

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

No00000003726

Entertainment District
Business Association
Inc

900003282279--4

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*****78.75 *****78.75

☒ Art of Inc. File
☐ LTD Partnership File
☐ Foreign Corp. File
☐ L.C. File
☐ Fictitious Name File
☐ Trade/Service Mark
☐ Merger File
☐ Art. of Amend. File
☐ RA Resignation
☐ Dissolution / Withdrawal
☐ Annual Report / Reinstatement
☒ Cert. Copy
☐ Photo Copy
☐ Certificate of Good Standing
☐ Certificate of Status
☐ Certificate of Fictitious Name
☐ Corp Record Search
☐ Officer Search
☐ Fictitious Search
☐ Fictitious Owner Search
☐ Vehicle Search
☐ Driving Record
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ Courier

FILED
00 JUN -9 PM 1:07
RECEIVED
00 JUN -9 AM 10:24
T. Burch JUN 9 2000

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

6/9/00 9:25

FILED
00 JUN -9 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ENTERTAINMENT DISTRICT BUSINESS ASSOCIATION, INC.**

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

Section 1.1. The name of the corporation is **ENTERTAINMENT DISTRICT BUSINESS ASSOCIATION, INC.** (the "Corporation").

**ARTICLE II
DURATION**

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III
NON-STOCK CORPORATION**

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue Certificates of Membership.

**ARTICLE IV
PURPOSE**

Section 4.1. The purposes for which the Corporation is organized are to act as the "applicant" on behalf of certain property owners ("Members") who intend to make application to the City of Fort Lauderdale, Florida for the creation of an entertainment district under the laws of the City, and to act as the central contact between the City and the property owners concerning entertainment district issues, including, but not limited to the establishment of new uses, provision for police and/or security, and the holding of special events. "Application" shall mean the document filed with the City of Fort Lauderdale to create an Entertainment District pursuant to Sections 5-51 through 5-56 of the City of Fort Lauderdale Code of Regulations.

Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer or Member of the Corporation or any other 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 Director, Officer or Member of the

Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the U.S. Internal Revenue Code ("Code") or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.10. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court having proper jurisdiction in the County where 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 V **MEMBERS**

Section 5.1. This Corporation shall have a membership limited to those persons or entities owning land within the area described in the Application, as may be amended, for Entertainment District executed simultaneously with these Articles of Incorporation.

ARTICLE VI **DIRECTORS**

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the unanimous vote of the Board present at a meeting at which a quorum of no less than four (4) Directors are present.

Section 6.2. The initial Board of Directors shall consist of the following members elected in accordance with this Section and the Bylaws:

<u>Name</u>
Thomas A. Vogel
Don Singer
Arline Sterling Norman
Norman Schwartz

The Board of Directors may be expanded from time to time by a vote of the Board of Directors in accordance with the Bylaws of the Corporation.

ARTICLE VII **ADDRESS**

Section 7.1. The street address of the principal office of this corporation in the State of Florida is:

888 Southeast 3rd Avenue, Suite 201
Fort Lauderdale, FL 33316

The Board may, from time to time, move its principal office, provided that the location is within the corporate limits of the City of Fort Lauderdale, Florida.

ARTICLE VIII **REGISTERED AGENT AND REGISTERED OFFICE**

Section 8.1. The registered agent and registered office of the Corporation shall be:

<u>Name</u>	<u>Address</u>
Norman Schwartz	888 Southeast 3 rd Avenue, Suite 201 Fort Lauderdale, FL 33316

ARTICLE IX **AMENDMENT**

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE X
BYLAWS

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLE XI
INCORPORATOR

Section 11.1. The name and address of the incorporator of this Corporation are as follows:

Name

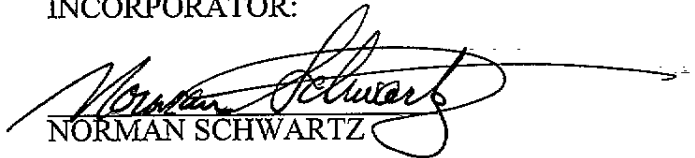
Address

Norman Schwartz

888 Southeast 3rd Avenue, Suite 201
Fort Lauderdale, FL 33316

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7 day of June, 2000.

INCORPORATOR:


NORMAN SCHWARTZ

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

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

The Entertainment District Association, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, appoints Norman Schwartz at 888 Southeast 3rd Avenue, Suite 201, Fort Lauderdale, Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

REGISTERED AGENT:

Date: 6/7/00


NORMAN SCHWARTZ

FILED
00 JUN -9 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA