

N005127

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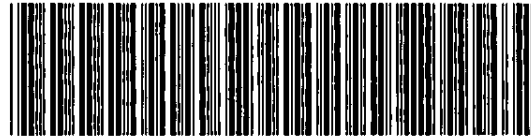
(Business Entity Name)

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DIVISION OF CORPORATIONS
14 OCT 30 PM 3:59

C. Lewis
11-10-14

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ROBERT McK. FOSTER (1922-1998)
ROBERT M. FOSTER (1893-1958)

E-MAIL: Lfuchs@fosterfuchs.com

October 29, 2014

VIA FEDEX

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Miami Dade County Fair & Exposition, Inc.
Document Number: N00527

To Whom It May Concern:

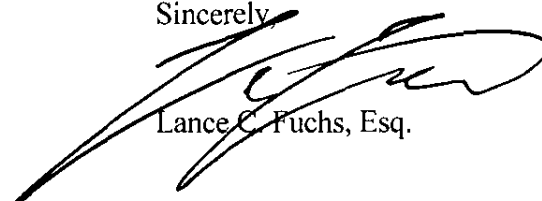
Enclosed please find the following:

- 1) A certified copy of a Circuit Court Order Granting a Petition to Approve an Amended and Restated Charter of the Miami-Dade County Fair & Exposition, Inc.;
- 2) The Amended and Restated Charter of the Miami-Dade County Fair & Exposition, Inc.;
- 3) An Endorsement of the Amended and Restated Charter from the Florida Department of Agriculture and Consumer Services;
- 4) A check in the Amount of \$43.75 made payable to the Florida Department of State.

The aforesaid documents are being provided to you pursuant to Section 616.05 of the Florida Statutes. Kindly record them with your office and return a certified copy to our attention at 4425 Military Trail, Suite 109, Jupiter, FL 33458.

Thank you and should you have any questions or need any additional information, please do not hesitate to contact me.

Sincerely,



Lance C. Fuchs, Esq.

Enclosures as stated

FILED
SECRETARY OF
DIVISION OF CORP

IN THE CIRCUIT COURT OF THE SEVENTH JUDICIAL
CIRCUIT AND FOR MIAMI-DADE COUNTY, FLORIDA

IN RE: AMENDED AND
RESTATED CHARTER OF THE
MIAMI-DADE COUNTY FAIR &
EXPOSITION, INC.

CASE NO. 2014-016010-CA-01

CIVIL DIVISION

FILED FOR RECORD
2014 SEP 25 AM 10:54
CLERK CIRCUIT COURT
MIAMI-DADE COUNTY, FLA.
CIVIL #110

**ORDER GRANTING PETITION TO APPROVE AMENDED AND RESTATED
CHARTER OF THE MIAMI-DADE COUNTY FAIR & EXPOSITION, INC.**

N00527

THIS CAUSE have come on to be heard on the Petition of the MIAMI DADE COUNTY FAIR & EXPOSITION, INC., a corporation not for profit, organized under Chapter 616 of the Florida Statutes and existing under the laws of the State of Florida, asking the Court to Approve its Amended and Restated Charter, and it appearing to the Court that the Department of Agriculture and Consumer Services has approved the Amended and Restated Charter and that notice as required by law was published and that no person has made any appearance or filed any pleadings of any kind whatsoever in objection thereto, and the Court being otherwise fully advised in the premises, and in consideration thereof, it is

ORDERED AND ADJUDGED that Petitioner's Petition To Approve the Amended And Restated Charter of the MIAMI-DADE COUNTY FAIR & EXPOSITION, INC. is granted and shall be amended and restated to read as stated in Exhibit "A", attached hereto and made a part hereof.

Sept DONE AND ORDERED in chambers in Miami-Dade County, Florida this 23rd day of Sept, 2014.

Circuit Judge

JORGE E. CUETO
CIRCUIT COURT JUDGE

Copies furnished to: Foster & Fuchs, P.A., 4425 Military Trail, Suite 109, Jupiter, FL 33458.

STATE OF FLORIDA, COUNTY OF MIAMI-DADE

I hereby certify that the foregoing is a true and
correct copy of the original on file in this
office _____ AD OCT 16 2014

HARVEY RUVIN, CLERK
Circuit and County Courts

(SEAL)



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DIVISION OF CORP

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**AMENDED AND RESTATED
CHARTER
OF THE**

MIAMI-DADE COUNTY FAIR & EXPOSITION, INC.

Pursuant to the provisions of law and its original and amended and restated Charter, the undersigned Fair Association restates and amends its Charter as follows:

ARTICLE I - NAME

The name of this Fair Association shall be:

MIAMI-DADE COUNTY FAIR & EXPOSITION, INC.
("Association", "Fair Association", or "Corporation")

ARTICLE II - LOCATION

The location of the principal office for the conduct of the affairs of the Association shall be at 10901 Coral Way, Miami, FL 33165.

ARTICLE III - PURPOSES

The Association is organized and incorporated pursuant to Chapter 616, Florida Statutes, as an association not-for-profit. The purposes for which this Association is organized are charitable, cultural, scientific and educational; within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and the regulations promulgated thereunder, and whose sole purpose is the conducting and operating of public fairs or expositions. The Association shall hold, conduct, and operate public fairs and expositions, including an annual public fair. For that purpose, the Association may buy, lease, acquire, and occupy lands and erect buildings and improvements of any kind on those lands; sell, mortgage, lease, license, or convey any such property or any part thereof, in its discretion, from time to time for the purpose of public fairs or expositions; charge and receive compensation for admission to those public fairs and expositions, and grant a lease or license or rent space for exhibits, concessions, and other purposes; conduct and hold public meetings; supervise and conduct lectures and demonstration work in connection with or for the improvement of agriculture, horticulture, stockraising and poultry raising, and all kinds of farming and related matters; hold exhibits of agricultural and horticultural products and livestock, poultry, equine, and other domestic animals; give certificates or diplomas of excellence; promote the progress of Miami-Dade County and stimulate public interest

EXHIBIT A



in the advantages and development of Miami-Dade County by providing facilities for the benefit and development of the educational, agricultural, horticultural, livestock, equestrian, charitable, historical, civic, cultural, scientific, and other resources of the state, any county of the state, or any municipality or other community of any county of the state, including facilities for exhibits, concessions, industrial exhibitions, public gatherings, cultural activities, entertainment events, recreational vehicle parking, auctions, trade shows, concerts, and other functions that the Association determines will enhance the educational, physical, economic, and cultural interests of the public; and generally do, perform, and carry out all matters, acts, and business usual or proper in connection with public fairs and expositions.

ARTICLE IV - DURATION

This Association shall have perpetual existence, unless dissolved according to law.

ARTICLE V - SUBSCRIBERS

The names and residences of the original subscribers to the Charter are as fully set forth in said Charter, which provision is incorporated herein by reference.

ARTICLE VI - MEMBERSHIP

The members of the Fair shall consist of any person (including corporations, partnerships, trusts, and associations as specifically set forth below) interested in the affairs, objectives and purposes of the Association who may be eligible for membership in accordance with the criteria set forth below and, as may, from time to time, be established by resolution of the Board of Directors. Any person, over the age of eighteen (18) years, who by reason of eminent services in education, agriculture, horticulture, livestock, charitable and civic projects, science, business, art, industry and commerce, particularly in Miami-Dade County or, who is interested in the furtherance of the objectives and purposes of the Association and has made the payment of any applicable dues, and satisfied any other criteria as may be established by the Board of Directors by resolution from time to time, shall be qualified to be a member of this Association. No individual shall be accepted as a member unless he or she be of sound mind and of good character and reputation in the community and who has shown genuine concern for the promotion and advancement of the Fair Association as determined by the Board of Directors.

There shall be two classes of membership: (1) The Association shall have voting members who shall have all of the rights and privileges of members of the Association as hereinafter defined. Voting members shall consist only of individuals who are serving as the Directors of the Association; (2) The Association shall also have non-voting members. Such members shall include individuals, Life Directors, Distinguished



Directors, and members of committees who are not otherwise qualified to be voting members. Unlike voting members, nonvoting members may also include corporations, partnerships, trusts, associations, etc. The Board of Directors may establish other types, classes, or kinds of membership with such dues, obligations, privileges and terms as the Directors deem appropriate.

Any member (voting or non-voting) may resign his or her membership at any time and such resignation shall be effective when submitted in writing to the Secretary of the Association. Membership (voting and nonvoting) in the Association shall terminate upon the occurrence of any of the following events: Expiration of a member's term, including the death of a member; Failure to pay the required dues (if any) within the time for payment as established by the Board of Directors; A member ceases to meet the qualifications for membership; or Upon determination by the affirmative vote of two-thirds of the Board of Directors present at the meeting on which such action is considered that a member has engaged in conduct which is deemed detrimental or in conflict with the best interest of the Association.

ARTICLE VII - DIRECTORS

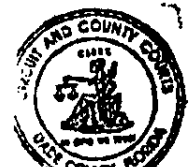
The affairs of the Association shall be managed by a Board of Directors consisting of not less than thirteen (13) or more than seventeen (17) Directors elected by the voting members at the *Annual Meeting of the Association*.

ARTICLE VIII - OFFICERS

The Officers of this Association who shall carry out the functions and purposes of the Association under the direction and management of the Board of Directors, shall be:

Chair of the Board of Directors, Chair-Elect of the Board of Directors, President/Chief Executive Officer, Treasurer, Secretary and Immediate Past Chair. The Chair, Chair-Elect, Secretary and the Treasurer shall be elected from among the members of the Board of Directors. The Board of Directors may also, at any time and from time to time, elect other officers and assistant officers, and fill any vacancy that may exist in any such office as a result of resignation, death or removal of the officer holding the same. No elected officer may hold more than one elected office.

The officers of the Association shall be elected annually at the annual meeting of the Association, or if a vacancy shall exist in any office, at a special or regular meeting of the Directors held as soon as may be practicable after the resignation, death or removal of the officer theretofore holding the same. All officers shall serve for the term of one (1) year, except for the President whose term of office shall run concurrently with the length of any employment contract approved by the Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, until his or her death, or until he or she shall resign or shall have been removed in the manner herein



provided. A failure to elect a Chair, Chair-Elect, President, Secretary or Treasurer shall not affect the existence or validity of the Association.

The Chair of the Board, or in his or her absence, the Chair-Elect, shall preside at all meetings of the Board of Directors and members of the Association and shall perform such other functions and duties as called upon by the Board of Directors from time to time. The Chair and Chair-Elect shall serve for a term of one (1) year and shall not serve for more than two (2) consecutive terms.

ARTICLE IX

BY-LAWS

The Bylaws of the Association may be altered, amended, or replaced and new Bylaws may be adopted by the Board of Directors upon an affirmative vote of no less than two thirds of the members of the Board of Directors then in office. Any proposed amendments or modifications to the Bylaws shall be submitted to each Director no less than fifteen (15) days prior to the vote on the amendment(s).

ARTICLE X

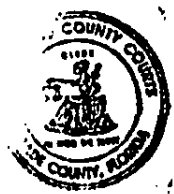
INDEMNIFICATION

The Association shall indemnify its Directors, Officers, employees, members and agents to the fullest extent permitted by law and in accordance with provisions in the By-Laws.

ARTICLE XI

INDEBTEDNESS OR LIABILITY

The highest amount of indebtedness or 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), except that the Association may also subject itself to specific bonded or mortgage indebtedness, in addition to and without regard to its general powers or limit as to indebtedness or liability, provided that such indebtedness is approved by no less than a majority of the members of the Board of Directors of the Association.



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ARTICLE XII

AMENDMENT OF CHARTER

This Charter may be amended or replaced upon the affirmative vote of no less than two thirds of the members of the Board of Directors of the Association. Any proposed amendments or modifications to the Charter shall be submitted to each Director no less than thirty (30) days prior to the vote on the amendment(s).

IN WITNESS WHEREOF, we, hereby set our hands and seals this 12 day of May, 2014.

MIAMI-DADE COUNTY FAIR &
EXPOSITION, INC.

By: [Signature]
Eduardo Cora, Chairman

ATTEST:

By: [Signature]
Marguerite Morris, Corp. Secretary

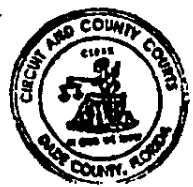
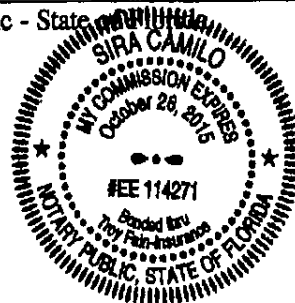
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Before me, the undersigned authority, personally appeared EDUARDO CORA, and MARGUERITE MORRIS, who are personally known to me and who being duly sworn, acknowledged to me that they are the Chairman and Secretary, respectively, of the MIAMI- DADE COUNTY FAIR AND EXPOSITION, INC. and the persons who executed the foregoing Amended and Restated Charter, and that they executed the same for the purposes therein expressed.

Acknowledged before me this 12 day of May, 2014.

[Signature]
Notary Public - State of Florida

As amended on May 12, 2014
As amended on June 1, 1971, June 19, 1980
September 12, 1989, September 12, 1995
September 22, 1998, and October 7, 1999



ENDORSEMENT OF AMENDED AND RESTATED CHARTER

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MIAMI-DADE COUNTY FAIR AND EXPOSITION, 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 Chapter 616, 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 30th day of October, 2013.



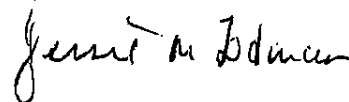
Carl Penn, Fairs and Expositions

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 30th day of October, 2013.

NOTARY PUBLIC



SEAL

My Commission expires:

