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FAX NO.

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Envision Uptown, Inc.

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**ARTICLES OF INCORPORATION
FOR
ENVISION UPTOWN, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as incorporator of a Florida corporation not for profit, hereby makes, executes and acknowledges these Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes.

**ARTICLE I
NAME**

The name of the Corporation is:

ENVISION UPTOWN, INC.

**ARTICLE II
ADDRESS**

The street address of the principal office of the Corporation, and the Corporation's mailing address, is 6300 NE 1 Avenue, Suite 100, Fort Lauderdale, Florida 33334.

**ARTICLE III
DURATION AND COMMENCEMENT**

The Corporation will exist perpetually, commencing with the filing of the Articles of Incorporation with the Florida Department of State.

**ARTICLE IV
PURPOSE**

The Corporation is organized not for pecuniary profit, but exclusively to lead a collaboration of landowners, business and civic leaders, City and County officials and staffs, the Metropolitan Planning Organization, the South Florida Regional Transportation Authority, Florida Department of Transportation, Federal Aviation Agency and all parties interested in the City of Fort Lauderdale district known as "Uptown" in preparing a specific physical vision plan for the transformation of Uptown from its present workplace-based and car-dependent development into a walkable, transit-ready urban neighborhood of offices, residences, retail, hospitality, civic buildings, large and small civic spaces and parks, and public plaza(s). Walkability will be achieved not by diverting traffic away from Uptown, but by transforming the highways into true urban boulevards that support main street mixed uses, based on the complete streets principles adopted by Fort Lauderdale and Broward County. The Corporation will actively participate in the implementation of the Uptown plan by working with city staff, Mayor and Commissioners to adopt the specific vision plan into the City of Fort Lauderdale Code as the land development regulations for Uptown as well as with the other governmental and quasi-governmental agencies

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that control and/or impact achieving this vision. After adoption, the Corporation will continue to work with all levels of government to secure changes to agency plans and budgets to facilitate the implementation, maintenance and growth of the vision expressed in the plan. In addition the Corporation shall from time to time lead or participate in the efforts to market, promote and grow the area designated as Uptown consistent with the vision. In furtherance of the purposes of the Corporation, and within the foregoing restrictions, the Corporation shall have all lawful powers necessary or appropriate to such purposes, including, but not limited to all corporate powers corporations may have under the Florida Not for Profit Corporation Act, as it may be amended or replaced from time to time.

The purposes of the Corporation shall also include activities related or incidental to the furtherance of specifically stated purposes and permitted under the laws of the United States and Florida.

ARTICLE V PROHIBITED ACTIVITIES

The Corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida Statutes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 distributions in furtherance of the purposes set forth in this Article.

ARTICLE VI BOARD OF DIRECTORS

The initial board of directors of the Corporation shall consist of 13 members. The name and addresses of the members of the Corporation's initial board of directors are:

Diana Alarcon

City of Fort Lauderdale
290 N.E. 3rd Avenue
Fort Lauderdale, FL 33301

Mario R. Benedetti

Nipro Diagnostics
2400 NW 55th Court
Fort Lauderdale, FL 33309

Mark Conroy

Sanford Brown
1201 W Cypress Creek Road
Fort Lauderdale, FL 33309

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Michael Davis	Keith & Schnars 6500 N Andrews Avenue Fort Lauderdale, FL 33334
Guy Desantels	CITRIX 851 W Cypress Creek Road Fort Lauderdale, FL 33309
Alan Goldberg	Diversified Companies 6300 NE 1 Avenue, Suite 100 Fort Lauderdale, FL 33334
Cary Goldberg	Diversified Companies 6300 NE 1 Avenue, Suite 100 Fort Lauderdale, FL 33334
Lynn-Ann Irena	Midgard Management 1475 W Cypress Creek Road Fort Lauderdale, FL 33309
Paul Marko	Stiles 301 E Las Olas Blvd. Fort Lauderdale, FL 33301
John Neff	HDR Engineering, Inc. 3250 W Commercial Blvd, Suite 100 Fort Lauderdale, FL 33309
Damian Polgar	Alpine Jaguar 6606 N Andrews Avenue Fort Lauderdale, FL 33309
Dana Pollitt	Adept – Strategy and Public Relations 2148 NE 62 Street Fort Lauderdale, FL 33308
Greg Stuart	Trade Centre South 100 West Cypress Creek Road Suite 850 Fort Lauderdale, FL 33309-2112

The method of election or appointment of directors shall be as stated in the Bylaws.

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**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 6300 NE 1 Avenue, Fort Lauderdale, Florida 33334, and the Corporation's initial registered agent at that address is Cary Goldberg.

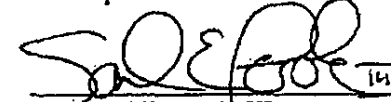
**ARTICLE VIII
INCORPORATOR**

The name and street address of the incorporator is Samuel E. Poole III, 350 East Las Olas Blvd., Suite 1000 Fort Lauderdale, Florida 33301. The incorporator of the Corporation assigns to the Corporation his rights under Section 617.013, Florida Statutes, to constitute a corporation.

**ARTICLE IX
AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision of these Articles of Incorporation in the manner prescribed by law.

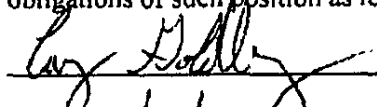
IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 17th day of February, 2014.



Samuel E. Poole III
Incorporator

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Envision Uptown, Inc. at the place designated in Article VII of the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of such position as registered agent as provided for in Chapter 617, F.S.



Dated: 2/20/14

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