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FLORIDA PROFIT/NON PROFIT CORPORATION  
MIAMI BEACH TAXPAYERS' ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION**

**OF**

**MIAMI BEACH TAXPAYERS' ASSOCIATION, INC.**

**In compliance with Chapter 617, F. S., (Not for Profit)**

**ARTICLE I**

The name of the corporation shall be **MIAMI BEACH TAXPAYERS' ASSOCIATION, INC.**

**ARTICLE II**

The address of the principal office and the mailing address of the corporation shall be

c/o The Shelborne  
Executive Office  
1801 Collins Avenue  
Miami Beach, Florida, 33139

**ARTICLE III**

The specific and primary purposes for which this corporation is organized are:

- A. To foster and advance civic interest among its members.
- B. To encourage a greater attentiveness to community welfare, planning, zoning and quality of life, city-wide.
- C. To maintain the beauty, charm, dignity and distinctiveness of residential areas of Miami Beach.
- D. To uphold the business and residential areas of Miami Beach as valuable and permanent contributions to the year-round economy of Miami Beach.
- E. To emphasize the great importance of Miami Beach as a year-round City of homes and commercial enterprises as well as a famed resort and vacation mecca.
- F. To monitor and insist on the City's fiscal accountability and to obtain the greatest value possible for the taxpayers' dollars paid.
- G. To ensure the integrity of our elected officials and city staff and to ensure that all taxpayers are treated equally with dignity, respect and fairness.
- H. To operate exclusively in any other manner for such purposes as will qualify the organization as an exempt organization under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws.

SECRETARY  
TALLAHASSEE COUNTY

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#### ARTICLE IV

Any person in the community whose name is approved by the Membership Committee and who is interested in the aims of this Association may become a member upon payment of dues (if any) and subject to the approval of the Board of Directors.

All residents or taxpayers of the City of Miami Beach who become members shall have equal privileges and rights for voting, holding office, and any and all other privileges of a general member, except that no full-time employee of the City may hold Association office.

Affiliate: Any person other than a resident or taxpayer of the City of Miami Beach, who has been recommended by a member of the Association, shall be eligible for this class. (Affiliate members may participate in all activities, except that of voting or holding office.) An Affiliate member may apply for change in this classification upon becoming a resident or taxpayer of the City of Miami Beach.

No director, officer or member of this Association regardless of membership classification, shall endorse any public office in the name of the Association. Only the President or his or her designee may make public utterances, or speak for the Association upon matters affecting the policy of the Association, provided that such statements comply with the policies approved by the Board of Directors. Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation shall not receive special compensation or reimbursement for the appearance, whether direct, indirect or contingent, to express support of or opposition to any item proposed by officials or employees of the City of Miami Beach.

Any corporation owning property and/or paying taxes in the City of Miami Beach shall be eligible for membership. Corporate members shall be entitled to one vote, which vote may be exercised by its president or other duly authorized representative whose authorization shall be in writing, delivered to the office of this Association. However, no corporate representative shall be eligible for a position as an officer or director of the Association. In all other respects, corporate membership shall proceed in the same manner as individual membership. At no time shall the corporate membership exceed twenty-five percent of the total membership.

#### ARTICLE V

This corporation shall have perpetual existence and notwithstanding any other provision of these Articles, shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United State Internal Revenue Law.

#### ARTICLE VI

The name and address of the initial Registered Agent of this corporation is RUSSELL W. GALBUT, 2200 Biscayne Boulevard, 7<sup>th</sup> Floor, Miami, Florida 33137.

#### ARTICLE VII

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The name and address of the subscribing incorporator to these Articles of Incorporation is Russell Galbut, 2200 Biscayne Road, Miami, Florida 33137.

#### ARTICLE VIII

The affairs of the corporation are to be managed by the general officers of the corporation who shall consist of the President, three Vice Presidents, Recording Secretary, Corresponding Secretary, Treasurer and such other officers as the By-Laws may authorize, who shall be elected or appointed by a majority vote of the membership, or in the event of a vacancy, said vacancy is to be filled by a majority vote of the Board of Directors until the next annual meeting.

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation are as follows:

|                         |               |
|-------------------------|---------------|
| President               | Keith Menin   |
| Vice President          | Myriam Kramer |
| Corresponding Secretary | Dayami Aguiar |

#### ARTICLE IX

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than three (3).

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4. The initial Directors shall hold the position of Director until the Board of Directors shall be elected in accordance with the By-Laws. The initial Directors of the corporation are:

Keith Menin – Director  
2017 North Bay Road  
Miami Beach, Florida 33140

Jared Galbut - Director  
4436 Alton Road  
Miami Beach, Florida 33140

Myriam Kramer  
16750 NE 10<sup>th</sup> Avenue, #316  
North Miami Beach, Florida 33162

Section 5. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if the majority of the members of the Board shall individually or collectively agree. Such agreements or votes shall be filed with the minutes of the proceedings of the Board, and any such action shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by agreement of the Board of

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Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

#### ARTICLE X

The By-Laws of the corporation shall initially be made and adopted by its first Board of Directors. The By-Laws may be amended, altered, supplemented, or modified as follows:

- A. Any member may propose, in writing, an amendment, together with a brief explanation of the purpose of the amendment.
- B. The Recording Secretary shall incorporate the text of such proposed amendment(s), together with the explanation(s) provided, into the notice of the meeting following her receipt of the proposal.
- C. The proposed amendment shall be taken up under "new business" at the meeting following circulation of the proposal. It may be adopted at that time by a two-thirds vote of those present and voting; or by the same proportion of those voting, may be tabled for further consideration and for action at the following meeting.

#### ARTICLE XI

Amendments to these Articles of Incorporation may be proposed by a member or director and shall be adopted in the same manner as is provided for in the amendment of the By-Laws, as set forth in Article X above. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of approval by the membership, sealed with the corporate seal, signed by the Secretary or an Assistant Secretary, and executed and acknowledged by the President or Vice President(s), has been filed with the Secretary of State and all filing fees are paid.

#### ARTICLE XII

The corporation shall issue no shares of stock of any kind or nature whatsoever.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence votes in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any further United States Internal Revenue Law.

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Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**ARTICLE XIII**

The property of this corporation is irrevocably dedicated to civic purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

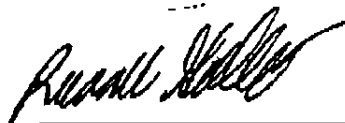
**ARTICLE XIV**

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

**ARTICLE XV**

Upon 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 in such manner as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereunto set his hand and seal this 15<sup>th</sup> day of June, 2011, for the purposes of forming this corporation not-for-profit under the laws of the State of Florida.



Russell Galbut

STATE OF FLORIDA

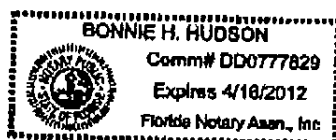
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ss:

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of June, 2011, by Russell Galbut, who is personally known to me and who did not take an oath.

  
Notary Public, State of Florida at Large

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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 this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Required signature of Registered Agent

6/15/11  
Date

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