

TRANSMITTAL LETTER

N000000005512

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: NORTH GABLES NEIGHBORHOOD PRESERVATION ASSOCIATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FILED
TALLAHASSEE FLORIDA

00 AUG 16 PM 2:17

FROM: Madeleine R. Shirley
Name (Printed or typed)

500003359895--9
-08/16/00-01098-005
*****87.50 *****87.50

1208 Lisbon Street
Address

Coral Gables, FL 33134
City, State & Zip

(305) 961-9127
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

T. Burch
AUG 22 2000

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

FILED
00 AUG 16 PM 2:17
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation shall be:

North Gables Neighborhood Preservation Association, Inc.

For convenience, the corporation shall herein be referred to as the "Association."

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of the Association shall be:

1123 Lisbon Street
Coral Gables, FL 33134

The Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE III
PURPOSE

The Association is not organized or operated for profit and is operated exclusively for the promotion of social welfare. The purpose for which the corporation is organized is: (1) to promote civic and educational improvement; (2) to improve, preserve, protect, and promote the quality of life of members of the Association within the single-family residential zoned neighborhood in North Coral Gables bounded by Southwest 8th Street

to the north, Red Road (57th Avenue) to the west, Coral Way to the South, and Granada Boulevard to the east including but not limited to the following: preventing encroachment of commercial businesses and multi-family dwellings in the single family neighborhood, promoting the creation of buffer zones between the commercial business areas and the single-family residential areas which would limit the types of commercial businesses within areas abutting the single-family zoned areas to those which will not diminish the quality of life, health, or safety in the single-family zoned areas, curtailing or limiting excessive non-neighborhood traffic in the area, promoting public safety in the neighborhood, and preserving the historic character of the neighborhood; (4) to undertake the performance of, and to carry out the acts and duties incident to or necessary to the promotion of the well-being of the members of the Association in the neighborhood in which they reside; and (5) to promote any charitable, benevolent, historic, educational, social, or scientific ends which the members of the Association desire to undertake for the betterment of the neighborhood in which the members of the Association reside.

ARTICLE IV
MANNER OF ELECTION

The manner in which the Directors of the Board of Directors are elected or appointed:

1. The three initial members of the Association comprising the Board of Directors shall serve for an initial period of six (6) months from the date of incorporation. Thereafter, five (5) Directors of the Association shall be elected at the annual meeting of the members, in the manner determined by the By-Laws.
2. Following each election, the Board of Directors shall elect a President, Vice-President and Secretary/Treasurer from among the membership of the Board.
3. Should a Director resign from his or her position, a majority of the remaining members of the Board of Directors may appoint a temporary Director to serve until the next scheduled election.

ARTICLE V
INITIAL DIRECTORS

The names and addresses of the initial Directors of the Board of Directors are:

Lisa Delphin
1203 Lisbon Street
Coral Gables, FL 33134

Grace Tamayo
1425 Medina Avenue
Coral Gables, FL 33134

Madeleine R. Shirley
1208 Lisbon Street
Coral Gables, FL 33134

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Lisa Delphin
1123 Lisbon Street
Coral Gables, FL 33134

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

Madeleine R. Shirley
1208 Lisbon Street
Coral Gables, FL 33134

ARTICLE VIII
BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided for by the By-Laws.

ARTICLE IX
AMENDMENT

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Proposed amendments shall be presented to the Board of Directors, and shall be approved in writing by a majority of the Board of Directors.
2. A certificate of amendment executed by the duly-authorized Board of Directors shall be filed with the Secretary of State of Florida.

ARTICLE XI
DISSOLUTION

Upon dissolution of the Association, the Directors shall satisfy all just debts of the Association from the Association's treasury. If any funds remain, the paid dues for the current year shall be refunded to the members. If any funds remain following the refunding of dues, those remaining funds shall be donated to a charitable organization, exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Lisa Delphin
Signature/Registered Agent

8/15/00
Date

[Signature]
Signature/Incorporator

8/15/00
Date