store  
5700 Sunset Drive  
South Miami, Florida

Roberta Dickenson  
The Hanging Basket  
7211 S.W. 58<sup>th</sup> Avenue  
South Miami, Florida

Marshall Harris  
Harris Travel Service, Inc.  
5884 Sunset Drive  
South Miami, Florida

Herbert Margolis  
Sunset Stores  
5640 Sunset Drive  
South Miami, Florida

Gaston Martinez  
Chilango's Restaurant (Galu, Inc.)  
5859 S.W. 73<sup>rd</sup> Street  
South Miami, Florida

Sally Miller  
Your Father's Moustache  
7232 S.W. 59<sup>th</sup> Avenue  
South Miami, Florida

Johnathan Oaks  
Little Feet, Inc.  
7216 Red Road  
South Miami, Florida

Susan Redding  
Equitable Life  
9130 S. Dadeland Boulevard  
Miami, Florida

Curtiss Sibley  
First National Bank of South Miami  
5750 Sunset Drive  
South Miami, Florida

David Silver  
Cavanaugh's  
5744 Sunset Drive  
South Miami, Florida

Lydia White  
Robert's Western Wear  
5854 S. Dixie Highway  
South Miami, Florida

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SIXTH: ARTICLE VIII is renumbered as ARTICLE VII and is amended to read as follows:

ARTICLE VII

Section 1. The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time-to-time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority of those Members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

Section 3. No Bylaws may be passed which will contravene or conflict with any provision contained in these Amended and Restated Articles of Incorporation. To the extent there is an inconsistency between the Bylaws of the Corporation and the Amended and Restated Articles of Incorporation, the provisions of the Amended and Restated Articles of Incorporation shall control and the conflicting provisions of the Bylaws shall be deemed null and void.

SEVENTH: ARTICLE IX is renumbered as ARTICLE VIII and is amended to read as follows:

ARTICLE VIII

Section 1. These Amended and Restated Articles of Incorporation may be

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amended at a special meeting of the membership called for that purpose, by a majority vote of the Members of the Corporation.

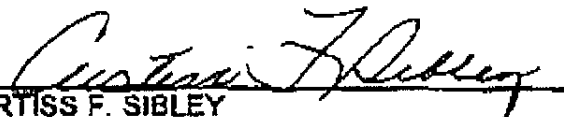
Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments by a majority vote of the Members of the Corporation.

EIGHTH: ARTICLE X is renumbered as ARTICLE IX and is amended to read as follows:

ARTICLE IX

The location of this Corporation shall be at 7800 Red Road, Suite 219AA, in the City of South Miami, County of Miami-Dade, State of Florida.

3. The Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation, which were approved and adopted by a majority of the Members entitled to vote on May 22, 1998, pursuant to Florida Statute, § 617.0701, Consent to Action by Members without A Meeting, and all necessary Consents and Notices required by said statute have been given. The number of votes cast was sufficient for approval.

  
CURTISS F. SIBLEY

Title: President

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STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

ss.

The foregoing Certificate of the Amended and Restated Articles of Incorporation of RED SUNSET MERCHANTS ASSOCIATION, INC., a Florida not-for-profit corporation, was acknowledged before me on this 27<sup>th</sup> day of May, 1998, by Curtiss F. Sibley as President of the Corporation, who acknowledged that he/she had the authority to execute the same on behalf of the Corporation for the purposes therein expressed.

NOTARY PUBLIC:

Sign: Print: RICHARD SCHNEIDER

State of Florida at Large

My Commission Expires: 10-14-99Personally Known: ☒Produced Identification:           Identification Produced:           

F:\QUENTIN\131\NOTREST.ATT

OFFICIAL NOTARY SEAL  
RICHARD SCHNEIDER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC499684  
MY COMMISSION EXP. OCT. 19, 1999

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