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STATE OF FLORIDA
TALLAHASSEE, FL 32301

J. Shivers MAR 04 2011

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Greater Miami Gardens Chamber of Commerce, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Sonja K. Dickens
Name (Printed or typed)

1515 N.W. 167th Street, Bldg.5, Suite 200
Address

Miami Gardens, Florida 33169
City, State & Zip

(305) 622-8055
Daytime Telephone number

sdickens@miamigardens-fl.gov
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FL 32314

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
THE GREATER MIAMI GARDENS
CHAMBER OF COMMERCE, INC.**

The undersigned acting as the Incorporator for the purpose of forming a not-for-profit corporation, pursuant to Chapter 617, of the Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation shall be The Greater Miami Gardens Chamber of Commerce, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1515 N.W. 167th Street, Bldg. 5, Suite 200, Miami Gardens, Florida 33169.

**ARTICLE III
TERM**

This Corporation shall exist perpetually until dissolved by due process of law.

**ARTICLE IV
PURPOSE**

The primary purpose of the Corporation is to operate exclusively as a Chamber of Commerce within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, formerly known as Internal Revenue Code of 1954, as amended. The general nature of the activities of this Corporation are: a) the promotion and improvement of the common interest of commercial, industrial, and civic interest within the greater Miami

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Gardens Area; b) the promotion of the common economic interest of all commercial enterprises within the greater Miami Gardens area; c) engaging in all other activities permitted under Section 501(c)(6) of the Internal Revenue Code of 1986, formally known as the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V **PROHIBITED ACTIVITIES**

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that this 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 III, hereof.

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activity not permitted to be carried on by a corporation exempted from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986, formerly known as the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE VI **BOARD OF DIRECTORS**

The Mayor and City Council of the City of Miami Gardens (the "Initial Appointing Authority") shall appoint the Board Directors of the Corporation. The Board shall be comprised of Seven (7) Members. The City Council shall have the authority to remove members of the Board of Directors until the first meeting of the Board. Thereafter, the

members of the Board of Directors shall be appointed and removed in accordance with the Board's By-Laws. The number of directors of the Corporation may be increased or diminished from time to time in the bylaws, but shall never be less than three (3).

ARTICLE VII **MEMBERSHIP**

All persons, firms and corporations interested in the economic well being of the City of Miami Gardens or who desire to preserve and promote any of the objectives of the Corporation shall be eligible for membership in the Corporation. All applications for membership shall be made in writing to the Corporation, said application constituting an agreement on the part of the applicant, if selected, to adhere to all Bylaws, policies and procedures adopted by the Board of Directors for the Corporation. The Board of Directors in such manner as provided in the Bylaws shall approve the admission of all members. Members shall have the rights and duties as set forth herein and in the Bylaws. Matters regarding termination of membership and transferability of membership, if permitted, shall be determined in the Bylaws.

ARTICLE VIII **BYLAWS**

The Board of Directors of this Corporation may adopt such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered, or rescinded by a majority vote of the directors present at any regular or special meeting called for that purpose. Any bylaw changes are subject to any limitation set forth in the Florida Not for Profit Corporation Act

concerning corporate action that must be authorized or approved by the members of the Corporation.

ARTICLE IX
AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation shall approved by a 2/3rd vote of the Board of Directors.

ARTICLE X
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The name of the initial registered agent of the Corporation and the street address of the Corporation's initial registered office are Sonja K. Dickens, 1515 N.W. 167th Street, Bldg. 5, Suite 200, Miami Gardens, Florida 33169.

ARTICLE XI
INCORPORATOR

The name and address of the Incorporator signing these Articles is Danny Crew, City of Miami Gardens, Florida, 1515 N.W. 167th Street, Bldg. 5, Suite 200, Miami Gardens, Florida 33169.

Date: _____

2/28/11

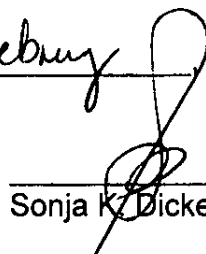


Danny Crew, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the Initial Registered Agent of The Miami Greater Miami Gardens Chamber of Commerce, Inc. I reside in the State of Florida. My mailing address is the City of Miami Gardens, 1515 NW 167th Street, Bldg. 5, Suite 200, Miami Gardens, Florida 33169. I am familiar with and I accept the obligations of the position of registered agent.

Dated this 28th day of February, 2011.



Sonja K. Dickens, Esq., Registered Agent

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