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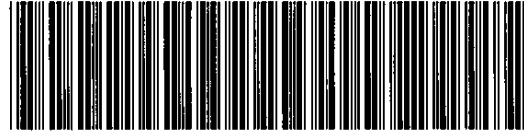
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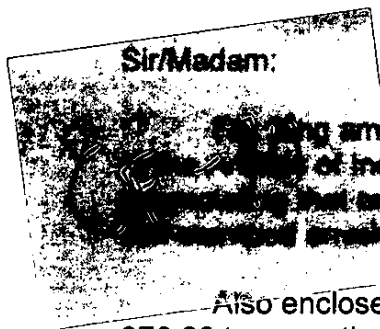
September 7, 2007

Florida Department of State
Division of Corporations
Att. Buck Kohr
PERSONAL & CONFIDENTIAL
409 East Gaines Street
Tallahassee, Florida 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/10/07

Re: **COCONUT GROVE QUALITY OF LIFE COALITION, INC.**, filing of
articles of incorporation of Florida corporation fit.



amongst your record:
of incorporation of the
such Articles a
be at your earliest

Also enclosed is our check pay
\$70.00 to cover the following fees:

Filing Fee
Registered agent design
Total

THANKS

BUCK

originals
attached
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Do not hesitate to call me, if in doubt. Sincerely yours,


Agustin de Goytisolo, P.A.

Enc. (4)

**ARTICLES OF INCORPORATION
OF
THE COCONUT GROVE QUALITY OF LIFE COALITION, INC.**

FILED
07 SEP 10 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant the provisions Chapter 617 of the Florida Statutes, the undersigned, who are competent to enter a legally binding obligation, hereby associate themselves together to form a not-for-profit corporation for the purpose of conducting and promoting the purposes hereinafter stated and hereby adopt the following Articles of Incorporation (the "Articles").

ARTICLE I
NAME & NON PROFIT STATUS

The name of this corporation shall be: **COCONUT GROVE QUALITY LIFE COALITION, INC.** (the "Corporation"). The Corporation shall be a nonprofit, nonsectarian organization organized and operated exclusively for exempt purposes within the meaning of Section 501(a) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Revenue Law or similar federal tax law, (hereinafter referred to as the "Code"), which purposes, also, shall include the acceptance from any party, from time to time, of contributions and the deriving of income therefrom to be used or applied exclusively for charitable, scientific, literary or educational purposes.

During any period that the Corporation is a private foundation, as defined in section 509(a) of the Code, the Corporation shall (a) distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by section 4942(a) of the Code; (b) not engage or be involved in any act of self-dealing, as defined in section 4941(d) of the Code, so as to give rise to any liability for the tax imposed by section 4941(a) thereof; (c) not retain any excess business holdings as defined in section 4943(c) of such Code, so as to give rise to any liability for the tax imposed by section 4943(a) thereof; (d) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944 of the Code, so as to give rise to any liability for the tax imposed by section 4944(a); and (e) not make any taxable expenditures, as defined in

section 4945(d), so as to give rise to any liability imposed by section 4945(a). Unless otherwise indicated, as used in this Article III and hereinafter in these Articles of Incorporation, all section references are to those of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, otherwise attempting to influence legislation or participate or intervene in any political campaign for or on behalf of candidates for public office (including the publishing or distribution of statements). Notwithstanding any other provision 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 Code (or the corresponding provision of any future United States Internal Revenue laws) or (b) by a corporation receiving contributions which are deductible under Section 170, 2055 or 2522 of the Code.

ARTICLE II

MEMBERS AND REQUIREMENTS

This Corporation shall have members ("Members") and membership herein shall be individual home owners, and individuals which form part of a condominium association, home owner association, or social club, based in the Coconut Grove neighborhood of the City of Miami, Florida, that are admitted according to the Articles and bylaws of the Corporation (the "Bylaws"). Members shall be admitted pursuant to the majority vote of the Board of Directors and a majority vote of the existing Members.

ARTICLE III

VOTING BY MEMBERS

In all matters to be voted upon by Members, each Member shall have the following number of votes: each participating individual or home owner will have the right of one vote. Condominiums, home owner associations and social clubs will have as many votes as participating individuals or home owners as members. Condominiums, home owner associations and social clubs may enter their participating membership as a block of individual members. Each Member must apply all of its votes either for or against a particular matter. Each Member shall provide to the Corporation written documentation showing that a Member has determined how it is voting on a certain matter or that the individual representing the Member with respect to the matter has the authority to determine how the Member is voting.

ARTICLE IV

DUES

All individual members shall pay annual dues of US\$ 5.00 Members shall incur all costs and pay all dues or special assessments other amounts owed to the Corporation according to the same percentage of votes that such Member has in relation to all the votes by all Members. Dues and special assessments shall only be assessed on the Members after the approval of a majority of the Members, unless a higher approval requirement shall be set forth in the Bylaws.

ARTICLE V

PURPOSE AND POWERS

The Corporation is organized and shall be operated exclusively in order to promote and defend the interests and the residents of the Members (the "Purpose") and according to the requirements and limitations of a not-for-profit corporation organized and operated under the laws of the State of Florida and within the requirements and limitations of Section 501(c)(7) or Section 528 of the Internal Revenue Code of the United States, including the regulations promulgated thereunder, as such provisions or regulations may be amended or pursuant to the successor provisions or regulations. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, and desirable or proper for the furtherance, accomplishment,

fostering or attainment of its Purpose, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain such Purpose.

ARTICLE VI

PRINCIPAL OFFICE

The initial principal office of the Corporation and its mailing address is 3015 Emathla Street, Coconut Grove, Florida 33133, Att. Francisco V. Cabreja. The location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine.

ARTICLE VII

WITHDRAWAL OF MEMBERS

Any Member may withdraw from the Corporation by providing written notice to the Board of Directors. Upon the effective date of withdrawal the Member shall no longer be obligated to incur any costs or pay any dues or special allocation, but shall not be entitled to the return or distribution of any assets of the Corporation.

ARTICLE VIII

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to the Bylaws or the laws of the State of Florida.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator (the "Incorporation") of the Corporation is Francisco V. Cabreja who will reside at 3015 Emathla Street, Coconut Grove, Florida 33133.

ARTICLE X

OFFICERS

The affairs of this Corporation shall be managed by a President, Vice-President, a Treasurer, Secretary and such other officers or assistant officers as the Board of Directors of the Corporation shall consider necessary or useful. Any two or more offices may be held by the same person. The officers shall be elected annually by the Board of Directors at such time and in such manner as shall be provided by the Bylaws.

ARTICLE XI

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors which shall be comprised of not less than three (3) and not more than eleven (11) persons. The Directors shall be elected annually according to the procedures set forth in the Bylaws. The initial Board of Directors, who are to serve until their resignation or the election of their replacement, are:

Name	Address
Francisco V. Cabreja - President & Secretary	3015 Emathla Street, Coconut Grove, Florida 33133
Liliana Dones - Vice President	2901 South Bayshore Drive Miami, FL 33133
Andrew Kruss - Treasurer	2843 South Bayshore Drive Coconut Grove, Florida 33133

The Board of Directors, amongst its members, shall appoint a standing committee named the Executive Committee with the power to exercise, between meetings of the Board of Directors, any and all powers conferred on or duties imposed upon the Board of Directors.

The Board of Directors may establish one or more other committees, whether standing (i.e., appointed for a term) or select (i.e., appointed for a special purpose), to carry out the purposes of the Corporation.

ARTICLE XII

REGISTERED AGENT

The initial registered office of the Corporation is , and the initial registered agent of the Corporation at that address is 3015 Emathla Street, Coconut Grove, Florida 33133 and the registered agent at that address is Francisco V. Cabreja, who by executing these premises hereby agrees to act in such capacity for the corporation at its registered office.

ARTICLE XII

AMENDMENT OF ARTICLES OR BYLAWS OF INCORPORATION

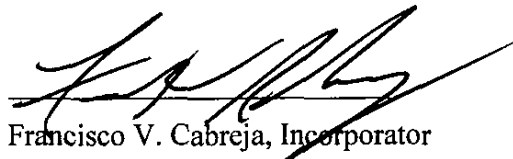
The Articles or Bylaws may be amended only in the following manner: A proposal for an amendment may be presented to the Board of Directors by any person on the Board of Directors or by a Member. The Board of Directors shall consider such amendment within thirty (30) days after the receipt thereof by the Board of Directors. In the event that the Board of Directors passes such amendment by at least a two-thirds vote, the Board of Directors shall then present the amendment to a duly called meeting of the Members within thirty (30) days. If the amendment is passed by a majority of the Members, then such amendment shall be approved and the Board of Directors shall promptly take all actions to cause the amendment to the Articles or the Bylaws, as the case may be.

ARTICLE XIV

DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved by a two-thirds vote of the Board of Directors and the Members at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, the directors shall dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable or educational purposes as at the same time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Code (or corresponding provisions of any future United States Internal Revenue laws), as the Board of Directors shall determine. Any such assets not so disposed of, shall be distributed by the Eleventh Circuit Court for Dade County, Florida or by such other court in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operating exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the Corporation, has set his hand and seal this 6th day of September, 2007.

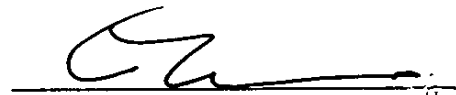

Francisco V. Cabreja, Incorporator

STATE OF FLORIDA)

): ss

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 6th day of September, 2007 by Francisco V. Cabreja, who is personally known to me..



Notary Public