

N95000001177

TODD A. STERZOY
Holland and Knight

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(Address)	
Tallahassee, Florida 32302	
(City, State, Zip)	(Phone #)

OFFICE USE ONLY

224-7000

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03/13/95 01050-017
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Greater Miami International Press Center Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 1:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NANCY HENDRICKS MAR 13 1995

Examiner's Initials

ARTICLES OF INCORPORATION
OF
GREATER MIAMI INTERNATIONAL PRESS CENTER, INC.

The undersigned, for purposes of forming a corporation not for profit under Chapter 617 of the Florida Statutes, hereby submits the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is GREATER MIAMI INTERNATIONAL PRESS CENTER, INC. (the "Corporation").

ARTICLE II

Address of Principal Office and Mailing Address

The address of the Corporation's initial principal office is Metro-Dade Stephen P. Clark Building, 111 N.W. 1st Street, Suite 108, Miami, Florida, 33128. The Corporation's initial mailing address is Metro-Dade Stephen P. Clark Building, 111 N.W. 1st Street, Suite 108, Miami, Florida, 33128.

ARTICLE III

Purposes and Powers

(1) Subject to the limitations set forth in sections (2) and (3) below, the Corporation may engage in any and all lawful business or activities permissible for a not for profit corporation, including business or activities relating to the following purposes:

- (a) Facilitation of coverage of events in the Greater Miami area and South Florida by the existing domestic and international press corps.
- (b) Encouragement of more visitation to the Greater Miami area and South Florida by the domestic and international media.
- (c) Serving as a focal point for media gatherings in the Greater Miami area and South Florida.
- (d) Promotion of the development of the Greater Miami area and South Florida as a prominent gathering place for members of the journalistic profession.

- (e) Promotion, encouragement or fostering of any civic purpose or activity.
- (f) Educating the public outside of the Greater Miami and South Florida area about events occurring within the Greater Miami area and South Florida.
- (g) Promotion or encouragement of any other educational purpose or activity.

(2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that 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 above.

(3) Notwithstanding any other provision of these articles, the Corporation shall not carry on, and shall not have the authority to engage in, any activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future federal tax law.

ARTICLE IV

Board of Directors; Executive Committee

(1) The Corporation shall constitute a Board of Directors (the "Board"), to act in an advisory capacity to the Executive Committee of the Board of Directors (the "Executive Committee"). The authority and obligations of the Board shall be set forth in the Bylaws.

(2) All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of the Executive Committee. The Executive Committee shall perform the functions of, and shall have the full authority accorded to a board of directors pursuant to section 617.0801, Florida Statutes.

(3) The method of appointment or election of members of the Board and the Executive Committee, and requirements for qualification to serve on the Board or the Executive Committee, shall be stated in the Bylaws. The number of persons comprising the Executive Committee shall be determined in accordance with the Bylaws, but such number shall never be less than 5, or such number of persons as may be required by applicable law, whichever is greater. The number of persons comprising the Board shall be determined in accordance with the Bylaws.

ARTICLE V

No Members

The Corporation shall not have members.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, 30th Floor, Miami, Florida, 33131 and the Corporation's initial registered agent at that address is Jorge L. Hernandez-Torano, Esq.

ARTICLE VII

Incorporator:

The name and street address of the incorporator is Jorge L. Hernandez-Torano, Esq., Holland & Knight, 701 Brickell Avenue, 30th Floor, Miami, Florida, 33131.

ARTICLE VIII

Dissolution

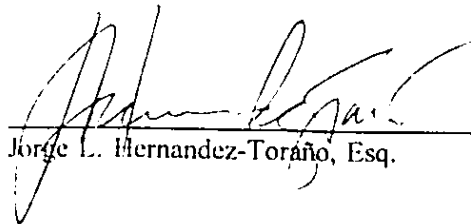
In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future federal tax law, as may be determined by the Executive Committee.

ARTICLE IX

Amendments

Until the appointment or election of the initial Executive Committee, these Articles of Incorporation may be amended, altered, changed or repealed by the Incorporator. After the appointment or election of the initial Executive Committee, these Articles of Incorporation may only be amended, changed or repealed by a majority vote of the Executive Committee.

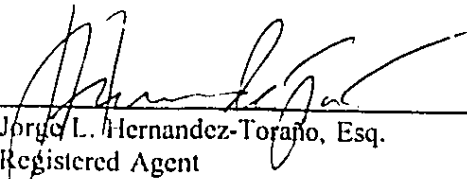
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of March, 1995.



Jorge L. Hernandez-Torano, Esq.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ^{Greater Miami} ~~Metro-Dade~~ International Press Center, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 617.0501.



Jorge L. Hernandez-Torano, Esq.
Registered Agent

Dated: March 10, 1995

MIA-269480