

N10000007872

(Requestor's Name)

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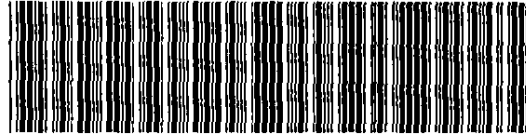
(Business Entity Name)

(Document Number)

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10 SEP 16 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
C.COULLIETTE

SEP 16 2010

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Airport West Business Association, Inc.
Name of Corporation

DOCUMENT NUMBER: N10000007872

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas M David
Name of Contact Person

Thomas M David PA
Firm/Company

381 N Krome Ave Ste 200
Address

Homestead FL 33030
City/State and Zip Code

tom@tomdavidlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas M David at (305) 390-0435
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 8, 2010

THOMAS M. DAVID
381 N. KROME AVE
STE 200
HOMESTEAD, FL 33030

SUBJECT: AIRPORT WEST BUSINESS ASSOCIATION, INC.
Ref. Number: N10000007872

RECEIVED
10 SEP 16 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for AIRPORT WEST BUSINESS ASSOCIATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

Please return 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) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 010A00021342

*Please see attached revised cover letter
and Articles of Amendment. Thank you.*

Articles of Amendment
to
Articles of Incorporation
of

Airport West Business Association, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

N 1000 000 7872

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

New Registered Office Address:

N/A

(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

N/A

Signature of New Registered Agent, if changing

FILED
10 SEP 16 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>P</u>	<u>Thomas M. David</u>	<u>381 N. Krome Ave Ste 200</u> <u>Homestead FL 33030</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>P</u>	<u>Jeffrey Kluger</u>	<u>6600 NW 74th Ave</u> <u>Miami FL 33166</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>D</u>	<u>Jeffrey Kluger</u>	<u>6600 NW 74th Ave</u> <u>Miami FL 33166</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Please see attached revised articles. Articles 1-12 are
amended.

Amended

ARTICLES OF INCORPORATION

OF

AIRPORT WEST BUSINESS ASSOCIATION, INC.

THE UNDERSIGNED, acting as incorporator for the purpose of forming a not for profit corporation pursuant to the Not for Profit Corporation Act (the "Act") of the State of Florida, hereby certifies:

ARTICLE I: The name of the corporation shall be Airport West Business Association, Inc. (the "Corporation" or "AWBA").

ARTICLE II: The street address of the principal office and mailing address of the Corporation shall be 381 N. Krome Ave., Suite 200, Homestead, FL 33030.

ARTICLE III: The Corporation shall be a nonprofit organization qualifying under section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), and shall not have the authority to issue capital stock. The purpose for which the Corporation is formed is:

- A. To promote common good and general welfare of all citizens of the State of Florida; and
- B. To support and engage in educational and lobbying activities which are aligned and consistent with the goals of the Corporation as delineated in its ByLaws.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Chapter 617.0302 of the Florida Statutes as now in effect or as may hereafter be amended.

ARTICLE IV: The Corporation shall not issue shares of stock, but shall consist of non-stock owning members who shall be admitted as set forth in the Bylaws of the Corporation.

ARTICLE V: The name and address of the Incorporator is: Thomas M. David.

ARTICLE VI: The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII: The registered agent of this Corporation shall be Thomas M. David, P.A. The address of the registered agent shall be 381 N. Krome Ave., Suite 200, Homestead, FL 33030. The Board of Directors may from time to time

change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII: The business of the Corporation shall be managed by a Board of Directors consisting of at least three (3) persons, the exact number to be determined from time to time in accordance with the Bylaws. The directors shall be elected as provided in the Bylaws. The names and street addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Jeffrey Kluger	6600 NW 74 th Ave Miami, FL 33166
Sandra Ochoa	5220 NW 72 nd Ave Miami, FL 33166
Angel L. Gonzalez	8270 NW 66 th St Miami, FL 33166
Jaime Villegas	5643 NW 74 th Ave Miami, FL 33166
Federico Anselmetti	7060 NW 52 nd St Miami, FL 33166
Raul Medina, Jr.	6605 NW 74 th Ave Miami FL 33166
Thomas M. David	381 N. Krome Ave. Ste 200 Homestead FL 33030

ARTICLE IX: The corporation shall have a President, a Secretary/Treasurer and may have additional and assistant officers, including without limitation thereto, two or more Vice-Presidents, Assistant Secretaries and Assistant Treasurers. The same person may hold any two or more offices. The officers, names and addresses of the initial officers are:

<u>Officer/Name</u>	<u>Address</u>
President: Thomas M. David	381 N. Krome Ave Ste 200 Homestead, FL 33030
Secretary/Treasurer: Sandra Ochoa	5220 NW 72 nd Ave Miami, FL 33166

ARTICLE X:

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the members entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

- A. The Corporation shall not possess or exercise any power or authority, expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(6) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

- C. The Corporation shall never be operated for the primary purpose of carrying on a trade business for profit.
- D. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on.
- E. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be applied and distributed in accordance with a plan of distribution adopted by the Board of Directors. Under such plan, the assets must be applied for purposes described in Article III hereof, distributed to one or more organizations that are exempt from taxation under section 501(c)(6) and have purposes similar to those of the Corporation, be distributed to one or more corporations, funds or foundations that are exempt from taxation under section 501(c)(3) of the Code, or be distributed in any way that is not inconsistent with the Act or any provision or principle of tax law applicable to organizations described in section 501(c)(6) of the Code.

ARTICLE XII:

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has

- been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provision of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the application standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 25th day of August, 2010, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Articles of Incorporation and certify that the facts herein stated are true.



Thomas M. David, Incorporator

The date of each amendment(s) adoption: August 25, 2010

(date of adoption is required)

Effective date if applicable: August 25, 2010

(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 9/14/2010

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Thomas M. David

(Typed or printed name of person signing)

President

(Title of person signing)