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Ronald S. Jacobs

Attorney at Law

*1700 NW 93rd Avenue
Plantation, Florida 33322-5228*

May 26, 1995

Florida Department of State
Division of Corporations
PO. Box 6327
Tallahassee, FL 32314

FILED
95 JUN -6 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Association of the US 441 Business Community, Inc.

Gentlemen:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation and a Certificate of designation of Registered Agent for the above corporation. We have also enclosed a check in the amount of \$70.00 for the filing fees. Please return a stamped copy to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

Ronald S. Jacobs

Ronald S. Jacobs, Esq.

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Enclosures

FILED
95 JUN -6 PM 1:39
TALLAHASSEE, FLORIDA

*Telephone: (305) 476-8195
Facsimile: (305) 476-8527*

*SAB
6/13/95*

ARTICLES OF INCORPORATION

OF

ASSOCIATION OF THE US 441 BUSINESS COMMUNITY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be **ASSOCIATION OF THE US 441 BUSINESS COMMUNITY, INC.**, which is hereinafter referred to as the "Corporation".

ARTICLE II

PURPOSES

The objects and purposes of the Corporation shall be:

- A. To educate the members of the corporation of the special problems and needs of maintaining a business in the US 441 commercial area.
- B. To provide a forum and facilitate communications for the sharing of solutions to problems that business and property owners may encounter when doing business in the US 441 commercial area.
- C. To facilitate communications between members of the corporation and members of surrounding residential neighborhoods.

- D. To facilitate communications between members of the corporation and members of various government entities.
- E. The Corporation shall have such other objects and purposes permitted by law which may be incidental to, but in support of, the specific objects and purposes set forth in this Article II.
- F. Notwithstanding any other provision of these articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- G. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III

LIMITATION OF POWERS

The Corporation is not organized for profit, and no part of the net earnings, if any, shall inure to the benefit of any individual person, firm or corporation not exempt under Section 501 (c) (3) of the Internal Revenue code of 1986 or the corresponding provision of any future U.S. Internal Revenue Law.

ARTICLE IV

QUALIFICATION OF MEMBERS

The membership of this Corporation shall constitute all persons owning property, having a valid Occupational License within the geographic area defined as the Gateway 7 Development District in Plantation, Florida, their legal representative or agent, or such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws.

ARTICLE V

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI

CAPITAL STOCK

The Corporation shall have no capital stock.

ARTICLE VII

BOARD OF DIRECTORS

A. Management by Directors. The property and affairs of the Corporation shall be managed by a board of Directors consisting of not fewer than three (3) members of the Corporation and not more than nineteen (19) members, the exact number to be determined from time to time in accordance with the Bylaws. A majority of the board of Directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of Directors, including an Annual Meeting.

B. Original board of Directors. The names and addresses of the First Board of Directors of the Corporation who shall hold office until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Sydney Brown	1880 NW 24 Terrace Fort Lauderdale, FL 33311
Richard Allison	830 S. State Road 7 Plantation, FL 33317
Art Rosen	820 S. State Road 7 Plantation, FL 33317

- C. Election of the Board of Directors. Except for the first Board of Directors, the Board of Directors of the Corporation shall be elected at the annual meeting of the Members of the Corporation.
- D. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding Annual Meeting of the Board of Directors, and thereafter until qualified successors are duly elected and have taken office
- E. Vacancies. If a Director shall for any reason cease to be a Director, the Board of Directors at a special meeting called for such purpose may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VIII

OFFICERS

- A. Officers Provided For. The Corporation shall have a President, one or more Vice-presidents, a Secretary, a Treasurer and other officers as the Board of Directors may, from time to time, elect.
- B. Election and Appointment of Officers. The officers of the Corporation, in accordance with any applicable provisions of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

ARTICLE IX

BYLAWS

The Loard of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such bylaws may be altered, amended or repealed only by the Board of Directors.

ARTICLE X

AMENDMENTS

- A. These Articles of Incorporation may be amended only by the Board of Directors pursuant to a notice of a meeting called for such purpose whether annual or special.
- B. Amendments shall be approved by not less than two-thirds (2/3) of those voting a meeting at which a quorum is present.

ARTICLE XI

INCORPORATORS

The names and addresses of the Incorporators of these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Sydney Brown	1880 NW 24 Terrace Fort Lauderdale, FL 33311
Ned Hunt	4310 West Broward Blvd. Plantation, FL 33317
Art Resen	820 S State Road 7 Plantation, FL 33317

ARTICLE XII

LOCATION

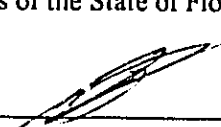
The principal office of this corporation shall be at: 820 S. State Road 7, in the City of Plantation, County of Broward, State of Florida; or such other location as shall be determined by the Board of Directors from time to time.

ARTICLE XIII

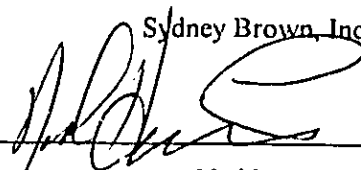
DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an organization or organizations which are qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and which are engaged in activities similar to the activities of this Corporation; or to the Federal government, or to a state or local government, for a public purpose; and, none of the assets shall be distributed to any member, officer or trustee of the Corporation.

IN WITNESS WHEREOF, We, the undersigned incorporators, have hereunto set our hands and seals this 31st day of May, 1995, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.



Sydney Brown, Incorporator



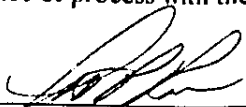
Ned Hunt, Incorporator



Art Rosen, Incorporator


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

IN COMPLIANCE with Section 617.0501, Florida Statutes, the following is submitted:
FIRST: That Association of the US 441 Business Community, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 820 S. State Road 7, City of Plantation, State of Florida, has named Art Rosen, located at 820 S. State Road 7, City of Plantation, State of Florida, as its Agent to accept service of process with the State of Florida.



Art Rosen
Dated: May 31, 1995

HAVING BEEN named to accept service of process for the above stated Corporation, at the place designated in the 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, and I accept the duties and obligations of Section 617.0501 of the Florida Statutes.



Art Rosen
Registered Agent
Dated: May 31, 1995

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TALLAHASSEE, FLORIDA