

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Sunset Harbour Business Improvement District, Inc.

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ARTICLES OF INCORPORATION
OF
SUNSET HARBOUR BUSINESS IMPROVEMENT DISTRICT, INC.

The undersigned, acting as the incorporator of Sunset Harbour Business Improvement District, Inc. (hereinafter referred to as the "Corporation"), under Chapter 617 of the Florida Statutes, and Section 501(c)(6) of the Internal Revenue Code of 1986 (hereinafter the "Code"),¹ submits the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation (the "Corporation") shall be:

SUNSET HARBOUR BUSINESS IMPROVEMENT DISTRICT, INC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

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 place of business and the mailing address of the Corporation shall be:

1752 Bay Road, Miami Beach, Florida 33139

ARTICLE III
DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

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ARTICLE IV
PURPOSES

The Corporation is organized and shall be operated exclusively for the purpose of stabilizing and improving the Sunset Harbour business district, which is located in the City of Miami Beach (the "District"), through promotion, management, marketing and other similar services. The District is bounded on the west by Purdy Avenue; on the east by Bay Road; on the north by 18th Street; and on the south by Dade Boulevard; 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.

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 strategic growth and development of a diverse, vibrant, and 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) of the 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 V
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

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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 V MEMBERSHIP

The Corporation shall have members the qualification for which shall be set forth in the Bylaws of the Corporation.

ARTICLE VI BYLAWS

The initial Bylaws 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 Bylaws of the Corporation shall be vested in the Board of Directors of the Corporation unless otherwise provided in the Bylaws of the Corporation.

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ARTICLE VII
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 Bylaws 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 VIII
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.

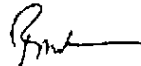
ARTICLE XI
REGISTERED AGENT

The street address of the initial registered office of the corporation is 590 NE 52nd Terrace, Miami, FL 33137, and the name of the initial registered agent of the corporation at that address, who is authorized to receive service of process, is Bradley W. Colmer, C/O Deco Capital Management LLC.

ARTICLE X
INITIAL INCORPORATOR

The Initial incorporator of the Corporation who is executing these Articles of Incorporation is Bradley W. Colmer, Esq., whose address is 590 NE 52nd Terrace, Miami FL 33137.

The undersigned incorporator has executed these Articles of Incorporation as of this 4th day of August, 2021.

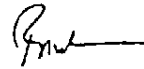


Bradley W. Colmer, Esq., Incorporator

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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.



Bradley W. Colmer, Esq.
C/O Deco Capital Management LLC

Dated: August 4, 2021

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