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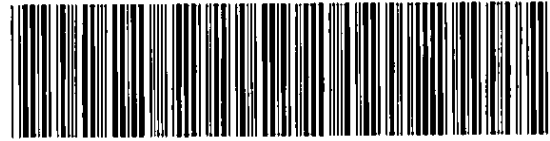
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COVER LETTER

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

SUBJECT: Friends of Smith and Wollensky, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jennifer S. Blohm, Esq.

Name (Printed or typed)

P.O. Box 1547

Address

Tallahassee, FL 32302

City, State & Zip

(850) 878-5212

Daytime Telephone number

hdelgado@swrg.com

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

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
FRIENDS OF SMITH AND WOLLENSKY, INC.

The undersigned, acting as the incorporator of this Corporation not for profit pursuant to Chapter 617, Florida Statutes, adopts the following articles of incorporation and states as follows:

ARTICLE I
Name, Street Address and Mailing Address

The name of the corporation shall be "Friends of Smith and Wollensky, Inc." The principal street and mailing address of the corporation is: 1 Washington Avenue, Miami Beach, Florida 33139.

ARTICLE II
Duration

This corporation shall have perpetual existence.

ARTICLE III
Purpose

The purposes for which this corporation is created and maintained shall be for the promotion of social welfare. Notwithstanding any other provision of these articles or the corporation's by-laws, the corporation shall not take any action not permitted by the laws which then apply to the corporation or engage in any activity that would disqualify the corporation from being exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code").

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MIAMI BEACH, FLORIDA

The corporation shall have the following specific powers:

1. To ensure economic stability and revenue for the City of Miami Beach by continuing leases of city property to tenants with long-standing records of stability and revenue production;
2. To educate and inform the public on the goals of the corporation;
3. To gather, analyze and disseminate data and public opinion research needed to assist in reaching the goals of the corporation state above;
4. To conduct fundraising activities for the production of revenues adequate to carry out the purposes of the corporation;
5. To register as a ballot initiative political committee to support ballot referendums on leases to stable, revenue-producing tenants;
6. To exercise powers permitted by Florida law for a corporation not for profit;
7. To conduct such other related activities permitted to be conducted by an organization exempt from taxation pursuant to section 501(c)(4) of the Code.

ARTICLE IV **Restrictions**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, employees or other individuals, partnerships, estates, trusts or corporations having a personal or private interest in the corporation; provided, however, 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 Article III, hereof and to pay or reimburse the reasonable expenses of fundraising and carrying out the objectives of the corporation.

ARTICLE V

Members

Membership in Friends of Smith and Wollensky, Inc. shall be established by the Board of Directors as provided in the by-laws of the corporation and may consist of separate categories of membership, each with different rights and responsibilities.

ARTICLE VI

Registered Office and Agent

The name of the registered agent and the street address and city of the registered office of the corporation are:

Henry Delgado
1 Washington Avenue
Miami Beach, Florida 33139

ARTICLE VII

Board of Directors

The number of persons constituting the Board of Directors of the corporation shall be established in the by-laws, but shall not be less than three (3). The by-laws shall provide the process for the selection of Directors; provided, however, the initial Directors of the corporation shall be appointed by the incorporator.

There shall be no limit on the number of terms a Board member may serve unless provided otherwise in the by-laws. The term of office of Board members shall be stated in the by-laws. The Board of Directors may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes.

Nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving additional compensation therefore.

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The by-laws may provide for an Executive Committee of the Board. The Board of Directors may establish other committees as may from time to time be determined necessary and appoint the membership on such committees.

ARTICLE VIII **Officers**

The corporation shall have at least the following Officers – President/Chair and Treasurer – and such other Officers as may be provided for in the by-laws. The manner of selection of Officers also shall be provided for in the by-laws; provided, however, the initial officers shall be appointed by the incorporator.

ARTICLE IX **Indemnification of Officers and Directors**

Officers and Directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, including any incurred in appellate proceedings, reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office as provided in the by-laws. The corporation may purchase and maintain insurance on behalf of all Officers and Directors against any such liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE X **Non-Stock Basis**

This corporation is organized on a non-stock basis.

ARTICLE XI **Dissolution**

In the event of dissolution of this corporation, its assets shall be disposed of exclusively for one or more exempt purposes within the meaning of sections 501(c)(3) or 501(c)(4) of the Code; distributed to one or more organizations that are organized and operated exclusively for charitable,

educational and/or social welfare purposes and, at the time, qualify as exempt organizations under sections 501(c)(3) or 501(c)(4) of the Code; or to the Federal government or to a state or local government to be used for exclusively public purposes.

ARTICLE XII
Amendments and Effective Date


These Articles of Incorporation may be amended in any manner consistent with Florida Law; provided, however, every amendment shall be approved by the board of directors by at least a majority vote.

ARTICLE XIII
Incorporator

The name and address of the original incorporator of this corporation are as follows:

Henry Delgado
1 Washington Avenue
Miami Beach, Florida 33139

IN WITNESS WHEREOF, I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided in Section 817.155, Florida Statutes.



HENRY DELGADO
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

Henry Delgado, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of this acceptance, does hereby agree to accept service of process for the above stated corporation at the place designated in this certificate, is familiar with and accepts the appointment as registered agent and agrees to act in this capacity and to maintain normal business hours at the following address: 1 Washington Avenue, Miami Beach, Florida 33139.


HENRY DELGADO

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MIAMI BEACH, FL