

# No7000001686

(Requestor's Name)

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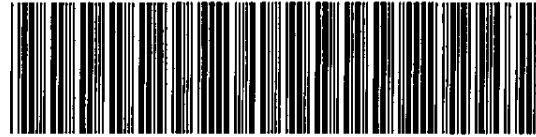
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2001 FEB 15 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C.G. 2-16

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** BrassWheel Construction Network, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Alexander E. Barthet  
Name (Printed or typed)

200 S. Biscayne Blvd., Suite 1800  
Address

Miami, Florida 33131  
City, State & Zip

(305) 347-5290  
Daytime Telephone number

**NOTE:** Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 8, 2007

ALEXANDER E. BARTHET  
200 S. BISCAYNE BLVD., STE. 1800  
MIAMI, FL 33131

SUBJECT: BRASSWHEEL CONSTRUCTION NETWORK, INC.  
Ref. Number: W07000006686

We have received your document for BRASSWHEEL CONSTRUCTION NETWORK, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Are you sure this is a non profit corporation? Please be very specific about your purpose. Is this a charitable organization? Will you be making a profit?

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis  
Document Specialist  
New Filing Section

Letter Number: 907A00009722

**THE BARTHET FIRM**  
LAWYERS TO BUSINESS

200 South Biscayne Boulevard, Suite 1800  
Miami, Florida 33131  
(305) 347.5290 • Fax (305) 377.8695  
www.barthet.com  
mail@barthet.com

Patrick C. Barthet  
Alexander E. Barthet  
Paul D. Breitner  
Peter H. Leavy  
John C. Hanson, II  
Daniel Morman  
Doron Weiss  
Jonathan D. Whitcomb  
Ryan B. Lamchick

Member  
LAW  EUROPE  
www.law-europe.com

February 13, 2007

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: BrassWheel Construction Network, Inc.  
Ref. Number W07000006686  
Letter Number 907A00009722

Dear Sir/Madam:

Enclosed, please find an original and one copy of revised Articles of Incorporation for the above referenced corporation. We also enclose a copy of the above referenced letter whereby receipt of the filing fee in the amount of \$78.75 is acknowledged. We therefore do not enclose an additional filing fee and ask that you apply our prior payment toward same.

Should you have any questions or comments, please contact the undersigned at 305-347-5290. Thank you.

Yours truly,

  
Alexander E. Barthet  
For the Firm

AEB:mm  
Enclosures

**THE BARTHET FIRM**  
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Ryan B. Lamchick

Member  
LAW OF EUROPE  
www.law-europe.com

February 2, 2007

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Re: Inadvertent filing of Florida profit corporation  
BrassWheel Construction Network, Inc.

To whom it may concern:

The undersigned inadvertently filed Florida profit Articles of Incorporation on January 24, 2007, copy attached. Upon calling the Secretary of State we were advised to file Articles of Dissolution stating we will not revoke the voluntary dissolution of the Florida profit corporation BrassWheel Construction Network, Inc.

We were also advised to file the attached Florida Not for Profit Articles of Incorporation for BrassWheel Construction Network, Inc. simultaneously with the dissolution of the Florida profit corporation.

Please call with any questions. Thank you.

Yours truly,

  
Alexander E. Barthet  
For the Firm

AB:mm

FILED  
2007 FEB 15 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF BRASSWHEEL CONSTRUCTION NETWORK, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED

2007 FEB 15 PM 1:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes, adopt the following articles of incorporation:

ARTICLE ONE  
NAME

The name of the corporation is: BrassWheel Construction Network, Inc. The principal address of the corporation at the time of incorporation is 200 S. Biscayne Blvd., Suite 1800, Miami, Florida 33131.

ARTICLE TWO  
NOT-FOR-PROFIT

The corporation is a not-for-profit corporation as defined in the Florida Not-For-Profit-Corporation Act, set forth in Chapter 617 of the Florida Statutes. 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, directors, or officers, except to the extent permissible under law.

ARTICLE THREE  
DURATION

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

ARTICLE FOUR  
PURPOSES

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

- (a) to provide for its members, the opportunity for exchange of ideas and opinions, and for study and discussion, of various business and technical aspects of the construction industry in the State of Florida; and to acquire, preserve and disseminate data and information to its members relating to the construction industry;
- (b) to exercise all rights and powers conferred by the laws of the State of Florida, and specifically as provided in Fla. Stat. § 617.0302, on nonprofit corporations, including but not limited to the right and power to acquire by bequest, devise, gift, purchase, lease, or 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 proceeds of such property, for any of the purposes set forth in these articles of incorporation; and
- (c) to do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

## ARTICLE FIVE POWERS

The powers of the corporation shall be as enumerated in the Florida Not-For-Profit Corporation Act (Fla. Stat. § 617.0302) and shall include, but not be limited to, the following:

- (a) to receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and to otherwise acquire and hold all property, real or personal, including securities of other corporations;
- (b) to act as trustee under any trust incidental to the principal objects of the association, and to receive, hold, administer, and expend funds and property subject to a trust or trusts;
- (c) to convey, exchange, lease, mortgage, encumber, transfer on trust, or otherwise dispose of all property, real or personal;
- (d) to borrow money, contract debts, issue bonds, notes, and debentures, and secure the payment or performance of its obligations; and
- (e) to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the association.

## ARTICLE SIX LIMITATION

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers. However, upon approval of the board of directors, renumeration for work performed for the corporation may be provided to its members, directors or officers.

## ARTICLE SEVEN MEMBERS

The corporation shall have voting members of one or more classes who shall be admitted in such manner as is set forth in the bylaws and who shall have all the rights and privileges of members of the corporation. The bylaws may provide for nonvoting members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the bylaws, but who shall not have the right to vote. Two-thirds of the voting members appearing in person or by proxy shall constitute a quorum at a meeting of members, or such percentage as otherwise set forth in the bylaws or by a vote of the members. The initial members are as follows:

Thomas Whittelsey, 16301 NW 15<sup>th</sup> Ave., Miami, FL 33169  
Jeffrey T. Robinson, 11850 Miramar Parkway, Miramar, FL 33025  
Lawrence Kibler, 3300 Corporate Ave., Suite 110, Weston, FL 33331

## ARTICLE EIGHT REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

Alexander E. Barthet, 200 S. Biscayne Blvd., Suite 1800, Miami, FL 33131.

ARTICLE NINE  
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 three. The number of directors may be increased or decreased in accordance with the bylaws. The directors shall be elected as set forth in the bylaws. The bylaws may provide for ex officio and honorary directors and their rights and privileges. The names and addresses of the initial directors of the corporation is as follows:

Name	Address
Thomas Whittelsey,	16301 NW 15 <sup>th</sup> Ave., Miami, FL 33169
Jeffry T. Robinson,	11850 Miramar Parkway, Miramar, FL 33025
Lawrence Kibler,	3300 Corporate Ave., Suite 110, Weston, FL 33331

ARTICLE TEN  
OFFICERS

The officers of the corporation shall consist of a president, one or more vice-presidents, secretary, treasurer, and such other officers and assistant officers as may be provided for in the bylaws. Each officer shall be elected by the board of directors (and may be removed by the board of directors) at such time and in such manner as may be prescribed by the bylaws. The name and address of each initial officer of the corporation are as follows:

Name	Address	Title
Thomas Whittelsey,	16301 NW 15 <sup>th</sup> Ave., Miami, FL 33169	President
Jeffry T. Robinson,	11850 Miramar Parkway, Miramar, FL 33025	Vice President
Lawrence Kibler,	3300 Corporate Ave., Suite 110, Weston, FL 33331	Secretary/Treasurer

ARTICLE ELEVEN  
BYLAWS

The bylaws of the corporation are to be adopted by the board of directors at the first meeting of the board of directors. The bylaws may be altered, amended or rescinded by the board of directors.

ARTICLE TWELVE  
AMENDMENT

Amendments of provisions contained in these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented in a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.



ARTICLE THIRTEEN  
INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted under the Florida Not-For-Profit-Corporation Act.

ARTICLE FOURTEEN  
INCORPORATORS

The name and address of each incorporator are as follows:

Name	Address
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Alexander E. Barthet,	200 S. Biscayne Blvd., Suite 1800, Miami, FL 33131
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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appoint as registered agent and agree to act in this capacity.

Signature/Registered Agent

Date

2/14/07

Signature/Incorporator

Date

2/14/07

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA