

N16000009332

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WASHINGTON AVE BID INC

DOCUMENT NUMBER: N1600009332

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Troy E. Wright

(Name of Contact Person)

Washington Avenue Business Improvement District

(Firm/ Company)

1234 Washington Avenue Suite 204

(Address)

Miami Beach, Florida. 33139

(City/ State and Zip Code)

Twright@washavemb.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Zachariah Evangelista

305

305-975-9597

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|---|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 14, 2020

TROY E. WRIGHT
1234 WASHINGTON AVENUE
STE. 204
MIAMI BEACH, FL 33139

SUBJECT: WASHINGTON AVE BID INC
Ref. Number: N16000009332

We have received your document for WASHINGTON AVE BID INC and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amended and Restated Articles are filed pursuant to 617.1007, Florida Statutes. Please correct your document so that its pursuant to the correct statute.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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: 420A00020230



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 19, 2020

TROY E. WRIGHT
1234 WASHINGTON AVENUE
STE. 204
MIAMI BEACH, FL 33139

SUBJECT: WASHINGTON AVE BID INC
Ref. Number: N16000009332

Upon receipt of your letter and/or check(s) totaling \$43.75, no document was found. Please send your document with any fees due to:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Please return a copy of this letter to ensure your money is properly credited.

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: 920A00017911

CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF WASHINGTON AVE BID, INC

Document number N16000009332

Washington Ave BID, Inc. a not for profit corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

I

The name of the Corporation is Washington Ave BID, Inc.

II

The Corporation's Articles of Incorporation are amended and restated in their entirety by the Amended and Restate Articles of Incorporation, attached hereto as Exhibit A, in accordance with Sections.

III

The approval of the Corporation's members is not required to amend the Articles of Incorporation. The Amended and Restated Articles of Incorporation were approved by the board of directors.

IN WITNESS WHEREOF, Washington Ave BID, Inc. has caused this Amendment and Restatement of its Articles of Incorporation to be executed by its duly authorized officer on March 3, 2020.

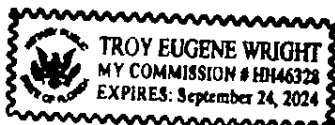
By: Andrew Resnick

Andrew Resnick
President

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Subscribed, sworn to and acknowledged before me by Andrew Resnick who has produced Drivers license as identification, on October 20, 2020.



Troy Eugene Wright
NOTARY PUBLIC

My commission expires September 24, 2024

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WASHINGTON AVE BID INC.

(A FLORIDA NOT FOR PROFIT CORPORATION)

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, this Florida Not-for-Profit Corporation amends its Articles of Incorporation. The members are not entitled to vote on an amendment to the Articles. Hereforth, Washington Ave BID, Inc's Articles of Incorporation shall read as follows:

ARTICLE I
ORGANIZATION

1.1 Name:

The Corporation shall be known as Washington Ave BID 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 Washington Ave BID Inc., Andrew Resnick, President, 2700 Bay Avenue, Miami Beach, Florida 33139.

Article II
PURPOSES

The purposes for which the Corporation is organized are to stabilize and improve the Washington Avenue retail business district, which is located within a nationally recognized historic district in Miami Beach, Florida (the "**District**"), through promotion, management, marketing and other similar services. The District is bounded on the north by 17th Street, and on the south by 5th Street, and consists of properties abutting Washington Avenue and/or the cross-streets intersecting Washington Avenue; *provided, however*, that the following properties shall be excluded and exempted from the District: (i) residential properties; (ii) common areas owned by condominium associations; (iii) any property owned by a City, County, State, or Federal governmental entity or school district; and (iv) any property 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*). 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. 2018-30150, from March 8th, 2018 through April 20th, 2018. On

June 6th, 2018, the Mayor and City Commission approved Resolution No. 2018-30351, 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 Washington Avenue mixed-use neighborhood, thereby providing a dynamic setting for businesses, the visiting public, arts and entertainment, as well as 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) and to such other Sections as are applicable 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, as well as under any other applicable Sections of the Code as pertain, 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 owners of property within the District on a *pro rata* basis, based on each property owner's proportionate share of the total annual special assessments due to the District.

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 elected 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 shall be nominated by a Nominating Committee selected by the Incorporator, and shall be subject to approval by a vote of the affected property owners within the District.

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS


Each person who acts as 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 Registered Agent Andrew Resnick, 2700 Bay Avenue, Miami Beach, FL 33139. 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.

EXECUTION

These Amended and Restated Articles of Incorporation are hereby executed on this
3rd day of MARCH, 2020.



Secretary