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FLORIDA PROFIT/NON PROFIT CORPORATION

THE BRICKELL BAR ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
THE BRICKELL BAR ASSOCIATION, INC.**

The undersigned Subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves to form a Corporation not for profit under the laws of the State of Florida and we do hereby certify that we have become such a Corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be THE BRICKELL BAR ASSOCIATION, INC.

ARTICLE II

The nature and purpose for which this corporation is organized are as follows:

1. This Corporation is organized to provide a forum for its members to associate in order to enable them to exchange ideas and concepts concerning the legal profession; to improve the image of members of the legal profession as perceived by members of the public; to facilitate and encourage communication with the judiciary, other local Bar Associations and The Florida Bar; to encourage and foster social and professional relationships among its members all with a view towards improving the legal profession in the Brickell-downtown Miami area, the County of Dade and the State of Florida.

2. This Corporation is organized pursuant to Section 617 Florida Statutes and intends to qualify and apply for exemption under Section 501 (c) (6) of the Internal Revenue Code for the further purpose of promoting the common interests of its members and its activities shall be directed to the general improvement of the conditions for the practice of law as a whole. The Corporation will not engage in the practice of law as a business nor will it engage in a regular business of a kind ordinarily carried on by a corporation for profit. Furthermore, it will not perform particular services for its individual members unless the services are merely incidental to its main or principal purpose.

3. To conduct any of the business of the Corporation either as principal, agent or factor, or in any other manner or any other basis permitted by Section 617 of the Florida Statutes or by the corresponding provision of any future Florida Statute so long as such provision is not in conflict with Section 501 (c) (6) of the Internal Revenue Code.

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4. 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 Article II, paragraphs 1 and 2 hereof and the By-Laws of the Corporation as may be amended from time to time. Notwithstanding any other provision of these Articles, the corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income taxation under Section 501 (c) (6) of the Internal Revenue Code.

5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to such organization or organizations exempt under the meaning of Section 501 (c) 6, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law as the Board of Directors shall determine 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 a Court of competent jurisdiction of 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 operated exclusively for such purposes.

6. It is further provided that the enumeration herein of specific powers shall not be held to limit or restrict in any manner the power of the Corporation so long as such powers are not in conflict with Section 501 (c) (6) of the Internal Revenue Code.

ARTICLE III

The duration of this Corporation is to be perpetual.

ARTICLE IV

The street address and mailing address of the initial principal office of this Corporation shall be Mellon Financial Center, 1111 Brickell Avenue, Suite 2180, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation is Glen Z. Goldberg, 1111 Brickell Avenue, Suite 2180, Miami, Florida 33131. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE V

The affairs and business of the Corporation shall be conducted by a Board of Directors. This Corporation shall have at least three Directors. The number of Directors may be increased or diminished from time to time in accordance with the Articles of Incorporation or the By-Laws of the Corporation in the manner provided by law, but the Corporation must never have fewer than three Directors. The method of election and the composition of the Board of Directors shall be prescribed in the By-Laws of the Corporation.

ARTICLE VI

The officers of this Corporation shall include a President, a President Elect, a Secretary and a Treasurer and such other officers, agents and factors who shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

ARTICLE VII

The names and addresses of each Subscriber to these Articles of Incorporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
GLEN Z. GOLDBERG	1111 Brickell Avenue, Suite 2180 Miami, Florida 33131
JUDD ROSEN	1111 Brickell Avenue, Suite 2180 Miami, Florida 33131

ARTICLE VIII

The initial By-Laws of this Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors, unless otherwise provided in the Articles of Incorporation or in the By-Laws. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation, not inconsistent with law or these Articles of Incorporation.

ARTICLE IX

These Articles of Incorporation may be amended by the act of the members of the Corporation. Such amendments may be proposed by the Board of Directors or the members and shall be adopted in the manner provided in the By-Laws of the Corporation.

ARTICLE X

This Corporation shall be organized upon a nonstock basis and membership in such corporation may be evidenced by a Certificate of Membership as more particularly set forth in Florida Statute 617.0505(2).

ARTICLE XI

The members of the Corporation shall be required to meet the following qualifications: Attorneys who are members of The Florida Bar in good standing, who are duly licensed to practice law in the State of Florida and who maintain his or her office for the practice of law in Dade County; any Judge of any of the Courts of this State and any United States District Court Judge and any United States Bankruptcy Court Judge of the Southern District of Florida. The By-Laws shall prescribe the manner of admission and the duration of membership in the corporation.

IN WITNESS WHEREOF, we, the undersigned Subscribing incorporators, have hereto set our hands and seals this 9th day of OCTOBER, 2007, for the purpose of forming this corporation under the laws of the State of Florida and we hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts therein are true.

Glen Z. Goldberg
GLEN Z. GOLDBERG

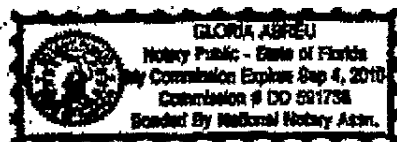
Judd Rosen
JUDD ROSEN

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE) ss

BEFORE ME, the undersigned authority, personally appeared Glen Z. Goldberg and Judd Rosen, who are personally known to me and who are to me well known and known to me to be the individuals subscribing in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes contained therein.

WITNESS my hand and official seal this 9th day of OCTOBER, 2007.



[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **THE BRICKELL BAR ASSOCIATION, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the County of Miami-Dade, State of Florida, has named **GLEN Z. GOLDBERG, ESQ.**, located at 1111 Brickell Avenue, Suite 2180, Miami, Florida 33131, as its Agent to accept service of process within Florida this 9th day of OCTOBER, 2007.


GLEN Z. GOLDBERG, Incorporator


JUDD ROSEN, Incorporator

ACCEPTANCE BY RESIDENT AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated above in the Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


GLEN Z. GOLDBERG, ESQ; RESIDENT
AGENT

Date: 10/9/07

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