

# N01000005170

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DIVISION OF CORPORATIONS

FLORIDA NON-PROFIT CORPORATION  
ESPANOLA WAY BUSINESS ASSOCIATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

of

**ESPANOLA WAY BUSINESS ASSOCIATION, INC.**  
(A Florida Not-For-Profit Corporation)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Article I**  
**NAME**

The name of this corporation shall be Espanola Way Business Association, Inc., (hereinafter called the "Corporation").

**Article II**  
**PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or the mailing address of the Corporation is 436 Espanola Way, Miami Beach, FL 33139.

**Article III**  
**PURPOSE**

This Corporation is a not-for-profit corporation, organized for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**Article IV**  
**MEMBERSHIP**

Any person, corporation, partnership, association or organization, who is interested in the purposes of the Corporation, who is capable of contribution to the achievement of those purposes and the effective operation of the Corporation, and who complies with the requirements established from time to time by the Bylaws, shall be eligible for membership.

**Article V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 200 S.E. 13th Street, Ft. Lauderdale, FL 33316; and the name of the Corporation's initial registered agent at that address is Frank R. Gramling.

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**Article VI**  
**MANNER OF ELECTION OF BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

Jamil Dib  
436 Espanola Way  
Miami Beach, FL 33139

Cesar Solares  
436 Espanola Way  
Miami Beach, FL 33139

Claire Tomlin  
436 Espanola Way  
Miami Beach, FL 33139

**Article VII**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

Frank R. Gramling  
200 S.E. 13th Street  
Ft. Lauderdale, FL 33316

**Article VIII**  
**DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

**Article IX**  
**LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986), and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 23 day of July, 2001.

  
Frank R. Gramling  
Incorporator

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Articles of Incorporation  
Española Way Business Association, Inc.

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

That, ESPANOLA WAY BUSINESS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, has named Frank R. Gramling, located at 200 S.E. 13th Street, Fort Lauderdale, Florida 33316, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

DATED this 23<sup>rd</sup> day of July, 2001.

  
Frank R. Gramling  
Registered Agent

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