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

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**ARTICLES OF INCORPORATION**  
**OF**  
**LINCOLN ROAD BUSINESS IMPROVEMENT DISTRICT, INC.**

(A Florida Not For Profit Corporation)

The undersigned, a natural person over the age of 18, hereby files these Articles of Incorporation of LINCOLN ROAD BUSINESS IMPROVEMENT DISTRICT, INC. (hereafter referred to as the "*Corporation*"), in compliance with Chapter 617, *Florida Statutes*, the Florida Not For Profit Corporation Act (the "*Act*").

**ARTICLE I**  
**ORGANIZATION**

**1.1    Name:**

The Corporation shall be known as Lincoln Road Business Improvement District, Inc.

**1.2    Offices:**

The principal offices of the Corporation shall be located in the State of Florida at such place or places as the Board of Directors may from time to time, designate. The initial principal office and mailing address of the Corporation shall be located in care of Lincoln Road Property Owners Association, Inc., 801 Arthur Godfrey Road, Suite 600, Miami Beach, Florida, 33140, Attn: Ozzie Dominguez.

**ARTICLE II**  
**PURPOSES**

The purposes for which the Corporation is organized is to stabilize and improve the Lincoln Road retail business district, which is located within a nationally recognized historic district in the Miami Beach, Florida (the "*District*"), through promotion, management, marketing and other similar services. The District is bounded on the west by Alton Road; on the east by Washington Avenue; on the north by 17<sup>th</sup> Street; and on the south by Lincoln Lane South; *provided, however*, that the following properties are exempted and excluded from the District (1) residential properties, (2) properties owned or occupied by a religious institution and used as a place of worship or education (as defined in Section 170.201(2), *Florida Statutes*), and (3) common areas owned by condominium associations. The District is a special assessment district created by the Mayor and City Commission of the City of Miami Beach, pursuant to Chapter 170, *Florida Statutes*, and approved by majority vote of the affected property owners in the special mail ballot election held pursuant to Resolution No. 2015-29026, from June 19, 2015 through July 24, 2015. On September 30, 2016, the Mayor and City Commission approved Resolution No. 2015-29145, approving the final assessment roll for the District.

In furtherance of those purposes, the Corporation shall, without limitation, conduct or support the following activities:

- 1) Represent and advocate for the property owners and business owners located within the boundaries of the District;
- 2) Promote and encourage the continued development of a diverse, vibrant, and pedestrian-friendly Lincoln Road mixed-use neighborhood, thereby providing a dynamic setting for businesses, the visiting public, arts and entertainment, as well as area residents;
- 3) Serve as a cultural and civic hub for the community;
- 4) Foster a spirit of cooperation and maintenance of high standards of quality among its members; and
- 5) Bring transformative projects into the District.

The Corporation shall be limited in all events to exempt purposes described in Section 501(c)(6) of the Internal Revenue Code of 1986 (hereinafter, the "**Code**", which term shall include the corresponding section of any future federal tax code). The Corporation may engage only in activities that are either permitted or not prohibited under the laws of the State of Florida, including Chapter 170, *Florida Statutes*, and laws of the United States of America, as such laws are amended from time to time, and that constitute activities in furtherance of such exempt purposes.

### **ARTICLE III** **TAX EXEMPT STATUS**

The Corporation is a not-for-profit corporation organized to provide a broad source of support for businesses in the District.

It is the express purpose of these Articles of Incorporation to limit the authority, powers and purposes of the Corporation and to require the Corporation to conform to the limitations set forth in the Code with reference to organizations which are exempt from tax under section 501(c)(6) of the Code, and nothing herein shall be construed to grant to the Corporation any powers or purposes not contemplated and authorized under the Code.

No substantial part of the assets or the net earnings of the Corporation shall inure to the benefit of, nor be distributed to, any officer, director or member of the Corporation, or to any other private person, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered to the Corporation shall not be deemed to be a distribution of earnings or assets.

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be distributed to the City of Miami Beach, Florida.

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code; the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code; the Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code; and the Corporation will not make any taxable expenditures as defined in section 4945 of the Code.

#### **ARTICLE IV**

#### **MEMBERSHIP AND CORPORATE EXISTENCE**

The Corporation shall have members the qualification for which shall be set forth in the By-Laws of the Corporation. The Corporation shall have perpetual existence.

#### **ARTICLE V**

#### **BY-LAWS**

The initial By-Laws of the Corporation shall be adopted by the first Board of Directors of the Corporation. Thereafter, the power to amend, alter or repeal any part or all of the By-Laws of the Corporation shall be vested in the Board of Directors of the Corporation unless otherwise provided in the By-Laws of the Corporation.

#### **ARTICLE VI**

#### **DIRECTORS**

The qualifications, manner of election, duties, terms and other matters relating to the Board of Directors of the Corporation shall be provided in the By-Laws of the Corporation as amended from time to time in accordance therewith. The first Board of Directors of the Corporation shall be elected by the Incorporator.

#### **ARTICLE VII**

#### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each person who acts as a director or officer of the Corporation shall be indemnified as and to the extent, provided in the By-Laws of the Corporation.

**ARTICLE VIII****REGISTERED OFFICE AND AGENT**

The mailing address of the initial registered office of the Corporation is c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., Museum Tower, 150 West Flagler Street, Suite 2200, Miami, Florida, 33130. The name of the initial registered agent at this office is Stuart D. Ames. The Board of Directors of the Corporation may from time to time designate such other person as its registered agent or such other address and place for the registered office of the Corporation as it may deem appropriate.

**ARTICLE IX  
INITIAL INCORPORATOR**

The Initial Incorporator of the Corporation who is executing these Articles of Incorporation is Steven Gombinski, whose address is 3737 Collins Avenue, Suite 1504, Miami Beach, Florida, 33140.

The undersigned Incorporator has executed these Articles of Incorporation as of October 27 2015.

  
\_\_\_\_\_  
Steven Gombinski, Incorporator

ACCEPTANCE OF APPOINTMENT

As

REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 617, *Florida Statutes*.

  
Stuart D. Ames, Registered Agent

Dated: October 27, 2015