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AUTHORIZATION : *Patricia Pizit*

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CUSTOMER NO: 97981A

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CUSTOMER: Jerry S. Chasen, Esq
CROCKETT & CHASEN, P.A.
CROCKETT & CHASEN, P.A.
Suite 338
420 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: MIAMI-DADE & SOUTH BEACH
BUSINESS GUILD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DEPT. OF CORPORATIONS
00 FEB 28 PM 4: 31

RECEIVED
00 FEB 28 PM 3: 56
DEPT. OF CORPORATIONS
TALLAHASSEE, FLORIDA
SP

00 FEB 28 PM 4: 31

**Articles of Incorporation of
Miami-Dade & South Beach Business Guild, Inc.
a Florida Not for Profit Corporation**

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

Article I – Name

The name of the corporation is Miami-Dade & South Beach Business Guild, Inc.

Article II - Effective Date

Corporate existence shall begin upon the filing of these Articles with the Secretary of State of Florida.

Article III – Duration

The corporation shall have perpetual duration.

Article IV – Purposes

The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Sections 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and more specifically:

To forward and promote the general welfare and prosperity of the members of the gay and gay-friendly business community in Miami-Dade & South Beach, including but not limited to:

1. Networking within the existing gay and gay-friendly business and professional community.
2. Promote business opportunities for Guild members in the business member category
3. Create a user-friendly map/business guide of business members (would have advertising)
4. Identify and coordinate cooperative marketing and advertising opportunities for business members
5. Promote Miami-Dade and South Beach as a “year-round, gay and gay-friendly tourist destination”
6. Provide outreach from the gay and gay-friendly business community to other organizations

No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the corporation shall be distributed directly or indirectly to any member of the corporation except in fulfillment of its charitable and educational purposes enumerated herein.

The corporation also has such powers as are now or may hereafter be granted under the laws of the State of Florida that are furtherance of the corporation's exempt purposes within the meaning of Sections 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax codes.

Article V – Corporate Address

The initial street address of the principal office of the corporation shall be c/o Miami Beach Chamber of Commerce, 420 Lincoln Road, Suite 2D, Miami Beach, FL 33139, and the initial mailing address of the corporation shall be the same.

Article VI – Membership

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. Qualifications for membership shall be set forth in the bylaws.

Article VIII – Registered Office and Agent.

The street address of the initial registered office of the corporation is c/o David Treece, 801 NE 74th Street, Miami, FL 33138. The name of its initial registered agent at such address is David Treece.

Article VIII – Board of Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The numbers of Directors of the corporation shall be set forth in the bylaws but shall not be less than the minimum number required by state law and, initially, shall be three (3). The term of office and manner of selecting and removing Directors shall be set forth in the bylaws. The initial Directors shall be:

| | |
|----------------------------|--|
| David Treece, President | 801 NE 74th Street, Miami, FL 33138 |
| Neil Fritz, Vice President | 1300 Collins Ave., Miami Beach, FL 33139 |
| Todd Smith, Treasurer | 445 SW 27th Road, Miami, FL 33129 |
| Joan Schaeffer, Secretary | 5240 SW 88th Court, Miami, FL 33165 |

Article IX – Meetings

Regular Board of Directors meetings shall be held at a time and place specified by the President, or at such place or places as the Board of Directors may designate from time to time by resolution.

Article X – Action Without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

Article XI – Incorporator

The name and address of the incorporator is:

| | |
|--------------|-------------------------------------|
| Name: | Address: |
| David Treece | 801 NE 74th Street, Miami, FL 33138 |

Article XII – Officers

The Corporation shall have the following officers: President, Treasurer, Secretary, and such other officers as the bylaws of this corporation may authorize. The qualifications, duties, method of selection and term of office for each officer shall be as set forth in the bylaws.

Article XIII – Bylaws

The bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, in accordance with the procedures set forth in the bylaws. Until bylaws shall be adopted providing for an alternative procedure, such action may be by a resolution of the Board of Directors.

