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*Name Change &
Amended*

FILED
2014 DEC -8 PM 12:57
TALLAHASSEE, FLORIDA

*AR
12/10/14*



November 26, 2014

Amendment Division
Mr. Dunlap
Division of Corporations 6327 Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: AMMEDMENT FOR NAME CHANGE, ADDRESS AND OFFICEER
N120000001732 FEI# 45-4612266 CURRENTLY A 501 C

I have attached the Amendment to the Articles of Incorporation with the changes that you have indicated that a correction was necessary. Also please be advised that the Logo will be revised to say "Décor" and not Design and will forward same to the Logo and Copy write Section.

Sincerely,

Delia R Kennedy, GPC, CPP, CCM, CIP PM
Business Consultant for Doral Decor District Merchants Association, Inc
786-556-1397 DeliaRKennedy@gmail.com

Enclosure: Amended Articles
Fees

VIA FEDEX TRACKING NUMBER 8044 6985 1840

14 DEC -8 PM 4:09

TALLAHASSEE, FLORIDA

9600 NW 25th Street Suite 6D
Doral, Florida 33172

AMMENDED ARTICLES
TO THE
ARTICLES OF INCORPORATION OF THE
DORAL DESIGN DISTRICT MERCHANTS ASSOCIATION INC

A Florida not for Profit Corporation

N120000001732

FILED.
2014 DEC -8 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 AMENDED TO: THE **DORAL DÉCOR DISTRICT MERCHANTS ASSOCIATION INC ON NOVEMBER 26, 2014**

ARTICLE II – PRINCIPAL PLACE OF BUSINESS

The principal place of business address is 9600 NW 25th Street, Suite 6-D Doral Florida 33172 Email Address for questions: DeliaRKennedy@gmail.com 786-556-1397

ARTICLE III – PURPOSE

The “Doral Décor 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 Decor District “ by providing marketing, branding and advocacy activities and support to the Members of the Doral Decor 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.

4. **The Doral Décor 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 Decor District Merchants Association Inc** 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 Decor District Merchants Association Inc** 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 Decor Merchants Association Inc** 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 Décor District's Merchants Association Inc** 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

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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 Decor 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. The Board of Directors unanimously adopted the amendment and the member and number of votes cast for the amendment was sufficient for approval

REMOVE:	President	DEROSA, ANTHONY T 9600 NW 25 th Street, Suite 6-D Doral Florida 33172
ADD	President	MARIA MERCEDES VILLAR 9600 NW 25 th Street, Suite 6-D Doral Florida 33172
NO CHANGE	Vice President	MUSOLINO, STEPHEN 9600 NW 25 th Street, Suite 6-D Doral Florida 33172
NO CHANGE	Secretary	Ernesto Avino 9600 NW 25 th Street, Suite 6-D Doral Florida 33172
NO CHANGE	Treasurer	Mike Crudele 9600 NW 25 th Street, Suite 6-D Doral Florida 33172
ADD	Member	Tony DeRosa

ADD	Member	9600 NW 25 th Street, Suite 6-D Doral Florida 33172 Frank Siberio 9600 NW 25 th Street, Suite 6-D Doral Florida 33172
ADD	Member	Armando Alvarez 9600 NW 25 th Street, Suite 6-D Doral Florida 33172
NO CHANGE	Registered Agent	South Florida Small Business Solutions, Inc. 9600 NW 25 th Street, Suite 6-D Doral Florida 33172 as at filing of annual corporate return 4/23/2014

ARTICLE VII – EFFECTIVE DATE

The effective date of adoption to the amendment of the Articles this Corporation shall be November 26, 2014

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), an 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 form 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

These Articles of Incorporation may be amended at a regular meeting of the Board of Trustees by a two-third majority vote of all active Trustees, provided that such amendment does not contravene the purposes of the Corporation as set out in these Articles of Incorporation and would not adversely affect its status as an organization qualifying under Section 501(c) (6) of the Internal Revenue Code. Additionally, these Articles of Incorporation shall be amended to support and comply with The Internal Revenue Service as applicants for the non-profit exemption. The original Articles of Incorporation were adopted February 14, 2012 by

We hereby attest that these new Amendment Articles once approve by the State of Florida Division of Corporation will be submitted to the The Department of Treasury Internal Revenue Non Profit Determination Office with their required documentation and format

Dated: November 26, 2015
By: Maria Mercedes Villar, President

Signature: 