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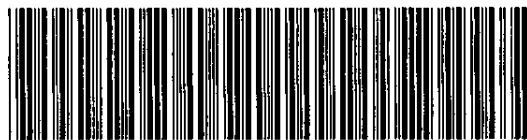
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 18, 2012

DORAL DESIGN DISTRICT MERCHANTS ASSOCIATION, INC.  
% DELIA R. KENNEDY  
9600 NW 25TH STREET - SUITE PH  
DORAL, FL 33172

SUBJECT: DORAL DESIGN DISTRICT MERCHANTS ASSOCIATION, INC.  
Ref. Number: N12000001732

We have received your document for DORAL DESIGN DISTRICT MERCHANTS ASSOCIATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please see the enclosed amendment.

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) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 212A00019113

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 27, 2012

DORAL DESIGN DISTRICT MERCHANTS  
% DELIA R. KENNEDY  
9600 NW 25TH STREET - SUITE PH  
DORAL, FL 33172

SUBJECT: DORAL DESIGN DISTRICT MERCHANTS ASSOCIATION, INC.  
Ref. Number: N12000001732

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If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 812A00017582

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF THE  
DORAL DESIGN DISTRICT MERCHANTS ASSOCIATION INC**

A Florida not for Profit Corporation

N120000001732

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Electronic Articles of Incorporation dated February 14, 2012

**ARTICLE I – NAME**

The name of the Corporation is: **DORAL DESIGN DISTRICT MERCHANTS ASSOCIATION INC**

**ARTICLE II – PRINCIPAL PLACE OF BUSINESS**

The principal place of business address is 9600 NW 25<sup>th</sup> Street, Suite PH Doral Florida 33172

**ARTICLE III – PURPOSE**

The “Doral Design District Merchants Association, Inc.” was established with the following purpose:

1. To promote just and equitable principles in trade, to correct abuses and endeavor to overcome controversies and misunderstandings; to encourage needful legislation and to oppose the enactment of laws which might be detrimental to mercantile interests; to cooperate in the furtherance of all things advantageous to its members
2. To enhance the profitability and public image of all merchants, businesses and property owners within the “Doral Design District “ by providing marketing, branding and advocacy activities and support to the Members of the Doral Design District. Furthering member’s personal growth & development is essential to enhance their own professions using the latest research, education and training in market trends.
3. To communicate openly and honestly, listening and valuing the opinions of others in the interest of all. To encourage our merchant and associate members to conduct business through teamwork, professionalism and ethical principles. To publically display and make available to all members that any form of personal benefit or inurnment will be tolerated.

12 AUG 14 PM 1:39  
SECRETARY OF COMMERCE  
DIVISION OF CORPORATIONS

4. **The Doral Design District Merchants Association Inc** is the primary forum for the local business community which seeks to strategically contribute to a vibrant economy through leadership, education, and advocacy in order to preserve the integrity and quality of life in the City of Doral. As an integral part of the City's economic foundation, the area defined as the Doral Design District comprises its own cluster of notable business activity.
5. **The Doral Design District Merchants Association** is committed to helping the community remain vital by providing support and social interaction to enhance existing and new businesses, thereby stimulating more interest in the business community while generating excitement and community spirit through special events designed to thank and to engage area residents.
6. **The Doral Design District Merchants Association** is to further the role of its member businesses by providing coordination and information to its members as well as the general public.
7. **The Doral District Merchants Association** is an association of persons having a common business interest, whose purpose is to promote the common business interest and not to engage in a regular business of a kind ordinarily carried on for profit. Its activities are directed to the improvement of business conditions of one or more lines of business rather than the performance of particular services for individual persons. The association, in conjunction with the City of Doral, will promote and encourage strength and advancement of its members. The City of Doral believes that the Doral Design District Merchants Association is important to the community and way of life. Businesses that are open all year contribute greatly to the quality of life for our residents and visitors alike.
8. **The Doral Design District's Merchants Association** provides the base framework for the District and serves as a blueprint to guide property owners, planners, decision makers, and the general public on the desired pattern of development. It describes future use activity designed to achieve the District's vision as well as economic revitalization, **creation of quality jobs, and increased employment opportunities.** The land use concept is based on fundamental planning principles for the organization and distribution of land use activities in keeping with Smart Growth principles in strategic planning and community development.

#### **ARTICLE IV- ACTIVITIES**

1. Promoting higher business standards and better business methods and encouraging uniformity and cooperation by a retail merchants association, Educating the public in the use of credit, Establishing uniform casualty rates and compiling statistical information by an insurance rating bureau operated by casualty insurance companies under state authority, Establishing and maintaining the integrity of a local commercial market, Operating a trade publication primarily to benefit an entire industry, Encouraging the use of goods and services of an entire industry (such as a lawyer referral service whose main

purpose is to introduce individuals to the use of the legal profession in the hope that they will enter into lawyer-client relationships on a paying basis), and Attempting to influence legislation germane to the common business interests of an organization's members.

2. To conduct all activities of a Merchants Association, including but not limited to, encourage the construction of schools, places of worship, additional medical facilities, family housing, and other facilities in poor and disadvantaged areas; to supply food, medical supplies, equipment, and other necessities to the poor and needy and as disaster relief in the event of natural disasters.
3. This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.
4. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereinafter be conferred on not-for-profit corporations under the laws of the State of Florida.

#### **ARTICLE V – MEMBERSHIP AND CHARACTERISTICS**

1. Is an association of persons having varied common business interest and its purpose is to promote all common business interest for all businesses and members;
2. Is a membership organization and have a meaningful extent of membership support;
3. Is not be organized for profit;
4. Has no part of its net earnings may inure to the benefit of any private shareholder or individual;
5. Conducts activities that are directed to the improvement of business conditions of one or more lines of as distinguished from the performance of particular services for individual persons;
6. Its primary activity does not consist of performing particular services for individual persons or individual interests
7. Is an organization engaging in business activities and exempt under IRC 501(c) (6) and activities do not constitute a primary activity but culturally and diverse-driven;
8. Its purpose will not be to engage in a regular business of a kind ordinarily carried on for profit, even if the business is operated on a cooperative basis or produces only sufficient income to be self-sustaining.

9. Activities are directed to the improvement of business conditions of one or more lines of business in order to comply with our 501 © 6 exemption. Conversely, the activities of the organization are not primarily directed to the performance of particular services for individual persons. Activities and/or membership does not discriminate against: Age Disability, Equal Pay/Compensation, National Origin, Pregnancy, Race/Color, Religion, Retaliation, Sex, or Sexual Orientation, Social, Cultural, Ethnic or Social-Economic Conditions
10. Any active "Merchant Member" other than an individual (such as a firm, corporation, partnership, etc.) may designate one or more of its active officers or executives for service on committees or in other activities, subject to appointment of the President; and each such active member shall designate one of its active officers or executives to exercise for it the right of balloting on any questions at issue. All active members shall have equal voting privileges. **"Associate (Affiliate) Members" do not have voting privileges.**

#### **ARTICLE VI – BOARD OF TRUSTEES**

The Corporation shall be governed by a Board of Trustees. Voting Officers of the Board of Trustees shall not be less than four (4). The number of Trustees may be increased or decreased from time to time as prescribed by the Bylaws. The Trustees shall be selected for the terms and in the manner set forth by the Bylaws. The Board of Directors Member will be known as *Doral Design District Merchants Association, Inc.* The "Board of Directors" and staff will work together to be supportive of each other and be accountable to our members. The Board will act with integrity and professionalism at all times and will demonstrate high standards and skills, going above and beyond one's responsibilities. At least 51% of the Board of Directors shall be required for a quorum at any Board meeting.

Title P	DEROSA, ANTHONY T	9600 NW 25TH STREET PH SUITE DORAL FL 33172
Title VP	MUSOLINO, STEPHEN	3435 NW 79TH AVENUE DORAL FL 33122
Title T	ALVAREZ, ARMANDO	3635 NW 78TH AVENUE DORAL FL 33166
Title S	AVINO, ERNESTO	3500 NW 79TH AVENUE DORAL FL 33122

#### **ARTICLE VII – EFFECTIVE DATE**

The effective date for this Corporation shall be February 14, 2012

#### **ARTICLE VIII– POWERS**

The Corporation shall have the following powers:

1. All the powers granted to corporations not for profit by section 617 of the Florida Status, and all other further powers that Florida Statutes may grant in the future to such corporations.

2. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the purposes or the furtherance of any of the powers herein set forth and to the same extent as natural persons might or could do, either alone or through the agency of other corporations, organizations, foundations, institutions, governmental bodies or individuals, and to do every other act or acts, thing or things, incidental or appurtenance to or growing out of or connected with the aforesaid purposes or any part or parts thereof, and to do all things not forbidden by the laws of the United States, State of Florida, the, or any state where this Corporation is duly qualified, and with all the powers conferred upon corporations by the laws of said states.

5. Nothing herein contained shall be deemed to authorize the Corporation to engage in any activity or activities which are contrary to the Florida law on corporations not for profit. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

#### **ARTICLE IX – LIMITATION ON ACTIVITIES**

No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to, any Member, Trustee, or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Trustee, or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

#### **ARTICLE X – DISSOLUTION**

Upon the dissolution of the Corporation, the Members of the Corporation 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 Corporations to an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose.

## **ARTICLE XI – INDEMNIFICATION**

The Corporation shall indemnify any Trustee or Officer or former Trustee or Officer for expenses and costs (including attorney's fees) actually and necessarily incurred thereby in connection with any claim asserted against that person, by action or otherwise, by reason of such person being or having been such Trustee or Officer, except in relations to matters to which such person shall have been guilty of gross negligence or willful malice with respect to the matter in which indemnity is sought. By order of the Trustees, the Corporation may, under comparable terms and limitations indemnify employees and agents of the Corporation on behalf of the Corporation.

## **ARTICLE XII – BYLAWS**

The Board of Trustees shall provide such Bylaws for the conduct of its business and the carrying out of its purpose as it may be deemed necessary. The Bylaws may be amended by the Board of Trustees at any regular or special meeting of the Board of Trustees by a two-thirds majority vote of all active Trustees.

## **ARTICLE XIII – AMENDMENT TO ARTICLES**

This Amendment to the original Articles of Incorporation filed 2/14/2012 was unanimously approved by the Members and Board of Directors on April 26, 2012 with the majority number of votes was sufficient for approval.