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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**NORTH DADE AND THE BEACHES REAL ESTATE COUNCIL, INC.**

Certificate of Status	0
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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION  
OF  
NORTH DADE AND THE BEACHES REAL ESTATE COUNCIL, INC.  
In Compliance with Chapter 617, F.S. (Not for Profit)**

**ARTICLE I - NAME**

The name of the corporation shall be:

North Dade and The Beaches Real Estate Council, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

2999 NE 191<sup>st</sup> Street, Suite 409  
Aventura, FL 33180

**ARTICLE III - PURPOSE**

The general purpose for which this corporation is organized are:

(1) To encourage, promote and educate the use of attorneys in real estate transactions; to foster, cultivate and educate professional relations among real estate attorneys and other real estate professionals in the North Dade and Miami Beach areas; to provide educational opportunities for real estate attorneys; and to promote the understanding by real estate professionals and the general public of the role of attorneys in real estate transactions.

(2) The corporation is irrevocably dedicated to and operated exclusively for not for profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

(3) To do such other things as are incidental to the foregoing or necessary, implied, helpful, or desirable in order to accomplish the foregoing.

**ARTICLE IV - QUALIFICATION OF MEMBERS**

The qualifications of the membership will be determined in the by-laws of the corporation.

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#### **ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

Sonn & Mittelman, P.A.  
2999 NE 191<sup>st</sup> Street  
Suite 409  
Aventura, FL 33180

#### **ARTICLE VI - INCORPORATOR**

The name and address of the Incorporator is:

Helen M. Mittelman  
Sonn & Mittelman, P.A.  
2999 NE 191<sup>st</sup> Street  
Suite 409  
Aventura, FL 33180

#### **ARTICLE VII - INITIAL DIRECTORS AND/OR OFFICERS**

This corporation shall have four (4) directors constituting the initial Board of Directors. The number of directors may be either increase or decrease as set forth in the by-laws of the corporation, but, in no event shall be less than four (4). The names and addresses of the initial directors of this corporation and the offices they hold are:

Name	Scott Jay	Name	Lisa I. Glassman
Title	President	Title	Vice President
Address	1575 Ives Dairy Road	Address	2627 NE 203 <sup>rd</sup> Street, Ste. 100
Address	Miami, FL 33179	Address	Aventura, FL 33180
Name	Carol Frances Keys	Name	Norman Powell
Title	Treasurer	Title	Secretary
Address	12700 Biscayne Blvd.	Address	17100 NE 19 <sup>th</sup> Avenue
Address	Suite 401	Address	North Miami Beach, FL 33162
Address	North Miami, FL 33181		

#### **ARTICLE VIII - MANNER OF ELECTION**

All directors/officers are to be elected at an annual meeting by the majority of the members.

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#### ARTICLE IX - OFFICERS

The legal affairs of the corporation shall be managed by the officers appointed by the directors who shall be elected at the annual meeting each year to serve for the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be appointed by the directors.

#### ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI - REVENUE

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 purpose in any way, directly or indirectly. The corporation shall carry on only those activities permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions 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 Internal Revenue code 1986 (or the corresponding provision of any future United States Revenue Law).

#### ARTICLE XII - DISSOLUTION

Upon the dissolution of the corporation, the directors shall, after paying making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall at the time qualify as an exempt, organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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.

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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 the certificate, I am familiar with and accept the

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appointment as registered agent and agree to act in this capacity.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Helen Potter  
Signature/Registered Agent

3/26/08  
Date

Helen Potter  
Signature/Incorporator

3/26/08  
Date

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