

N95000002179

FILED

95 MAY -5 PM 3:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

800001480458

-05/09/95 --01056--015

****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. South Beach Oceanfront Hotel Association, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

☒ 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

W95-9501

NANCY HENDRICKS MAY - 5 1995

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 4, 1995

FILINGS, INC.

• TALLAHASSEE, FL

SUBJECT: SOUTH BEACH OCEANFRONT HOTEL ASSOCIATION, INC.
Ref. Number: W95000009501

We have received your document for SOUTH BEACH OCEANFRONT HOTEL ASSOCIATION, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The document lists two different addresses for the principal place of business.

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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 495A00021855

RECEIVED
95 MAY -5 PM 3:26
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

SOUTH BEACH OCEANFRONT HOTEL ASSOCIATION, INC.

FILED
95 MAY -5 PM 3:42
SECRETARY OF STATE
ALLAHBACH

The undersigned Subscribers who are of legal age and competent to contract, for the purpose of forming a corporation, not for profit, under Chapter 617 of the laws of the State of Florida, hereby adopt and acknowledge the following Articles of Incorporation for this corporation:

ARTICLE I

The name of this Corporation shall be:

SOUTH BEACH OCEANFRONT HOTEL ASSOCIATION, INC.

ARTICLE II

This Corporation shall exist perpetually unless sooner dissolved according to the law. Corporate existence shall commence on the earliest day prior to the filing of these Articles allowed by Florida law.

ARTICLE III

1. The purposes for which the Corporation is organized are
(a) to improve the safety and sanitation of the South Beach Oceanfront (b) to create an environment that is more desirable to the public, and particularly to tourists (c) to market the South Beach Oceanfront to tourists, so as to benefit the common interests of the local hotel industry (d) to create and supervise a Special

Assessment District to fund the Corporation's goals and purposes. The corporation will use and apply the whole or any part of its assets, or the income therefrom and the principal thereof exclusively for the purposes stated above.

2. The Corporation is organized with the intent to qualify as an exempt organization under Section 501(c)(6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Shareholder, Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

3. The Corporation shall expend its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

5. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

6. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal laws.

7. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereinafter be amended.

ARTICLE IV

The street address of the principal office of the this Corporation is: 1901 Collins Avenue, Suite 106, Miami Beach, Florida, 33139. The mailing address of the Corporation is 1901 Collins Avenue, Suite 106, Miami Beach, Florida, 33139.

ARTICLE V

The street address of the initial registered office of this Corporation is: 999 Washington Avenue, Miami Beach, Florida 33139

and the initial registered agent of this Corporation is: Alan S. Walters, Esq.

ARTICLE VI

The method of election of directors shall be set forth in the Corporate By-Laws.

ARTICLE VII

The names and street addresses of the first Board of Directors of this Corporation, who shall hold office until successors are elected or appointed pursuant to the By-Laws, and have been qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
John Cashman	1775 Collins Avenue, Miami Beach, Florida
Jay Mirmelli	1717 Collins Avenue, Miami Beach, Florida
Don Glassie	1677 Collins Avenue, Miami Beach, Florida
Sharone Tzalik	100 - 21st Street, Miami Beach, Florida
Richard Evans	1677 Collins Avenue, Miami Beach, Florida
Michael DiVeronica	2301 Collins Avenue, Miami Beach, Florida
Lloyd Mandel	1741 Collins Avenue, Miami Beach, Florida
Rolf Oppenheim	1825 Collins Avenue, Miami Beach, Florida

This Corporation shall have eight (8) Directors, Initially.

ARTICLE VIII

The name and address of the person signing these Articles as Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
John Cashman	1755 Collins Avenue, Miami Beach, Florida

ARTICLE IX

The Corporation shall be managed by the members unless the members shall by a majority vote hereafter determine that the Corporation shall be managed by the Board of Directors.

ARTICLE X

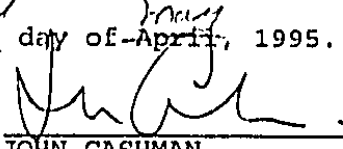
This Corporation shall have all of the corporate powers enumerated in the Florida Not for Profit Corporation Act. The provisions of said act shall extend to this Corporation insofar as the same shall be applicable.

ARTICLE XI

That upon the dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated for the same or similar purposes as this corporation. Any of such assets not so disposed of shall be disposed of by the Circuit Court

of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

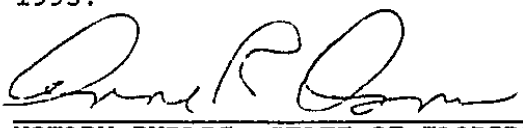
IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation this 3rd day of ^{May}~~April~~, 1995.


JOHN CASHMAN
Incorporator and Initial
Director

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared John Cashman, to me known to be the individual described in and who executed and the foregoing instrument and the acknowledge before me that the same was executed for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 3rd day of ^{May}~~April~~, 1995.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



JOHN R. GORDON
My Commission Expires **12/31/99**
Commission No. **00000000**

FILED
95 MAY -5 PM 3:42
SEC.
CLERK

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING THE
AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, SOUTH BEACH OCEANFRONT HOTEL ASSOCIATION, INC. DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL, PLACE OF BUSINESS AT 1901 COLLINS AVENUE IN THE CITY
OF MIAMI BEACH, STATE OF FLORIDA, HAS NAMED ALAN S. WALTERS, ESQ.
OF GALBUT, GALBUT, MENIN & WASSERMAN, P.A. LOCATED AT 999
WASHINGTON AVENUE, MIAMI BEACH, FLORIDA 33139.

(POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

JOHN CASHMAN

TITLE: Incorporator and Initial Director

DATE: _____

May 3, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

ALAN S. WALTERS, ESQ.
Registered Agent

DATE: _____

April 27, 1995