

S
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DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

(((H95000007750)))
NAME: BETTER BAYSHORE, INC.
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95 JUL 13 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 13 AM 8:07

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ARTICLES OF INCORPORATION
OF
BETTER BAYSHORE, INC.
(A Florida Corporation Not For Profit)

FILED
95 JUL 13 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation not for profit,
for the purposes herein after stated, under and pursuant to the
Laws of the State of Florida, hereby execute and acknowledge these
Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation Not For Profit shall be
BETTER BAYSHORE, INC.

ARTICLE II

TERM OF EXISTENCE

Corporate existence shall commence as of the Ninth day of July,
Nineteen Hundred and Ninety Five (July 9, 1995). The existence
of this Corporation shall be perpetual.

ARTICLE III

PURPOSE, OBJECT, AND SCOPE

The general purpose, object, and scope of this Corporation, shall
be generally, all purposes allowed by law, and specifically, to
unite those individuals who wish to protect, preserve, advance,

JANET L. COOPER, ESQ.
1172 S. DIXIE HWY # 203
CORAL GABLES, FL 33146
(305) 667-8307

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and improve the interests of the area within and surrounding North Bayshore Drive between Margaret Pace Park and Twenty Second Street, in Miami, Dade County, Florida, with respect to all problems and concerns of a common nature, including, but not limited to:

- (1) Crime
- (2) Police protection
- (3) Traffic
- (4) Parking
- (5) Maintenance and preservation of the North Bayshore area, including vegetation and structures, and
- (6) Other matters related to the best interests of the citizens.

ARTICLE IV

FORM OF ORGANIZATION

This Corporation is organized upon a nonstock basis, and shall not issue shares of stock. Membership in this Corporation may be evidenced by a Certificate of Membership which shall contain the statement, printed prominently upon the face of the certificate, that this Corporation is a Nonprofit Corporation.

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ARTICLE V
CORPORATE POWERS

Paragraph A

The corporate powers and the nature of the business to be transacted by the Corporation may be any activity or business permitted under the Laws of the United States of America and the State of Florida, including but not limited to the power to:

- (1) Have succession by its corporate name for the period set forth in its Articles of Incorporation,
- (2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person,
- (3) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit",
- (4) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation,
- (5) Adopt, change, amend and repeal By-Laws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers,
- (6) Increase, by a vote of its members cast as the By-Laws may direct, the number of its Directors, managers, or trustees so that the number shall not be less than three but may be any

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number in excess thereof,

(7) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

Paragraph B

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its members, Directors, or officers. This Corporation may pay compensation in a reasonable amount to its members, Directors, and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distributions to its members as permitted by the court having jurisdiction thereof, and no such payment, benefit, or distribution shall be deemed to be a dividend or a distribution of income.

ARTICLE VI

LIABILITY

The private property of the members, directors, incorporator, or registered agent of the Corporation shall not be liable for the corporate debts, and such persons shall have no personal liability therefore.

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ARTICLE VII

MEMBERSHIP

The qualifications for membership and the manner of admission of members shall be as set forth in the By-Laws of this Corporation.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Initial Registered Office of this Corporation is:

2121 North Bayshore Drive # 405
Miami, Florida 33137

The name of the Initial Registered Agent of this Corporation at the Initial Registered Office is:

Scott B. Clark

The initial mailing address of the Corporation is:

Better Bayshore, Inc.
c/o Janet L. Cooper
Attorney and Counsellor at Law
Suite 501
1172 South Dixie Highway
Coral Gables, Florida 33146-2918

ARTICLE IX

DIRECTORS

Paragraph A

The affairs of this Corporation shall be managed by its Board of Directors, which shall consist of not fewer than three (3)

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Directors.

Paragraph B

The initial Board of Directors shall be comprised of three (3) Directors. The names and addressees of the Initial Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the Laws of the State of Florida, shall hold office for the first year of this Corporation's existence, or until their successors are elected and shall have qualified, whichever shall come first, are the following:

Jack Webb
2121 North Bayshore Drive #1409
Miami, Florida 33137

Hugh Meighan
2121 North Bayshore Drive #
Miami, Florida 33137

Michael Shelow
510 North East 51st Street
Miami, Florida 33137

The manner in which future director are to be elected shall be as set forth in the By-Laws.

Paragraph C

Each Director shall perform his/her duties as a Director, including his/her duties as a member of any committee of the Board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interests of this

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Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Paragraph D

The Board of Directors shall hold meetings at such time, place, and in such manner as prescribed in the By-Laws.

Paragraph E

Any action required to be taken at a meeting of the Directors or committee thereof, may be taken without a meeting if a consent in writing setting forth the action so to be taken, signed by all the Directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE X

AMENDMENT OF ARTICLES

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These Articles of Incorporation may be altered or amended in the manner prescribed by the Laws of the State of Florida.

ARTICLE XI

DISSOLUTION

This Corporation may be dissolved by either (1) following the procedure as set forth in the Laws of the State of Florida, or by

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(2) the Board of Directors with a required two-thirds vote of all members and Directors, after the Secretary has notified all members in writing at least fifteen days before a meeting. In the event a two-thirds vote is not obtained at the meeting, consent to dissolution in writing by two-thirds of all members shall constitute compliance with this section. In the event of dissolution by the non-judicial method, the residual assets of this Corporation will be turned over to one or more organizations which have goals similar to those of this organization, or to the Federal, State, or Local government for exclusive public purpose.

ARTICLE XII

OTHER PROVISIONS

All other questions of rules, regulations, and procedures shall be governed by provisions of the By-Laws of this Corporation or the applicable provisions of the Laws of the State of Florida.

ARTICLE XIII

INCORPORATORS

The Incorporators of this Corporation are:

Jack Webb
2121 North Bayshore Drive #1409
Miami, Florida 33137

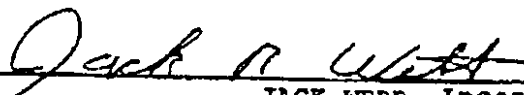
Hugh Meighan
2121 North Bayshore Drive #
Miami, Florida 33137

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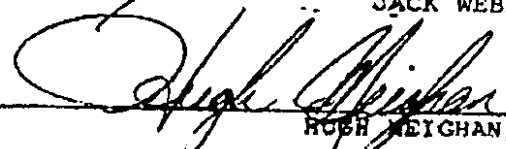
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Michael Shelow
510 North East 51st Street
Miami, Florida 33137

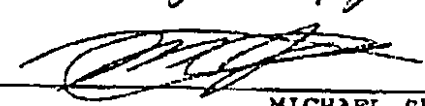
THE UNDERSIGNED, being the original Incorporators of this Corporation, BETTER BAYSHORE, INC., A Florida Corporation Not For Profit, by subscribing these Articles of Incorporation for the purpose of forming a corporation not for profit and to do business both within and without the State of Florida, do hereby make, subscribe and file the Articles of Incorporation of BETTER BAYSHORE, INC., hereby declaring and certifying that the facts herein stated are true and, accordingly, have hereunto set their hands and seals this 11th day of July, 1995.



JACK WEBB, Incorporator



HUGH NEIGHAN, Incorporator



MICHAEL SHELOW, Incorporator

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THE UNDERSIGNED, SCOTT B. CLARK, hereby states that he is familiar with and accepts the obligations of appointment as Registered Agent and agrees to serve as registered agent for this Corporation, BETTER BAYSHORE, INC., a Florida Corporation Not For Profit, and accordingly, has hereunto set his hand and seal this 11th day of July, 1995.



SCOTT B. CLARK

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and in the County of Dade to take acknowledgments, personally appeared JACK WEBB, who is personally known to me (X), or who has produced _____ as identification (____); HUGH MEIGHAN, who is personally known to me (X), or who has produced _____ as identification (____); MICHAEL SHELOW, who is personally known to me (X), or who has produced _____ as identification (____) AND SCOTT B. CLARK, who is personally known to me (X), or who has produced _____ as identification (____).

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TALLAHASSEE, FLORIDA

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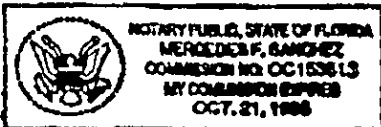
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WITNESS my hand and official seal in Dade County, Florida,
this 11th day of July, 1995.

Mercedes F. Sanchez
Notary Public

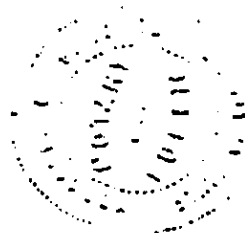
Mercedes F. Sanchez
Printed or Stamped Name of Notary Public

My Commission Expires: Oct. 21, 1998



This instrument was prepared by:

Janet L. Cooper
Attorney and Counsellor at Law
Suite 503
1172 South Dixie Highway
Coral Gables, Florida 33146-2918



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