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**FLORIDA NON-PROFIT CORPORATION  
CORAL GABLES RESTAURANT OWNERS ASSOCIATION, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
of  
Coral Gables Restaurant Owners Association, Inc.  
a corporation not for profit**

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**ARTICLE I - NAME**

The name of this corporation is Coral Gables Restaurant Owners Association, Inc. a corporation not for profit

**ARTICLE II - PRINCIPAL OFFICE**

The mailing address of this corporation shall be:  
311 Southwest 27<sup>th</sup> Avenue, First Floor  
Miami, Florida 33135

**ARTICLE III - PURPOSE**

The Coral Gables Restaurant Owners Association, Inc. a corporation not for profit shall engage in any and all activities calculated to improve the image and standing in the State of Florida or any other city or state within or without the United States of its members and or of Restaurateurs and to promote and foster a favorable environment for the Restaurant Industry and shall engage in any and all services and activities in promoting their goods, services, rights and collective representation in the community and in the State of Florida or any other city or state within or without the United States.

**ARTICLE IV - QUALIFICATION OF MEMBERS**

As determined in the by-laws

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 311 Southwest 27<sup>th</sup> Avenue, First Floor, Miami, Florida 33135 and the name of the initial registered agent of this corporation at that address is The Law Offices of Pablo Perez, P.A.

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#### ARTICLE VI - INCORPORATOR

The name and address of the incorporator signing these articles is:

Pablo Perez, Esquire, President of The Law Offices of Pablo Perez, P.A., a Florida corporation located at 311 Southwest 27<sup>th</sup> Avenue, First Floor, Miami, Florida 33135.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors constituting the Initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the by-laws, but in no event shall be less than three (3). The names and address of the initial Board of Directors of this corporation are:

Nino Perneti - 311 Southwest 27<sup>th</sup> Avenue, First Floor, Miami, Florida 33135.  
Willie Bermello - 311 Southwest 27<sup>th</sup> Avenue, First Floor, Miami, Florida 33135.  
Beatriz Bajares - 311 Southwest 27<sup>th</sup> Avenue, First Floor, Miami, Florida 33135.

#### ARTICLE VIII - BOARD OF DIRECTORS ELECTIONS

The Board of Directors shall be elected by the membership at each annual meeting of the members.

#### ARTICLE IX - OFFICERS

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting each year to serve for the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

#### ARTICLE X - REVENUE

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, Directors, officers 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 the purposes set forth in Article III hereof. The corporation shall not in any way, directly or indirectly,

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carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office, by publishing or distributing statements or otherwise. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other 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 1954 (or the corresponding provisions 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 provisions of any future United States Internal Revenue Law).

#### ARTICLE XI - DISSOLUTION

Upon the dissolution of the corporation, The Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 ( or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: May 28, 2002

The Law Offices of Pablo Perez, P.A.  
by Pablo Perez Esq., President

  
Incorporator

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H020001469400

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First, that the Coral Gables Restaurant Owners Association, Inc., desiring to organize or qualify under the laws of the State of Florida, has named The Law Offices of Pablo Perez, P.A., located at 311 Southwest 27<sup>th</sup> Avenue, First Floor, Miami, Florida 33135, as its agent to accept service of process within Florida.

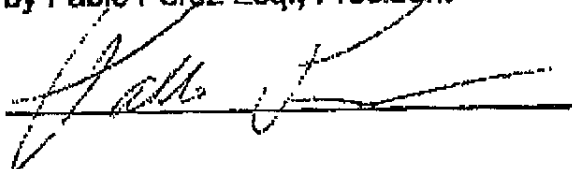
Dated: May 28, 2002

  
Pablo Perez Esq., President

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to comply with the provisions of all Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 28, 2002

The Law Offices of Pablo Perez, P.A.  
by Pablo Perez Esq., President



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