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FLORIDA NON-PROFIT CORPORATION

GREATER MIAMI CONVENTION AND VISITORS BUREAU FOUNDAT

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ARTICLES OF INCORPORATION
OF
GREATER MIAMI CONVENTION AND VISITORS BUREAU FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I.
NAME

The name of this corporation shall be Greater Miami Convention and Visitors Bureau Foundation, 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 701 Brickell Avenue, Suite 2700, Miami, Florida 33131.

Article III.
PURPOSE

This Corporation is a non-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and 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 Code, or corresponding section of any future federal tax code. In particular, the Corporation shall be organized for the benefit of and operated and controlled by the Corporation's sole member, as named in Article IV of these Articles of Incorporation, so long as such member is an organization described in Section 501(c)(6) of the Code.

Article IV.
MEMBERSHIP

The sole member of the Corporation shall be the Greater Miami Convention and Visitor Bureau, Inc., a Florida not-for-profit corporation.

Article V.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, Suite 2700, Miami, Florida 33131, and the name of the Corporation's initial registered agent at that address is Alvin L. West.

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Article VI.
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the initial directors are:

William Talbert	701 Brickell Avenue, Suite 2700, Miami, Florida 33131
Alvin L. West	701 Brickell Avenue, Suite 2700, Miami, Florida 33131
Donahue Peebles	701 Brickell Avenue, Suite 2700, Miami, Florida 33131

Article VII.
AMENDMENT

These Articles of Incorporation may be altered, amended, or repealed, and new Articles of Incorporation adopted as provided in the Bylaws of the Corporation.

Article VIII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Alvin L. West, 701 Brickell Avenue, Suite 2700, Miami, Florida 33131.

Article IX.
DURATION OF CORPORATION

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

Article X.
FISCAL YEAR

The fiscal year for the Corporation shall be October 1 through September 30.

Article XI.
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 Code, or corresponding provisions of any subsequent federal tax laws.

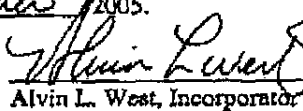
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SECRETARY OF STATE**Article XII.**
LIMITATIONS

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 Code), and the Corporation shall not participate 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 of Incorporation, 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 Code (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 Code.

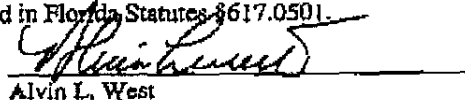
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 26 day of September, 2005.



Alvin L. West, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Greater Miami Convention and Visitors Bureau Foundation, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §617.0501.



Alvin L. West

Dated: Sept 26, 2005

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