

N00527

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110 MERRICK WAY
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PALM BEACH OFFICE
189 BRADLEY PLACE
PALM BEACH, FLORIDA 33480
(561) 659-6438

OF COUNSEL:
SUZANNE A. DOCKERTY

Reply To:
Coral Gables

March 5, 1999

VIA FEDERAL EXPRESS

Ms. Susan Payne
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

400002797944--8
-03/08/99--01002--014
*****8.75 *****8.75
400002797944--8
-03/08/99--01002--013
*****35.00 *****35.00

Re: Our Client No.: 6411.1
Dade County Youth Fair, Inc.

Dear Ms. Payne:

Enclosed is our check for \$35.00 payable to Secretary of State which represents the filing fee for the Amendment to the Charter of Dade County Youth Fair, Inc. Once the amendment has been filed, kindly return (1) certified copy to our office.

Thank you for your prompt attention to this matter.

Sincerely yours,

Lourdes Nicola
Sec. to Roberto J. Diaz

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR -8 PM 2: 21

FILED

RJD/lr/LNS4/DCYF.LTR
Enclosure

Amend
3/8/99

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J. PATRICK FITZGERALD
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OF COUNSEL:
SUZANNE A. DOCKERTY

Reply To:
Coral Gables

February 24, 1999

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

Re: Our Client No.: 6411.1
Dade County Youth Fair and Exposition, Inc.

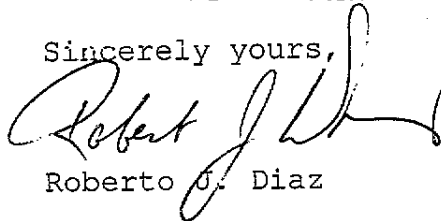
Dear Sir/Madam:

I have enclosed an original amendment to the Charter of the Dade County Youth Fair and Exposition, Inc. Pursuant to the statutory requirement for amending the charter of this corporation, I have enclosed a conformed copy of a circuit court judge's approval of the amendment and an endorsement of approval from the Department of Agriculture.

Kindly record the enclosed documents and return one certified copy to our office. A check in the amount of \$8.75 is enclosed in payment of your required fee.

Thank you for your assistance in this matter. Please contact me if anything further is needed to complete this process.

Sincerely yours,



Roberto J. Diaz

RJD/lr/RJD32/DCYF.LTR

Enclosure

01/10/10

10/10/10

**AMENDMENT TO THE CHARTER OF
DADE COUNTY YOUTH FAIR AND EXPOSITION, INC.**

The following Amendment to the Charter of Dade County Youth Fair and Exposition, Inc. was adopted by vote of the Members at a meeting duly called and noticed for such purpose held on September 22, 1998, and at which time the number of votes cast was sufficient for approval, pursuant to the authority and provisions of Chapter 617.1006 Florida statutes, and the existing Charter and bylaws of the Dade County Youth Fair and Exposition, Inc.

BE IT RESOLVED, that Article VIII shall be amended, effective on the date of filing of this amendment with the Secretary of State to read as follows:

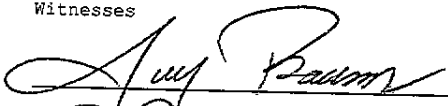
**ARTICLE VIII
OFFICERS**

The Officers of this Association who shall carry out the functions and purposes under the director and management of the Board of Directors shall be: Chairman of the Board, Chairman-Elect of the Board, Secretary, Treasurer and Immediate Past Chairman. For the purpose of carrying on the business of this Association, the following officers shall hold office until their successors are duly elected and qualified:

Chairman of the Board
Chairman-Elect of the Board
Secretary
Treasurer
Immediate Past Chairman
President/Chief Executive Officer

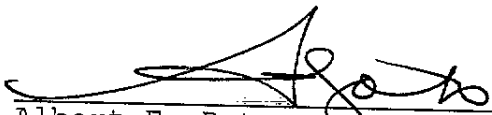
IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals this 29 day of January, 1999, for the purpose of amending this non-profit fair association under the laws of the State of Florida.

Witnesses



DADE COUNTY YOUTH FAIR AND
EXPOSITION, INC.

By:


Albert E. Dotson, President

FILED
99 MAR - 8 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

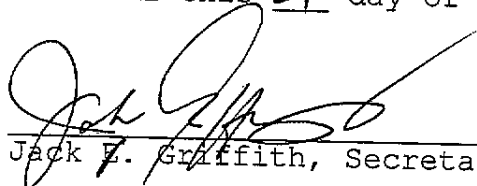
CERTIFICATION

I, the undersigned Secretary of Dade County Youth Fair and Exposition, Inc., do hereby certify that the following is a true and correct copy of a Resolution unanimously adopted at the annual meeting of the Members of Dade County Youth Fair and Exposition, Inc., duly called for and held on September 22, 1998, at which a majority of members were present:

BE IT RESOLVED, that the Amended and Restated Charter be and is hereby amended to read as per the foregoing amendment.

I FURTHER CERTIFY that there have been no changes, alterations or amendments and that therefore, said RESOLUTION is still in full force and effect and that it is in no conflict with any of the provisions of the Charter or Bylaws governing this corporation.

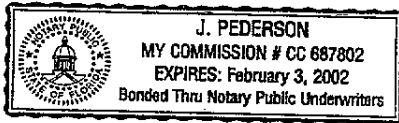
WITNESS my hand and seal at Miami this 29 day of January, 1999.



Jack E. Griffith, Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 29 day of January, 1999, by Jack E. Griffith, as Secretary of Dade County Youth Fair and Exposition, Inc. He is personally known to me or has produced _____ as identification.





NOTARY PUBLIC, State of Florida

My Commission Expires:

IN THE CIRCUIT COURT OF THE 11TH
JUDICIAL CIRCUIT, IN AND FOR
DADE COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION

CASE NO.: 98-14 CA 11

IN RE: Dade County Youth
Fair and Exposition, Inc.

Amendment to Charter

ORDER APPROVING PROPOSED AMENDMENT TO CHARTER OF THE
DADE COUNTY YOUTH FAIR AND EXPOSITION, INC.

THIS CAUSE came on to be heard before me, one of the Judges of the above entitled court, upon the tendering of a Petition for Judicial Approval of Amendment to Charter of Dade County Youth Fair and Exposition, Inc.,

IT IS HEREBY ORDERED AND ADJUDGED:

The proposed amendment, attached to this Order, was adopted pursuant to the provisions of Chapter 616, Florida Statutes and is hereby approved and allowed by this court.

DONE AND ORDERED in Chambers in Miami, Florida, this

Circuit Court Judge

RJD/yme/RJD34/DCYF.ORD

Copy furnished to:

Roberto J. Diaz, Esq.

Conformed Copy

JAN 28 1999

Bernard S. Shapiro
Circuit Court Judge

IN THE CIRCUIT COURT OF THE 11TH
JUDICIAL CIRCUIT, IN AND FOR
DADE COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION

CASE NO.: 98-14 CA 01

IN RE: Dade County Youth Fair
and Exposition, Inc.

Amendment to Charter

PETITION FOR JUDICIAL APPROVAL OF PROPOSED AMENDMENT TO CHARTER OF
DADE COUNTY YOUTH FAIR AND EXPOSITION, INC.

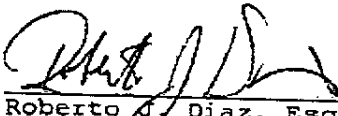
PETITIONER, Dade County Youth Fair and Exposition, Inc., d/b/a
Dade County Fair and Exposition, by and through its undersigned
counsel, petitions this court for approval of its amendment to its
charter and in support states:

1. Fla. Stat. 616.05 provides the statutory method that
Petitioner must use to amend its charter.
2. Pursuant to its bylaws, Petitioner passed a resolution to
amended its charter. The amended charter is attached as Exhibit "A".
Copies of the redlined pages are attached as Exhibit "B".
3. The proposed amendment to its charter was approved by the
Florida Department of Agriculture as prescribed by Fla. Stat. 616.05.
It issued an Endorsement of Approval that is attached as Exhibit "C".

WHEREFORE, Petitioner demands a decree from this court pursuant
to Fla. Stat. 616.05 approving and allowing the attached amendment.

Dated this 18 day of December, 1998.

J. PATRICK FITZGERALD, P.A.
Attorneys for Petitioner
110 Merrick Way, Suite 3-B
Coral Gables, FL 33134
Telephone: (305) 443-9162
Telefax: (305) 443-6613

By: 
Roberto J. Diaz, Esq.
Florida Bar No.: 0084890

CHARTER

OF

DADE COUNTY YOUTH FAIR AND EXPOSITION, INC.

As of September 22, 1998

We, the undersigned, do hereby associate ourselves together for the purpose of forming a non-profit Fair Association, by virtue of the provisions of Chapter 616, Florida Statutes, as amended, and in conformity with all other regulations pertaining to the formation of such as Association:

ARTICLE I - NAME

The name of this Association shall be:
DADE COUNTY YOUTH FAIR AND EXPOSITION, INC.

ARTICLE II - LOCATION

The location of the principal office for the conduct of the affairs of the Association shall be at Miami, Dade County, State of Florida.

ARTICLE III - PURPOSES

The general object of the Association will be to promote and conduct public Fairs or expositions for the benefit and development of the Educational, Agricultural, Horticultural, Livestock, Homemaking practices and other resources of the State of Florida, especially by the human resource, the youth of our state: to encourage and assist in the Junior programs and particularly youth activities, and to distribute information to the general public through properly conducted Fairs and Expositions.

ARTICLE IV - DURATION

This Corporation shall have perpetual existence.

EXHIBIT "A"

ARTICLE V - SUBSCRIBERS

The names and residences of the subscribers of this Petition to Charter are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>
Lamar S. Walker	Rt. 1, Box 1161, Miami, FL
Charles E. Renfroe	Rt. 1, Hollywood, FL
Walter Peterson	P.O. Box 585, Goulds, FL
Kenneth H. Foster	Rt. 2, Box 555-B, Miami, FL
Mabel M. Hintzke	9841 S. W. 28 Street, Miami, FL
John D. Campbell	1102 N. Krome Ave., Homestead, FL
Charles H. Steffani	51 N. W. 11 St., Homestead, FL
Nolan L. Durre	1102 N. Krome Ave., Homestead, FL
Mrs. Dean K. Thompson	Rt. 2, Box 473, Miami, FL
L. Hunter Garth	800 N. E. 137 St., N. Miami, FL
Mrs. J. L. Forester	P. O. Box 461, Kendall, FL
J. Jean Levitsky	3918 S. W. 88 Ct., Miami, FL
Claudia M. Carley	4212 N. W. 36 Ave., Miami, FL
Rex C. Bishop	1895 N. W. 95 St., Miami, FL
William H. Boyd	Rt. 1, Box 299, Miami, FL
Jefferson Davis	P. O. Box 715, Homestead, FL
J. Abney Cox	P. O. Box 130, Princeton, FL
George H. Cooper	P. O. Box 198, Princeton, FL
William A. Graham	Rt. 1, Hialeah, FL
Thomas E. Wilson	150 S. Royal Poinciana Blvd., Miami Springs, FL
Ronald N. Aurswald	950 S. W. 57 Avenue, Miami, FL
Mrs. Mary Cooper	Rt. 1, Box 930, Hialeah, FL
Richard C. Grace	4214 Anne Court, Coconut Grove, FL
Henry W. Baird	236 N. E. 103 St., Miami, FL
Roy J. Champagne	2690 N. W. 7 Ave., Miami, FL

ARTICLE VI - MEMBERSHIP

Membership in this Association is open to all persons directly interested in youth activities, together with all agriculturists and business people interested in the purposes and intent of this Association. After the adoption and approval of this Charter, membership shall be by invitation only, upon the proposal of the membership after recommendations by a Membership Committee, appointed for that purpose, and approved by the Board of Directors. Any member may be expelled for cause, after formal presentation of charges and an opportunity to be heard thereon. All proceedings for admission or expulsion shall be in accord with the By-Laws therein provided.

ARTICLE VII - DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than eleven (11) or more than twenty-five (25) Directors elected by and from the membership at the regular Annual Meeting, as provided for in the By-Laws.

ARTICLE VIII - OFFICERS

The Officers of this Association who shall carry out the functions and purposes under the director and management of the Board of Directors, shall be: Chairman of the Board, Chairman-Elect of the Board, Secretary, Treasurer and Immediate Past Chairman. For the purpose of carrying on the business of this Association, the following Officers shall hold office until their successors are duly elected and qualified:

Chairman of the Board
Chairman-Elect of the Board
Secretary
Treasurer
Immediate Past Chairman
President/Chief Executive Officer

ARTICLE IX

BY-LAWS

The By-Laws of the Association shall be prepared by a committee composed of three members of the Board of Directors and be adopted, altered, or rejected by a majority vote of the members present at any meeting, provided that notice of such adoption, alterations or rejections shall have been given in writing not less than thirty (30) days prior to the date of said meeting.

ARTICLE X

AMOUNT AND VALUE OF ASSOCIATION HOLDINGS

The total amount of real estate and personal property which the Association may own or hold for the purposes of said Association is the sum of Sixty Million and no/100 Dollars (\$60,000,000.00).

ARTICLE XI

INDEBTEDNESS OR LIABILITY

The highest amount of indebtedness of liability to which the Association may at any time subject itself, shall be the sum of Thirty Million and no/100 Dollars (\$30,000,000.00).

ARTICLE XII

AMENDMENT OF CHARTER

The Charter of the Association may be amended from time to time in conformity with the By-Laws and upon majority vote of duly qualified members present at any meeting called therefore, provided, that notice of said proposed amendment or amendments shall have been given in writing to all members not less than thirty (30) days prior to the date of said meeting. Upon the adoption of such an amendment, the same shall be presented for approval to a Circuit Judge of the 11th Judicial Circuit, in and for Dade County, and shall upon the recording of the same by the Clerk of the Circuit Court become and be a part of this Charter.

IN WITNESS WHEREOF, we, the undersigned as the original subscribers hereto attach our hands and seals this 29th day of May, A.D., 1956.

Lamar S. Walker (SEAL)

Charles E. Beauford (SEAL)

Walter Peterson (SEAL)

Bernice T. Foster (SEAL)

Mabel M. Wintje (SEAL)

John D. Campbell (SEAL)

Charles H. Stephens (SEAL)

Nolan L. Duane (SEAL)

Mrs. Dean K. Thompson (SEAL)

Harold Smith (SEAL)

Mrs. J. L. Foxworth (SEAL)

- J. Jean Levitky (SEAL)
- Christina M. Carley (SEAL)
- Robert Bickel (SEAL)
- William H. Boyd (SEAL)
- Jefferson Davis (SEAL)
- J. Honey Lee (SEAL)
- George H. Cooper (SEAL)
- William A. Hahn (SEAL)
- Thomas E. Wilson (SEAL)
- Paul M. Ansell (SEAL)
- Mary Mary Cooper (SEAL)
- Richard B. Fraw (SEAL)
- Henry W. Bissel (SEAL)
- Roy J. Changany (SEAL)

As amended on June 1, 1971,
June 19, 1980
September 12, 1995
and September 22, 1998

Ronald N. Aurswald	950 S. W. 57 Avenue, Miami, FL
Mrs. Mary Cooper	Rt. 1, Box 930, Hialeah, FL
Richard C. Grace	4214 Anne Court, Coconut Grove, FL
Henry W. Baird	236 N. E. 103 St., Miami, FL
Roy J. Champagne	2690 N. W. 7 Ave., Miami, FL

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The Officers of this Association who shall carry out the functions and purposes under the director and management of the Board of Directors, shall be: ~~President~~ Chairman of the Board , ~~Vice President or Vice Presidents~~ Chairman-Elect of the Board, Secretary, Treasurer and Immediate Past ~~President~~ Chairman. For the purpose of carrying on the business of this Association, the

following Officers shall hold office until their successors are duly elected and qualified:

President	<u>Chairman of the Board</u>
Vice President	<u>Chairman-Elect of the Board</u>
Secretary	<u>Secretary</u>
Treasurer	<u>Treasurer</u>
Immediate Past President	<u>Immediate Past Chairman</u>
General Manager	<u>President/Chief Executive Officer</u>

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ARTICLE XII

AMENDMENT OF CHARTER

ENDORSEMENT OF APPROVAL TO AMEND CHARTER

**AMENDED CHARTER OF THE DADE COUNTY
FAIR AND EXPOSITIONS, INC.**

THE ABOVE and foregoing instrument having been duly presented to the Florida Department of Agriculture and Consumer Services, Division of Marketing and Development, Fair and Expositions, and the same having been found to be in proper form and for an object authorized by Section 616.05, Florida Statutes, it is hereby approved in accordance with the provisions of said statute.

DATED IN THE offices of Division of Marketing and Development, at Tallahassee, Florida, this 19th day of November, 1998.



Carl Penn, Fairs and Expositions

STATE OF FLORIDA
COUNTY OF LEON

I certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Carl Penn, Division of Marketing and Development, Fairs and Expositions, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of November, 1998.


NOTARY PUBLIC

SEAL

My Commission expires:

June 13, 1999



FLEETA BOWLING
MY COMMISSION # CC471942 EXPIRES
June 13, 1999
BONDED THRU TRICY FARM INSURANCE, INC.