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FLORIDA NON-PROFIT CORPORATION  
CONGRESS FOR THE NEW URBANISM-FLORIDA, INC.

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THIS INSTRUMENT PREPARED BY:  
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(305) 714-4350

FAX NO. 3057144340

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**ARTICLES OF INCORPORATION  
FOR  
CONGRESS FOR THE NEW URBANISM-FLORIDA INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as incorporator of a Florida corporation not for profit, hereby makes, executes and acknowledges these Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes and in accordance with Section 501 (c) (3) of the Internal Revenue Code of 1986.

**ARTICLE I  
NAME**

The name of the Corporation is:

CONGRESS FOR THE NEW URBANISM-FLORIDA, INC.

**ARTICLE II  
ADDRESS**

The street address of the principal office of the Corporation, and the Corporation's mailing address, is 1023 S.W. 25<sup>th</sup> Avenue, Miami Florida 33135.

**ARTICLE III  
DURATION AND COMMENCEMENT**

The Corporation will exist perpetually, commencing with the filing of the Articles of Incorporation with the Florida Department of State.

**ARTICLE IV  
PURPOSE**

The Corporation is organized not for pecuniary profit, but exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and no distribution of assets of the Corporation shall be made upon dissolution except to an entity which is exempt from taxation pursuant to Section 501 of the Code. In furtherance of the purposes of the Corporation, and within the foregoing restrictions, the Corporation shall have all lawful powers necessary or appropriate to such purposes, including, but not limited to all corporate powers corporations may have under the Florida Not for Profit Corporation Act, as it may be amended or replaced from time to time, or the provisions of any similar law, and including, but not limited to, the following:

1. To organize and produce meetings and conferences dedicated to the refinement and dissemination of certain land planning and ecological principles and goals as well as design techniques described as "New Urbanism", particularly focusing on Florida issues. These include, without limitation, (a) the creation of a built-environment diverse in use and population,

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include, without limitation, (a) the creation of a built-environment diverse in use and population, that is built on an pedestrian scale, but that balances, accommodate and facilitates safe, convenient and appealing pedestrian opportunities as well as automobile traffic and mass transit, and (b) the preservation and development of a well-defined public realm that nurtures a healthy and interactive civic life, and (c) generally, the replacement of suburban sprawl with revised patterns of development that respect the inherent qualities and characteristics of distinct places, and that consider the limits and fragilities of natural resources, and that contributes to the vitality of existing urban and suburban communities.

2. To coordinate educational activities with respect to a Florida-based audience and Florida-oriented issues, with the Congress for The New Urbanism, a non-profit corporation with a national and international focus on New Urbanism issues and outreach, and with other state affiliates of the Congress of New Urbanism.

3. To produce and distribute written documents and audio visual materials recording the conference proceedings and other educational programs, for the purpose of educating the public and planning profession about New Urbanism.

4. To further advance the principles of New Urbanism through networking and publicity avenues.

The purposes of the Corporation shall also include activities related or incidental to the furtherance specifically stated purposes and permitted under the laws of the United States and Florida.

## **ARTICLE V PROHIBITED ACTIVITIES**

The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

The Corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes.

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 this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision 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 corresponding section 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 corresponding section of any future United States Internal Revenue Law.

#### ARTICLE VI BOARD OF DIRECTORS

The initial board of directors of the Corporation shall consist of seven members. The name and addresses of the members of the Corporation's initial board of directors are:

Marcella Cambior	c/o Treasure Coast R.J.C. 301 E. Ocean Blvd. Stuart, Florida 34994
Robert Davis	2961 Vallejo Street San Francisco, California 94123
Victor B. Dover	c/o Dover, Kohl & Partners 1571 Sunset Drive Coral Gables, Florida 33143-5878
Andres Duany	c/o Duany & Plater-Zyberk & Company 1023 SW 25th Avenue Miami, Florida 33135
Richard A. Hall	c/o Hall Planning and Engineering 1237 North Adams Street Tallahassee, Florida 32303
James F. Murley	Anthony J. Catanese Center for Urban & Environmental Solutions at Florida Atlantic University 220 S.E. 2nd Avenue, Suite 709 Fort Lauderdale, Florida 33301
Elizabeth Plater-Zyberk	c/o Duany & Plater-Zyberk and Company 1023 Southwest 25th Avenue Miami, FL 33135

The method of election or appointment of directors shall be as stated in the Bylaws.

**ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is c/o Berger Singerman, P.A., 200 South Biscayne Boulevard, Suite 1000, Miami, Florida 33131, and the Corporation's initial registered agent at that address is Franklin H. Caplan.

**ARTICLE VIII  
INCORPORATOR**

The name and street address of the incorporator is Franklin H. Caplan, Esq., c/o Berger Singerman, P.A., 200 South Biscayne Boulevard, Suite 1000, Miami, Florida 33131. The incorporator of the Corporation assigns to the Corporation his rights under Section 617.013, Florida Statutes, to constitute a corporation.

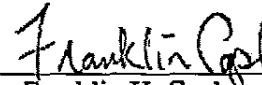
**ARTICLE IX  
DISSOLUTION**

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and may be distributed or inure to the benefit of any individual.

**ARTICLE X  
AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision of these Articles of Incorporation in the manner prescribed by law.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 7th day of May, 2004.

  
Franklin H. Caplan  
Incorporator

MAY-07-2004 FRI 01:01 PM Berger Singerman

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STATE OF FLORIDA           )  
                                  ) ss:  
COUNTY OF MIAMI-DADE    )

The foregoing instrument was acknowledged and subscribed to before me this 7th day of May, 2004, by Franklin H. Caplan, who is personally known to me, or who produced \_\_\_\_\_ as identification.

Lynette Wilshire  
Notary Public, State of Florida



Lynette Wilshire  
MY COMMISSION # 00147605 EXPIRES  
September 4, 2006  
BONDING TRUST CO. AN INSURANCE INC.

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FAX NO. 3057144340

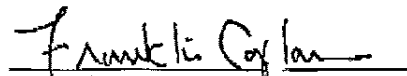
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**ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of Congress for The New Urbanism-Florida, Inc., and I agree to comply with the provisions of the laws of the State of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process. I am familiar with and accept the obligations provided for in Chapter 617, Florida Statutes.

Date: May 7, 2004

  
Franklin H. Caplan  
Initial Registered Agent

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