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FLORIDA PROFIT/NON PROFIT CORPORATION
LINCOLN ROAD BUSINESS IMPROVEMENT COMMITTEE, INC.

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ARTICLES OF INCORPORATION
OF
LINCOLN ROAD BUSINESS IMPROVEMENT COMMITTEE, INC.

(A Corporation Not for Profit)

I, the undersigned, acting as incorporator of a corporation, being a natural person of the age of twenty-one years or more and a citizen of the United States, pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation:

ARTICLE 1.
NAME OF CORPORATION

The name of the corporation shall be:

Lincoln Road Business Improvement Committee, Inc.

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ARTICLE 2.
DURATION

The period of the duration of this corporation shall be perpetual, unless dissolved according to law. The effective date shall be the date of the filing with the Florida Secretary of State.

ARTICLE 3.
PURPOSES, POWERS & LIMITATIONS

a. The purposes for which the corporation is organized shall be to foster the Lincoln Road business district (the "District") as the center of commerce and culture in Miami Beach, Florida and (i) to represent and act as an advocate for the business owners and property owners located within the boundaries of the District, (ii) to improve the District through marketing, management, promotion, fund raising and other similar services and (iii) to pursue any other lawful activity permitted or not prohibited by Chapter 170 of the Florida Statutes, as

ROBERT A. CHAVES, Esq.
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amended from time to time, or other applicable Florida law. In furtherance of these purposes, the corporation will work toward creating a favorable environment which will increase commercial and cultural activity within the District. The corporation will encourage a spirit of cooperation and maintenance of high standards among its members.

b. The corporation shall have and may exercise any and all corporate powers given to corporations not for profit under Section 617.0302 of the Florida Statutes. The activities of the corporation shall be consistent with Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

c. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(6).

d. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and contributions in furtherance of the purposes set forth in this article.

e. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 4. MEMBERS

The corporation shall be organized on a non-stock basis. The conditions of membership of the corporation shall be as provided in the bylaws of the corporation.

ARTICLE 5. BOARD OF DIRECTORS

a. The corporation shall be managed by the Board of Directors. This corporation shall have (3) directors who will be designated as a board of directors. The number of directors may be varied from time to time, by the bylaws, but shall never be less than three (3).

b. The directors do not have to be members of the corporation and do not have to be residents of Florida.

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**ARTICLE 8.
REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be at Suite 107, 2101 Corporate Blvd., Boca Raton, Florida 33431, and the name of its initial registered agent shall be M & W Agents, Inc.

**ARTICLE 9.
ADDRESS**

The address of the principal office of the corporation is 801 Arthur Godfrey Road, Suite 600, Miami Beach, FL 33140, and its mailing address is the same.

**ARTICLE 10.
BY-LAWS**

1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.

2. Upon proper notice the by-laws may be amended, altered or rescinded by a majority vote of those directors present at a regular meeting or any special meeting called for that purpose.

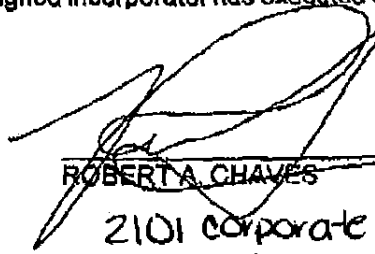
3. The Bylaws of the corporation shall contain provisions regulating the powers of the corporation, the directors, the officers and the members, the control of property owned by the corporation and such other things as shall be necessary and proper for the carrying on of the business of the corporation.

**ARTICLE 11.
AMENDMENTS**

These Articles of Incorporation may be amended only by unanimous approval of the voting members.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of March, 2013.



ROBERTA CHAVES

2101 corporate blvd, suite 107
BOCA RATON, FL 33431

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as Registered Agent for the Lincoln Road Business Improvement Committee, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of law in relation thereto.

M & W AGENTS, INC.

By: 

ROBERT A. CHAVES, Vice President

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