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Family Law Mediator (Fla.Sup.Ct.Cert.)

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April 4, 2001

Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-04/05/01--01095--007
*****96.25 *****96.25

**Re: Incorporation of A Not For Profit:
Cutler Ridge Business District, Inc.**

Dear Sirs/Madams,

Enclosed please find the original and three copies of the Articles of Incorporation for the above captioned corporation along with the Designation and Acceptance of Resident Agent Form along with our check in the amount of \$96.25 computed as follows:

\$70.00	State Filing Fee with one certified copy
\$26.25	Three Certified copies at \$8.75 each
<hr/>	
\$96.25	Total Enclosed

I thank you in advance for your cooperation.

Sincerely,



Ronald L. Magram, Esq.
R.L. Magram, P.A.

Enc: Articles of Incorporation
Resident Agent Form
Check

FILED
01 APR -5 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB 4/10

**Articles of Incorporation
of
CUTLER RIDGE BUSINESS DISTRICT, INC.**

FILED
01 APR -5 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME & PRINCIPAL ADDRESS

The name of this corporation shall be: Cutler Ridge Business District, Inc.. The principal address of this corporation shall be: 900 Perrine Avenue, Perrine, Florida 33157.

ARTICLE II: ENABLING LAW

This corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not for profit.

ARTICLE III: PURPOSE

The purposes for which this Corporation is organized is to:

- A. Identify the needs of and work towards the advancement and quality of life for area businesses and residents through the implementation of various projects, including but not limited to, economic development, infrastructure development, a commercial redevelopment area, cultural arts programs, education and work force enhancement and other projects as the Board of Directors may deem necessary so long as said actions are within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended and the Regulations promulgated thereunder.
- B. Identify community needs to further the communities quality of life and economic development.
- C. Work with private, county, state and federal agencies, along with local businesses and the public, to provide timely funding for economic development efforts in the community. Further funding for the fulfillment of our purposes is to come from the solicitation of public and private grants, from donations, miscellaneous income, and from the earnings of a permanent endowment fund to be established by the Corporation.
- D. This corporation shall be a non-partisan, non-sectarian, economic development organization.
- E. Toward these ends, the Corporation shall be empowered to:

- 1. Take and hold, by bequest, gift, grant, purchase, lease, or otherwise, any

property, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value;

2. To advertise and promote within or without the State as to the activities of the Corporation;
3. To receive income from various sources, including fees, entrance charges, rent, grants, contracts, loans, and/or any other appropriate source determined to be necessary to carry out the purposes of the Corporation, and to determine the best use of those receipts through preparation of annual budgets, approved by the Board of Directors with the advice and guidance of a Certified Public Accountant and other professionals as warranted, except that no dividends, or part of any income, shall inure, or be paid to any Board member, Director, or other person affiliated with the Corporation, for their service as officials of the Corporation, excepting only salaries for hired staff and professional assistance, from the receipts of the Corporation;
7. To have and exercise any and all powers conferred upon corporations, both for profit and not for profit, under the statutes of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above;
8. Other provisions of these Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be undertaken by: a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or b) a corporation to which contributions are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue law;
9. To the extent permitted by law, to exercise its rights, powers, and privileges by holding meetings of its members and the Board of Directors, and by having one or more offices, by employing personnel, and by establishing branches, subdivisions, and agencies, in any part of the world;
10. Alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation, provided, however, that the Corporation may not exercise any power, either expressed or implied, in such a manner as would disqualify the Corporation from exemption from income tax under Section 501 (c)(3) of the Internal Revenue Code;

11. Notwithstanding the powers and purposes enumerated elsewhere in these Articles, the Corporation shall be restricted as follows: no part of the net earnings of the Corporation shall inure to the benefit of any Board member, other member, officer, or other associate or representative of the Corporation, for their service as officers and representatives of the Corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no Board member, other member, officer, or private individual, shall be entitled to share the distribution of the Corporation's assets upon dissolution of the Corporation.

ARTICLE IV: TERM

The period of the duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE V: INCORPORATORS

The name and residence of the subscriber to these Articles of Incorporation is:

Ronald L. Magram, Esq.
6697 S.W. 70th Avenue
Miami, Florida 33143

Lair C. Hall
16941 S.W. 119th Ct.
Miami, Florida 33177

Michael Small
20505 So. Dixie Hwy. #899
Miami, Florida 33189

ARTICLE VI: QUALIFICATIONS OF MEMBERS

The qualification of members of the Corporation, the authorized number, and the manner of admission of members to this Corporation, the different classes of membership, if any, the privilege of voting and other rights and privileges of members, the liability of members and/or dues or assessments, and the method of collection thereon in the termination and transfer of membership, shall be as set forth in the By-Laws of this Corporation.

ARTICLE VII: MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors: The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The number of Directors herein provided for shall be as set forth in the By-Laws of the Corporation, providing, however, that except for the initial Board of Directors set forth below, there shall never be fewer than three members on the Board of Directors. The names and addresses of persons constituting the initial Board of Directors who are presently acting in that capacity are:

Ronald L Magram, Esq.
6697 S.W. 70th Avenue
Miami, Florida 33143

Lair C. Hall
16941 S.W. 119th Ct.
Miami, Florida 33177


Michael Small
20505 So. Dixie Hwy, #899
Miami, Florida 33189

The above individuals shall serve as the Board of Directors until terms are set and/or changes are made formally according to procedure. Terms of these members are to be staggered for periods of one, two, and three years; subsequently, upon the expiration of the term of any member, the new term for the replacement shall be three years. In this way, only one-third of the Board shall be eligible for election each year.

B. Officers: The Officers of this Corporation shall consist of a President, Vice President, Secretary and a Treasurer and such further officers as the Board of Directors may, from time to time, direct. The initial Officers (and their addresses) of this Corporation shall be:

Ronald L. Magram, President
6697 S.W. 70th Avenue
Miami, FL 33143

Michael Small, Vice-President
20505 So. Dixie Hwy., #899
Miami, FL 33189

 John Bredder, Secretary
9861 S.W. 184th Street
Miami, FL 33157

Lair C. Hall, Treasurer
16941 S.W. 119th Court
Miami, FL 33177

C. Employment of Staff: The Board of Directors may retain staff for the purpose of conducting day-to-day management and supervision of Corporation affairs, consistent with policies and directions set by the Board, and with the qualifications and provisions outlined in the By-Laws.

ARTICLE VIII: RESIDENT AGENT

The address of the Corporation's initial registered office in the State of Florida:

900 Perrine Avenue, Perrine, Florida 33157

The name and address of this Corporation's initial registered agent is:

Ronald L. Magram, Esq.
R.L. Magram, P.A.
6697 S.W. 70th Avenue
Miami, Florida 33143
305-740-7979

ARTICLE IX: BY-LAWS

Revised By-Laws will be hereinafter adopted at a meeting of the Board of Directors.

Such By-Laws may be amended or appealed in whole, or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding on all members of this Corporation.

ARTICLE X: AMENDMENTS OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by Director and presented to a quorum of the Board of Directors for their vote; amendments may be adopted by a vote of a majority of members of the Board of Directors of the Corporation.

ARTICLE XI: DISSOLUTION

In the event of dissolution of this Corporation, the residual assets of the Corporation will be distributed to one or more organizations of the type described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986, and corresponding provisions of any subsequent federal tax laws, or to the federal, state, or local government, for exclusive public purposes and use.

ARTICLE XII: NONDISCRIMINATION

No person shall be denied membership, association with, participation in the programs of, or other involvement with the business and services of the Corporation on the basis of race, creed, national origin, age, sex, handicap, or religion.

This principal shall be reflected in the By-Laws, and in the policies and programs subsequently enacted by the Board.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, for the purpose of forming this Corporation, not-for-profit, under the laws of the State of Florida, this 4th day of April, 2001.



Ronald L. Magram



Lair C. Hall



Michael Small



John Brezder
C.
J2

State of Florida

County of Miami-Dade

Before me, the undersigned Notary Public, personally appeared Ronald L. Magram, Michael Small, Lair C. Hall and John Breeder, who, being first duly sworn, acknowledged to me that they are the persons described as the Incorporators of, and the ones who executed, the foregoing Articles of Incorporation, and that they executed the same for the purposes therein expressed.

Witness my hand and seal this 4th day of April, 2001.



Notary Public, State of Florida at large

My commission expires:



(NOTARY SEAL)

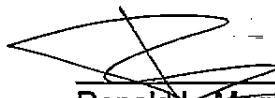
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida Statute Section 48.091, the following is submitted:

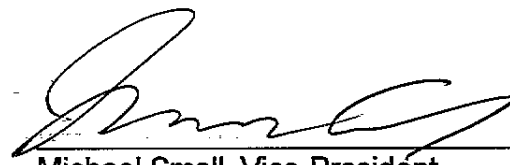
APPOINTMENT OF RESIDENT AGENT

That **Cutler Ridge Business District, Inc.**, desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 900 Perrine Avenue, Miami, Florida, 33157 has named **Ronald L. Magram, Esq., R.L. Magram, P.A.**, located at 6697 S.W. 70th Avenue, Miami, Florida, 33143 as its Agent to accept service of process within the State of Florida.

Dated this 4th day of April, 2001.



Ronald L. Magram, President

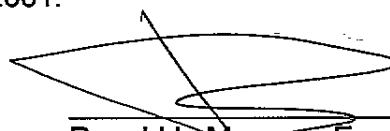


Michael Small, Vice-President

ACCEPTANCE BY RESIDENT AGENT

Having been named as Registered Agent and to accept service of process for the above named corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 4th day of April, 2001.



Ronald L. Magram, Esq.
R.L. Magram, P.A., Resident Agent

FILED
01 APR -5 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA