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Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**COLLINS PARK NEIGHBORHOOD ASSOCIATION, INC.**

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Collins Park Neighborhood Association, Inc.

ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation shall be:

Collins Park Neighborhood Association, Inc.

ARTICLE II

Principal Office

Collins Park Neighborhood Association, Inc. (CPNA) will be located in Miami-Dade County in the State of Florida and will have a principal mailing address at:

255 WEST 24<sup>TH</sup> STREET, CU-6

MIAMI BEACH, FL. 33140

ARTICLE III

Purpose

The specific purpose for which the corporation is organized:

FCDN is organized and shall operate exclusively for educational, economic and community development, cultural, charitable and scientific purposes and to make gifts, grants, loans and subsidies to other charitable and/or educational organizations described in Section 501(c)(3) of the Internal Revenue Code; such purpose shall include, but not be limited to the provisions of affordable housing to very low-income, low income and moderate-income persons. The purposes of the corporation shall however, be limited in all events to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

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1. To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and
3. To borrow money but only as authorized by its Board of Directors, and from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and
4. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and
5. To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and
6. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purpose hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purpose of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

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The Corporation will provide and support initiatives that develop, enhance and improve the residential, commercial, and cultural qualities that make the area within the City of Miami Beach, Florida and within the boundaries of the 17th Street of the South, 25th Street to the North the Atlantic Ocean on the east and the Pine Tree Drive or Washington Avenue on the West .

In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations then described in Section 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

**ARTICLE IV**

**Manner of Election**

The manner in which the directors are elected or appointed:

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors. The Directors of the Corporation shall be elected by a majority vote of the Members, in accordance with the procedures provided in the Bylaws.

**ARTICLE V**

**Board of Directors/Officers**

That the number of directors of this corporation, to be known as the Board of Directors, shall be four (4), and that the names and addresses of the persons who are to act in the capacity of such directors until the selection of their successors, are as follows:

- DIRECTOR/  
PRESIDENT            Ray Breslin  
                                 2395 Lake Pancoast Drive  
                                 Miami Beach, FL 33140
  
- DIRECTOR/  
VICE PRES.            Walid Sfeir  
                                 2001 Collins Avenue  
                                 Miami Beach, FL 33139
  
- DIRECTOR/  
TREAS                    Barbara Morris  
                                 2301 Collins Avenue #306  
                                 Miami Beach, FL 33139
  
- DIRECTOR/  
SEC'Y                    Barbara Gehring  
                                 2421 Lake Pancoast Drive PH  
                                 Miami Beach, FL 33140

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**ARTICLE VI**

**Initial Registered Agent And Street Address**

The name and Florida street address of the registered agent is:

Barbara Morris  
2301 Collins Avenue #306  
Miami Beach, FL 33139

**ARTICLE VII**

**Incorporator**

The name and Florida street address of the incorporator is:

Ray Breslin  
2395 Lake Pancoast Drive  
Miami Beach, FL 33140

\*\*\*\*\*  
*Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity.*

Barbara Morris  
Signature/Registered Agent

5/11/07  
Date

Ray Breslin  
Signature/Incorporator

5/11/07  
Date

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