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THE UNITED STATES CORPORATION COMPANY

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CUSTOMER: Ms. Pat Courtney
Thomson Muraro Razook & Hart,
1700 Sun Trust Building
One Southeast Third Avenue
Miami, FL 33131-2363

DOMESTIC AMENDMENT FILING

NAME: PERFORMING ARTS CENTER TRUST, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: CC

Amend + Restated
01-02-98

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PERFORMING ARTS CENTER TRUST, INC.**

The undersigned officers, natural persons competent to contract, hereby file these Amended and Restated Articles of Incorporation of PERFORMING ARTS CENTER TRUST, INC. and hereby certify as follows: The original and present name of the Corporation is PERFORMING ARTS CENTER TRUST, INC. The original Articles of Incorporation were filed with the Secretary of State on August 6, 1991. The first amendment to the original Articles of Incorporation was filed with the Secretary of State on August 25, 1992. The second amendment to the original Articles of Incorporation was filed with the Secretary of State on September 2, 1993.

These Amended and Restated Articles of Incorporation were duly adopted upon the affirmative vote of at least two-thirds of the members of the Corporation at a meeting held on October 14, 1997 and a majority of the Board of County Commissioners of Dade County, Florida on November 18, 1997. All amendments included herein have been adopted pursuant to Section 617.0201(4) of the Florida Not For Profit Corporation Act. There is no discrepancy between the Articles of Incorporation as hereto amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the amendments adopted pursuant to Section 617.0201(4).

The provisions being amended are Articles IV and VI. These amended and restated Articles of Incorporation shall be effective January 1, 1998.

**ARTICLE I
ORGANIZATION**

1.1. Name:

This Corporation, formed under the Florida Not For Profit Corporation Act, shall be known as the Performing Arts Center Trust, Inc. (hereafter, "the Corporation").

1.2. Seal:

The seal of this Corporation shall contain the words "Performing Arts Center Trust, Inc., a corporation not-for-profit".

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1.3. 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 mailing address of the Corporation shall be: 1700 AmeriFirst Building, One Southeast Third Avenue, Miami, Florida 33131.

ARTICLE II
PURPOSE

This Corporation is organized and shall operate exclusively for educational, cultural and charitable purposes as evidenced by conducting or supporting activities for the benefit of or to carry out the purposes of the Performing Arts Center Trust, Inc., but limited in all events to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986; and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. The Corporation is a non-profit corporation organized to provide a broad source of community support for the Performing Arts Center, Miami, Florida. No part of the assets or the net earnings of the Corporation shall be distributed to any officer, director, member or any other private person.

ARTICLE III
FUNCTIONS

It is expected that the Corporation will provide the governing authority to design, construct, manage and operate the Performing Arts Center. The site on which the Center is located and the Center itself will be owned by Metropolitan Dade County, Florida. It is not contemplated that the Corporation will own either the land or buildings to be designed, constructed, managed and operated by the Corporation. The Corporation will have full authority to employ architect(s), acousticians and other consultants, approve design and employ construction and development managers or firms and supervise their work. The Corporation will employ an Executive Director who will be responsible for day-to-day carrying-out of the Corporation's work and such other employees as the Corporation shall deem appropriate. The Corporation may establish or enter into a contractual relationship with a leasing company. The Corporation is responsible for raising funds for various purposes and, to accomplish this, the Corporation may establish one or more foundations, subsidiary corporations, or affiliated organizations.

ARTICLE IV
BOARD OF DIRECTORS

The Board of Directors is responsible for the direction and control of all matters pertaining to the Corporation and the Performing Arts Center. The Board of Directors shall select the Executive Director, who shall serve at the pleasure of the Board and the County Manager. The Executive Director shall establish personnel and management policies in accordance with applicable law and such policies as the Board may adopt. The term "Director" as used herein shall include Designated Directors unless otherwise indicated, but shall not include the Executive Director.

4.1. Members of Board of Directors:

The affairs of the Corporation shall be managed by the Board of Directors, all of whom shall serve without compensation. At all times there shall be no less than five nor more than thirty-two Directors.

4.2. Appointment of Directors:

Subject to the provisions of Section 4.3 the Board of Directors shall be appointed as follows:

- (a) The Board of County Commissioners shall appoint 18 Directors. 13 Directors shall be appointed by individual County Commissioners and 5 Directors shall be appointed by the Board of County Commissioners At-Large. As of January 1, 1999, the number of members of the Board of Directors appointed by the Board of County Commissioners At-Large shall be reduced from 5 to 3. Thereafter, the vacancies created by the 2 At-Large Directors whose terms expire on December 31, 1998, under the Articles of Incorporation prior to this Amendment, shall be filled by the Mayor of Metropolitan Dade County.
- (b) The City of Miami Commission shall appoint 3 Directors, subject to ratification by the Board of Directors.
- (c) The City of Miami Beach Commission shall appoint 3 Directors, subject to ratification by the Board of Directors.
- (d) The Designated Primary Artistic Organizations named in Section 4.3 shall each appoint 1 Director (hereinafter referred to as a "Designated Primary Artistic Director"). In case additional

Designated Primary Artistic Organizations meeting the requirements of Section 4.3 shall come into existence, up to two additional such organizations shall be entitled to appoint 1 Designated Primary Artistic Director each.

- (e) The Board of Directors shall select two Dade County based non-profit performing arts organizations which reflect, in both their governance and programming, community ethnic cultural perspectives; one of these should be principally an Hispanic American artistic organization and one should be principally an African American artistic organization, which artistic organizations shall each make a long range commitment to the Corporation acceptable to the Board of Directors. Each of these two performing arts organizations shall appoint one Director.
- (f) The Dade County Public School Board shall appoint 1 Director.

4.3. Designated Primary Artistic Organizations:

Notwithstanding any other provision of these Articles, each of the following organizations shall be entitled to appoint one Designated Primary Artistic Director who may remain as Designated Primary Artistic Director at the pleasure of the organization so long as the organization is a Designated Primary Artistic Organization. The following named organizations have been designated as Primary Artistic Organizations and will constitute the five initial Designated Primary Artistic Organizations:

- Concert Association of Florida, Inc.
- Florida Grand Opera, Inc.
- Miami City Ballet, Inc.
- New World Symphony, Inc.
- Florida Philharmonic Orchestra, Inc.

The requirements for Designated Primary Artistic Organizations include:

- Up to seven organizations may become Designated Primary Artistic Organizations.

- A Designated Primary Artistic Organization shall be any professional non-profit cultural organization, incorporated or not, which shall have been in existence more than 1 year, has an annual operating budget of more than \$500,000, and has displayed a long term financial and usage commitment to the Corporation as determined by the Board.
- Designated Primary Artistic Directors shall be those Directors appointed by a Designated Primary Artistic Organization.

4.4. Qualifications of Directors:

The members of the Board of Directors are expected to devote time, professional knowledge, personal influence, money and/or a combination thereof to attain the goals of the Corporation and shall be selected by reason of their abilities to do the following:

- (a) To provide and secure financial support for the activities of the Corporation. The personal contributions of the Directors are key to the financial well-being of the Corporation. Also, Directors, because they have great standing in the community, can greatly influence individuals, corporations, foundations and government agencies to provide financial support.
- (b) To volunteer their specialized business expertise, advice and guidance to working committees when needed.
- (c) To spearhead and to reinforce all community and public relations work of the Corporation.

4.5. Professional Advisors to the Board:

The Board shall form an advisory group comprised of the Executive Directors of the Designated Primary Artistic Organizations specified in Section 4.3, who shall be invited to attend such Board meetings and Committee meetings as shall be determined by the Board.

4.6. Term of Directors:

Each of the 13 Directors appointed by individual County Commissioners shall serve a term which shall end concurrently with the last day of the term of the County Commissioner who appointed said Director. Individual County Commissioners who are reelected to office must officially appoint, or re-appoint if desired, a Director as his or her appointment for the new term.

Each of the Directors appointed by the Board of County Commissioners At-Large shall be appointed for a three year term and shall be permitted to serve two (but no more than two) full consecutive three-year terms but may be re-appointed to the Board after ceasing to be a Director for one year.

Each of the 2 Directors appointed by the Mayor of Metropolitan Dade County shall serve a term which shall end concurrently with the last day of the term of the Mayor. In the event that the Mayor is reelected to office, he or she must officially appoint, or re-appoint if desired, each of the 2 Directors as his or her appointments for the new term.

Each of the three Directors appointed by the City of Miami and City of Miami Beach Commissions shall be appointed for a three year term and shall be permitted to serve two (but no more than two) full consecutive three-year terms but may be re-appointed to the Board after ceasing to be a Director for one year.

There shall be one Designated Primary Artistic Director from each of the Designated Primary Artistic Organizations described in Section 4.3 serving on the Board of Directors at all times to a maximum of seven. Each Designated Primary Artistic Director shall serve at the will of the Designated Primary Artistic Organization which appointed him/her, and shall serve until he/she resigns or is removed.

Each of the Directors appointed by the Designated African American and Hispanic American Artistic Organizations may serve renewable terms of three years, subject to the provisions of Section 4.7.

The Director appointed by the Dade County Public School Board shall serve at the will of the School Board, and shall serve until he/she resigns or is removed.

Upon the expiration of a Director's term, that Director shall remain as a member of the Board of Directors until such time as he or she is replaced or is re-appointed by the appropriate appointing authority.

4.7. Filling of Vacancies:

For those Directors appointed by individual Commissioners, if a vacancy occurs prior to the expiration of the County Commissioner's term, the County Commissioner who appointed that Director shall appoint a new member to fill the vacancy. For those Directors appointed by the Mayor of Metropolitan Dade County, if a vacancy occurs prior to the expiration of the Mayor's term, the Mayor shall appoint a new member to fill the vacancy.

In filling any vacancy to be filled by the Board of County Commissioners At-Large, the replacement Director shall be selected by the County Commission from a slate of three candidates to be submitted by the Performing Arts Center Trust. In the event that none of the three candidates suggested meets approval, the Performing Arts Center Trust shall submit a substitute slate for consideration. This process shall continue until a suitable replacement has been found to fill the vacancy. Appointments by the Board of County Commissioners At-Large shall follow the procedures of Section 6.6. Each person selected to fill a vacancy created by resignation or removal shall hold office for the unexpired term of his/her predecessor in office.

The City of Miami or City of Miami Beach Commissions shall appoint a person to fill any vacancy of either of their respective Director positions, subject to ratification by the Board of Directors. Each person selected to fill a vacancy created by resignation or removal shall hold office for the unexpired term of his/her predecessor in office.

Upon the occurrence of any vacancies of a Designated Primary Artistic Director, the corresponding Designated Primary Artistic Organization shall designate a replacement to fill such vacancy.

At the conclusion of each three year term or upon the occurrence of any vacancies of a Director appointed by the designated African American or Hispanic American Artistic Organization, the Nominating Committee of the Performing Arts Center Trust shall meet to review the status of the respective designated artistic organization. With the approval of the Board of Directors, the Nominating Committee may: 1) request a new appointment from the designated artistic organization to fill the vacancy; or 2) may select a new designated artistic organization through a public nominations process. In the event of a vacancy which occurs prior to the expiration of a Director's term, the person selected to fill such vacancy shall hold office for a new three year term.

The Dade County Public School Board shall appoint a person to fill any vacancy for their Director position.

At the request of any appointing authority, and/or to facilitate the appointment process, the Performing Arts Center Trust may submit a slate of three candidates to an appointing authority for his/her consideration in filling any vacancies, pursuant to the process outlined in Section 6.6.

4.8. Resignations:

Any Director may resign from his/her office at any time by delivering his/her resignation in writing to the Corporation, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

4.9. Removal of Directors:

Any Director may be removed for cause as determined by the Corporation, including violation of Board policy, by the affirmative vote of the majority of the Board of Directors, provided such Director has been given prior notice that the subject of his/her removal will be presented to the Board at a duly noticed meeting.

ARTICLE V
MEETINGS OF BOARD OF DIRECTORS

5.1. Meetings of Board of Directors:

Every meeting of persons who are Directors of the Corporation at which there is a quorum shall be a meeting of the Board of Directors, and except as otherwise provided in these Articles of Incorporation, any action taken at such meeting shall be the action of the Board of Directors in so far as such action is authorized by law.

5.2. Minutes:

Action taken at meetings of the Board of Directors shall be recorded in minutes. Such minutes need not distinguish between the different types of meetings in which action is taken.

5.3. Annual Meeting:

The Annual Meeting for the election of officers and for the transaction of such other business as may properly come before the Directors shall be held on such day in the month of May or June in each year at such time and place as the Board of Directors shall determine and specify in the notice of meeting.

5.4. Regular Meetings:

Regular meetings, at which any action taken shall be action only of the Board of Directors, shall be held on such days, times, and places as the Board of Directors shall determine.

5.5. Special Meetings:

Special meetings shall be called at any time by the Secretary, upon the request of the President or upon the written demand of any three Directors.

5.6. Time and Place of Meetings:

All meetings shall be held at such time and place within or without the State of Florida as may, from time to time be fixed by the Board of Directors or, in the case of regular meetings, as may be fixed by the President or the Secretary and, in the case of annual meetings and special meetings, as may be designated in the respective notices or waivers of notice thereof.

5.7. Waiver of Notice:

No notice of the time, place or purpose of any meeting of the Corporation or of any meeting of the Board of Directors, or any publication thereof, whether prescribed by law, or by the Articles of incorporation, need be given to any person who attends such meeting, or who, in writing, executed either before or after the holding thereof, waives such notice and such attendance or waiver shall be deemed equivalent to notice.

5.8. Quorum and Voting:

A majority of the Directors shall constitute a quorum for the transaction of business by the Directors, and whenever any corporate action is to be taken by vote of the Directors, it shall, except as otherwise required herein or by law, be authorized by a majority of the votes cast at a meeting of Directors. Except as otherwise provided by law or by these Articles of incorporation, the vote of a majority of the Directors present at a meeting at the time of a vote, if a quorum is present at such time, shall be the act of the Board, but in the absence of a quorum those present at the time and place set for the meeting may take an adjournment, from time to time, until a quorum shall be present.

Subject to compliance with the provisions of the Florida Government in the Sunshine Law which would apply to a government agency, any one or more Directors may participate in a meeting of the Board by means of conference

telephone or similar communications equipment allowing all persons participating in a meeting to hear each other at the same time. Participation by such means shall constitute presence at a meeting of Directors.

5.9. Presumption of Assent:

No Director may abstain from voting except for an asserted conflict of interest, which must be stated on the record. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he/she votes against such action or abstains from voting because of an asserted conflict of interest.

5.10. Attendance Requirements:

The Secretary shall maintain a record of attendance of the Directors at the regularly scheduled Board meetings. At any time the Secretary finds that a Director has failed to attend three consecutive regularly, scheduled meetings or half of all regular meetings in a twelve-month period (a Director shall be deemed absent for this purpose if he or she is not present for at least three-quarters of the meeting), the Secretary shall so advise the President and the Board. The Directors (other than the member reported for such failure to attend meetings) may remove such non-attending member from the Board by the affirmative vote of a majority of all such Directors other than the non-attending member.

5.11. Financial Disclosure:

Directors shall file the same Florida Financial Disclosure Statements required of state officers. Other than compliance with Financial Disclosure requirements, the provisions of the Dade County Conflict of Interest and Code of Ethics Ordinance shall not apply to the Directors.

5.12. The Sunshine Law:

The Board of Directors shall comply with Florida Government in the Sunshine Law in the conduct of all its meetings to the same extent as if it were an elected body.

5.13. Public Records Act:

The Corporation shall comply with Florida Public Records Act as if it were a governmental agency.

ARTICLE VI
COMMITTEES

6.1. Committees:

The initial Standing Committees of the Board of Directors shall be: Executive Committee, Membership Committee, Finance Committee, Audit Committee, and Nominating Committee. The Board of Directors may establish, from time to time, such additional Standing or ad hoc Committees as shall be deemed appropriate, such additional Committees to exercise such duties, powers and authorities as may be delegated by resolution of the Board of Directors.

Committees, other than the Executive, Audit and Nominating Committees, may include persons who are not members of the Board of Directors, including, but not limited to, the Executive Directors of the Designated Primary Artistic Organizations listed in Section 4.3 of these Articles of Incorporation who comprise the Advisory Committee of the Board of Directors as established in Section 4.4 hereof. The number of persons on each Committee and the Chairperson(s) thereof shall be designated by the Board of Directors. All Committees of the Board shall reflect the demographic constitution of Dade County.

Minutes of the proceedings of each Committee of the Corporation shall be kept and shall be submitted to the Executive Committee and to the Board at its next meeting.

6.2. Executive Committee:

The Executive Committee shall consist of the officers of the Corporation (the President, Vice President(s), Secretary and Treasurer) and up to three additional Directors. It shall possess and exercise all powers of the Board of Directors between meetings thereof, subject only to such limitations as the Board may from time to time specify or as imposed by law. Such Committee shall transact its affairs in accordance with the same rules as govern the Board, except that an affirmative vote of a majority of the Committee shall be required for the adoption of any resolution.

6.3. Membership Committee:

The Membership Committee shall have the duties specified in Section 8.1 hereof.

6.4. Finance Committee:

The Finance Committee shall oversee the financial affairs of the Corporation. The Committee shall limit the Corporation's investments to those which are permitted under the laws of the State of Florida and which are not prohibited by the terms of any gift to the Corporation. No gift in kind shall be accepted by the Corporation without the prior approval of the Finance Committee and the Board of Directors. The Finance Committee shall prepare and present budget proposals to the Board of Directors for approval. The Treasurer shall serve as chairperson of the Finance Committee.

6.5. Audit Committee:

The books of the Corporation shall be audited annually by an independent Certified Public Accountant. The Audit Committee shall be responsible for periodically reviewing the Corporation's books and records and its internal and external accounting procedures. At least once per year the Audit Committee shall render a report to the Board of Directors regarding the condition of such books, records and procedures, together with such recommendations as the Audit Committee may deem advisable. This report shall also be submitted to any government agency or funding source as required. The Audit Committee shall consist of three or more Directors, none of whom shall be serving on the Finance Committee.

6.6. Nominating Committee:

The Nominating Committee shall consist of five voting members of the Corporation. At least thirty days prior to each annual meeting of the Corporation, and as frequently as is necessary to fill vacancies in unexpired terms of Directors, the Nominating Committee, upon the approval of the Board of Directors, shall notify the appropriate appointing authority as provided in Section 4.7 and as appropriate, shall prepare and submit to that authority a slate of nominees for the election of Directors. Other candidates whose consent has been obtained may be placed in nomination for expired terms by the written petition of any five voting members of the Corporation. Any such petition shall be filed with the Secretary at least fifteen days prior to the annual meeting and shall be announced with the Nominating Committee's slate to the appropriate appointing authorities. For each vacancy the Nominating Committee shall submit the names of three nominees. The appointing authority will select one Director from the three names submitted by the Nominating Committee or other names duly submitted by petition. If the appointing authority does not find the Nominating Committee's slate acceptable or any of the other names submitted to it by written petition acceptable, it may, request the Nominating Committee to submit a new slate.

ARTICLE VII
ELECTION OF OFFICERS

7.1. Election of Officers:

At the first meeting and at each annual meeting of the Board of Directors, the Board of Directors shall elect a President, a Secretary and a Treasurer and such Vice President(s) as the Board of Directors may deem appropriate, all of whom shall be Directors. The Board may also appoint one or more Assistant Secretaries and Assistant Treasurers, who need not be Directors. The President, Vice President(s), Secretary and Treasurer and not more than three other Directors named by the Board shall constitute the Executive Committee of the Corporation. officers of the Corporation shall serve without compensation.

7.2. Duties of Officers:

(a) President.

The President shall be the chief executive officer of the Corporation. He/she shall preside at all meetings of members, the Executive Committee, and the Board of Directors.

(b) Vice President(s).

Each Vice President shall have such duties as may be fixed by, the Board of Directors.

(c) Treasurer.

Treasurer shall have the responsibility for the custody and investment of all funds and assets of the Corporation and shall hold and disburse them in accordance with the instructions of the Board of Directors; provided, however, in the investment of funds, the Treasurer shall be governed by the decisions of the Finance Committee as provided for in Section 6.4 hereof. He/she shall insure that all moneys belonging to the Corporation are deposited in such banks as the Board shall designate, said moneys to be deposited to the account of the Performing Arts Center Trust, Inc. He/she shall insure that true books of accounts are kept and shall make such reports as are required by the Board or the President. Said books shall at all times be open to inspection by any of the Directors. The Treasurer shall be bonded. The Treasurer shall serve as Chairman of the Finance Committee.

(d) Secretary.

The Secretary shall keep a record in permanent form of all meetings of the Board and shall send out notices of all meetings of the Board of Directors.

7.3. Removal:

Any officer may be removed with or without cause by the Directors by notice in writing delivered to the person at his address maintained by the Corporation for this purpose. Such removal shall be effective upon such delivery of such notice.

ARTICLE VIII
MEMBERSHIP

8.1. Classes of Members:

The Corporation shall have two classes of members. All members shall have all the rights and privileges of members of the Corporation, except that only voting members of the Corporation may vote. Unless otherwise specifically stated in these Articles of Incorporation to the contrary, all references to "members" relate to non-voting members.

(a) Voting Members.

Voting members shall consist of all persons, from time to time, serving as members of the Board of Directors of the Corporation but only during such time as such persons serve as Directors.

(b) Non-voting Members.

The Board of Directors may establish one or more types of nonvoting members of the Corporation by, resolution. Non-voting membership shall be open to any person, family, corporation or other entity upon receipt of a written application for membership and payment of annual dues applicable to the class of membership specified in the application.

The Corporation's Membership Committee shall, after consultation with the Executive Director, present final recommendations to the Board regarding classes of nonvoting membership and the respective dues, and other benefits applicable to each class. The Board of Directors shall consider such recommendations, revise them as the Board deems necessary and proper, and promulgate a schedule of

such classes, dues, rights and benefits. Such schedule may be amended from time to time by the Board of Directors, after consultation with the Membership and Committee and the Executive Director. Nonvoting Membership shall terminate upon death (of an individual member), resignation of the member, or upon the failure of a member to pay annual dues within ninety days after the due date.

8.2. Annual Meetings:

An annual meeting shall be held each year, at such date, hour and place as shall be ordered by the Board of Directors to transact such matters as may be properly come before the membership.

8.3. Special Meetings:

Special meetings of the members may be called by the President or by a majority of the Board of Directors then in office. The purpose of each special meeting shall be stated by notice and may only include purposes which are lawful and proper for the meeting.

8.4. Notice of Meeting:

Written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally or by mail no less than ten days nor more than sixty days before the date of the meeting. Notice shall be given to each member by or at the direction of the President or the Secretary or the persons calling the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation with postage thereon prepaid.

8.5. Waiver of Notice:

A written waiver of notice signed by a member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

8.6. Member Quorum and Voting:

A majority of the voting members shall constitute a quorum at a meeting of all members, and each voting member shall be entitled to one vote on each matter as may properly come before the entire membership. At any duly called meeting of all members, whether or not a quorum is present, a majority in number of the voting members, present in person, may adjourn the meeting from time to time, without notice other than announcement at the meeting.

ARTICLE IX
MISCELLANEOUS PROVISIONS

9.1. Execution of Corporate Instruments:

The Board of Directors may designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation. when the execution of any contract, conveyance or other instrument arises in the ordinary course of the Corporation's activities, or has been authorized without specification of the executing officers, any two of the officers may execute the same in the name and behalf of the Corporation and may affix the corporate seal thereto. No person holding more than one office shall execute, acknowledge or verify an instrument in more than one capacity.

9.2. Depositories:

All Moneys, securities and other valuables of the Corporation shall be deposited in the name of the Corporation in such banks trust companies, or corporate safe deposit vaults as the Board of Directors from time to time shall designate for such purposes, and shall be withdraw able only by check or orders signed by, the personal signature of such officers or agents as may be designated from time to time by the Board of Directors. At least two signatures shall be required on all such checks or orders.

9.3. Indemnification of Officers and Directors:

Each person who acts as a Director or Officer of the Corporation shall be indemnified by the Corporation against any costs and expenses which may be imposed upon or reasonably incurred by him/her in connection with any action, suit or proceeding in which he/she may be named as a party defendant by reason of his/her being or having been such Director or Officer, or by reason of an), action alleged to have been taken or omitted by him/her in either such capacity; provided however, that the Corporation shall not indemnify any such person

against any costs or expenses imposed upon or incurred by him/her in relation to matters as to which he/she shall be finally adjudged to be liable to the Corporation for negligence, misconduct or any other cause, or for any sum paid by him to the Corporation in settlement of an action, suit or proceeding based on his/her alleged dereliction of duty. This right of indemnification shall inure to each Director and officer whether or not he/she is such Director or officer at the time such costs or expenses are imposed or incurred, and whether or not the claim asserted against him/her is based on matters which antedate the adoption of these Articles of Incorporation; and in the event of his/her death shall extend to his/her legal representatives. Each person who shall act as Director or officer shall be deemed to be doing so in reliance upon such right or indemnification; and such right shall not be exclusive of any other right which he/she may have. The Corporation shall have power to purchase and maintain insurance to indemnify the Corporation and its Directors and Officers to the full extent such insurance is permitted by law.

9.4. Parliament:

Robert's Rules of Order Revised shall govern the proceedings of the Corporation, including its Board and Committees, to the extent applicable and consistent with these Articles of incorporation and any Bylaws.

9.5. Advisor:

The Executive Director shall serve as advisor to the Directors and shall maintain full consultative relationship with the Board of Directors and all Committees thereof.

9.6. Corporate Records:

Corporate records shall be available for open review according to federal and state regulations.

9.7. Fiscal Year:

The fiscal year of the Corporation shall be October 1 through September 30 of each year.

ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of this Corporation may, in any particular, be repealed, and new Articles of incorporation, not inconsistent with any provision of law, may be adopted, either by the affirmative vote of two-thirds of the voting members of the Corporation present at a duly-noticed annual or special meeting of the members at which a quorum is in attendance, or by the affirmative vote of two-thirds of the Directors present at any regular or special meeting of the Board at which there is a quorum, provided, however, that the Directors shall neither make nor alter any article regarding their qualifications, classifications, or term of office, nor relating to the requirements of a quorum for any meeting of the members of the Corporation, and that at least ten days' notice of such proposed amendment shall have been furnished to all of the Directors. Any proposed amendments must be approved by a majority of the Board of County Commissioners before becoming effective.

ARTICLE XI
DISSOLUTION

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Board of County Commissioners and the City Commissioners for a public purpose.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 1700 AmeriFirst Building, One Southeast Third Avenue, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Parker D. Thomson, who upon accepting this designation agrees to comply with the provisions of Sections 48-091, 617-023, 607.0501 and 607-0502, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE XIII
INCORPORATORS

The name and street address of the persons signing these Articles of Incorporation are:

Name Address


Parker D. Thomson
Thomson Muraro Razook & Hart, P.A.
Sun Bank International, Suite 1700
One Southeast Third Avenue
Miami, Florida 33131

I. Stanley Levine
Levine & Geiger
1110 Brickell Avenue, #700
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned, being the Chairman and Assistant Secretary of the Corporation, have hereunto set their hands and seals this 31st day of December, 1997.


Parker D. Thomson, Chairman

Attest:


I. Stanley Levine, Assistant Secretary