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**FLORIDA NON-PROFIT CORPORATION**  
**SOUTH ANDREWS BUSINESS ASSOCIATION, INC.**

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 7, 2001

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SUBJECT: SOUTH ANDREWS BUSINESS ASSOCIATION, INC.  
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**ARTICLES OF INCORPORATION OF SOUTH ANDREWS BUSINESS  
ASSOCIATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statute 617, do hereby make and adopt the following Articles of Incorporation:

**ARTICLE I:**

The name of the corporation is: South Andrews Business Association, Inc.

**ARTICLE II:**

The Corporation is a nonprofit corporation under the laws of the state of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees, or Officers, except to the extent permissible under law.

**ARTICLE III:**

The duration of the corporation is perpetual.

**ARTICLE IV:**

The corporation is organized, and shall be operated exclusively for, the following purposes:

A. To improve the public right-of-ways, promote pedestrian use, encourage investment and redevelopment, promote greater retail and pedestrian friendly businesses, facilitate safer driving, prevention of crime, implementation of a beautification program, while promoting and supporting all the businesses already in existence within the defined geographical area as defined herein or in the ByLaws.

B. To take all actions permitted under Florida law relating to the protection and improvement of the area herein defined.

C. To exercise all rights and powers conferred by the laws of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease of otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and process of such property, for any of the proposes set forth herein.

D. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

**ARTICLE V:**

No part of the net earnings of the corporation shall inure to the benefit of or be distributable its Members, Trustees, or Officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 Purposes hereof.

**ARTICLE VI: MEMBERS**

The Corporation shall have Voting Members who shall be elected and may by removed by the Voting Members, and shall have all the rights and privileges of members of the

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Corporation.

#### ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Principal Office of the Corporation is 1231 South Andrews Avenue, Ft. Lauderdale, Florida 33316, and the name of the initial Registered Agent is: John Phillips, Esq., whose address is: 1401 South Andrews Avenue, Ft. Lauderdale, Fla. 33316.

#### ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is 6. The number of Directors may be increased or decreased from time to time in accordance with the By Laws, but shall never be less than three. The Voting Members shall elect the Directors annually. The By Laws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director is as follows:

NAME	ADDRESS	TITLE
Jeryl Madfis	1231 South Andrews Avenue, Ft. Lauderdale, Florida 33316	Director
Howard Steinholtz	1424 South Andrews Avenue Ft. Lauderdale, Fla. 33316	Director
Matthew Hert	1335 South Andrews Avenue Ft. Lauderdale, Fla. 33316	Director
John Phillips	1401 South Andrews Avenue Ft. Lauderdale, Fla. 33316	Director
DOUG DETTMAN	South Andrews Prof. Bldg. 1525 SOUTH ANDREWS AVE. Ft. Lauderdale, Fla. 33316	Director.
Joan McCabe	1600 South Andrews Avenue FT. LAUDERDALE, FLA. 333316	Director
JOHN ZIEGLER	1523 SOUTH ANDREWS AVE. FT. LAUDERDALE, FLA. 33316	Director

#### ARTICLE IX: OFFICERS

The officers of the corporation shall consist of a President, Secretary, Vice President, and Treasurer and such other officers and assistant officers as may be provided in the By Laws. Each officer shall be elected by the Board of Directors at such time and in such manner as may be prescribed by the By Laws. The name and address of each initial Officer of the Corporation is as follows:

NAME	ADDRESS	TITLE
Jeryl Madfis	1231 South Andrews Avenue, Ft. Lauderdale, Florida 33316	President
DOUG DETTMAN	South Andrews Prof. Bldg. 1525 SOUTH ANDREWS AVE. Ft. Lauderdale, Fla. 33316	Vice. Pres.
Joan McCabe	1600 South Andrews Avenue FT. LAUDERDALE, FLA. 333316	TREASURER
JOHN ZIEGLER	1523 SOUTH ANDREWS AVE. FT. LAUDERDALE, FLA. 33316	SECRETARY

**ARTICLE X: INCORPORATORS:**

The name and address of each Incorporator is as follows:

NAME	ADDRESS	TITLE
John Phillips	1401 South Andrews Avenue Ft. Lauderdale, Fla. 33316	Director

**ARTICLE XI: BY LAWS**

The ByLaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

The power to adopt, alter, amend and repeal the ByLaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the ByLaws must be approved by a majority of the Voting Members.

**ARTICLE XII: AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any Amendment to them, and all rights and privileges conferred upon the Members, Directors, or Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provision of the laws of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of Florida.

**ARTICLE XII: COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with Florida Statute 617, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

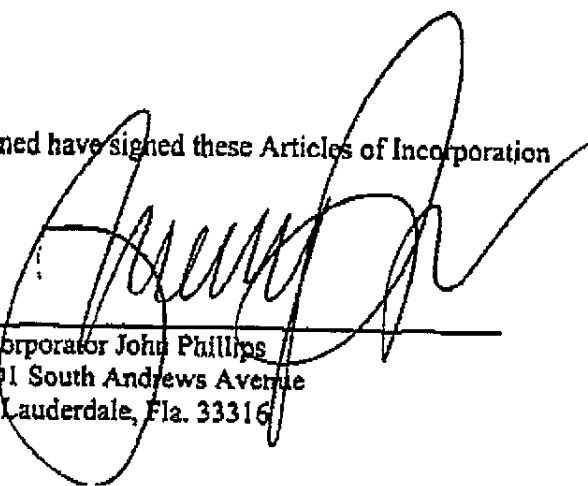
**ARTICLE XIII: NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue

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shares of stock.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this June 7, 2001.

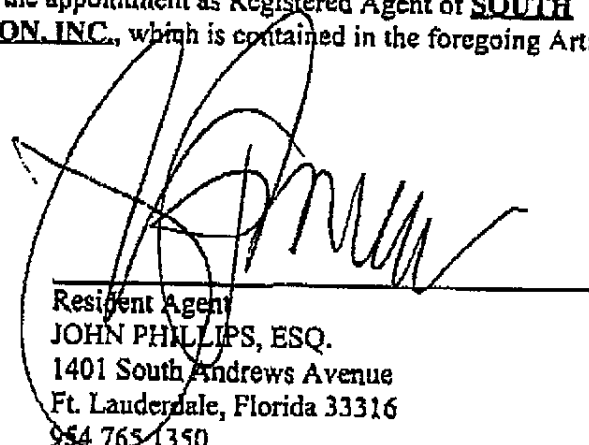
  
\_\_\_\_\_  
Incorporator John Phillips  
1401 South Andrews Avenue  
Ft. Lauderdale, Fla. 33316

**ACCEPTANCE BY RESIDENT AGENT**

The undersigned hereby accepts the appointment as Registered Agent of **SOUTH ANDREWS BUSINESS ASSOCIATION, INC.**, which is contained in the foregoing Articles of Incorporation.

Dated: June 7, 2001.

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Resident Agent  
JOHN PHILLIPS, ESQ.  
1401 South Andrews Avenue  
Ft. Lauderdale, Florida 33316  
954 765 1350

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