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96 JAN 25 PM 2:30  
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TALLAHASSEE, FLORIDA

Abernethy, Jennifer E. Eick  
(Requester's Name)

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

1. Sail Miami 2000, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
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<input type="checkbox"/>	Profit
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<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

D. BROWN JAN 25 1996

Examiner's Initials

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16 JAN 25 PM 2:30  
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## ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

### ARTICLE I

#### NAME

The name of the corporation shall be Sail Miami 2000, Inc.

### ARTICLE II

#### PRINCIPAL PLACE OF BUSINESS

#### AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be Sail Miami 2000, Inc., 1015 N. American Way, Miami, Florida 33132, Attention Howard Slotnick.

### ARTICLE III

#### PURPOSE

1. The corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

2. The specific purpose of the corporation is to support and promote Sail Miami 2000, Inc.

### ARTICLE IV

#### MANNER OF ELECTION OF DIRECTORS

The affairs and business of the corporation shall be conducted by a Board of Directors or through its duly elected executive committee. The Board shall consist of not less than 3 persons. The members of the Board shall be elected annually by the existing directors.

The Initial Board of Directors and their addresses shall be:

<u>Name</u>	<u>Address</u>
Howard Slotnick	9961 E. Broadview Drive Bay Harbor Islands, Florida 33154
Carmen Lenetta	1015 N. American Way Miami, Florida 33132
Julian Fernandez	1015 N. American Way Miami, Florida 33132
Charles Johnson	<u>201 S. Biscayne Boulevard</u> <u>10th Floor</u> <u>Miami, Florida 33131</u>

In the event of a vacancy on the Board of Directors by reason of death, resignation or removal, the replacement Director shall be elected in accordance with the By-Laws.

#### ARTICLE V

##### LIMITATION OF CORPORATE POWER

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, and are limited as follows:

1. No part of the net earnings of the corporation shall inure to the benefit of any member, director, officer of the corporation, or any 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 except to the extent that benefit inures to persons in accordance with the carrying out of the corporation's charitable purposes as herein defined), and no member, director, 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.

2. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code and directly related to the corporation's charitable purposes.

3. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

4. Notwithstanding any other provisions of the certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization except under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Sections 170(a), 2522(a) or 2055(a) of the Code.

#### ARTICLE VI

##### DISSOLUTION

Upon dissolution of the corporation, the Board of Directors of the corporation shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all residual assets of the corporation to one or more organizations which themselves are described in Sections 501(c)(3) and 170(c)(2) of the Code, or to the federal, state or local government for exclusive public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or such organization or organizations organized and operated exclusively for such charitable purposes, as set court shall determine.

#### ARTICLE VII

##### INITIAL REGISTERED AGENT

##### AND STREET ADDRESS

The name and address of the initial registered agent is Howard Slotnick, 1015 N. American Way, Miami, Florida 33132.

#### ARTICLE VIII

##### INCORPORATOR

The name and address of the Incorporator for these Articles of Incorporation is Howard Slotnick, 1015 N. American Way, Miami, Florida 33132.

The undersigned Incorporator has executed these Articles of Incorporation this 24th day of January, 1996.

  
Howard Slotnick, Incorporator

Certificate of Designation of Registered Agent/Registered Office

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Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the Registered Agent/Office in the state of Florida.

1. The name of the corporation is Sail Miami 2000, Inc.
2. The name and address of the Registered Agent and Registered Office is:  
Howard Slotnick  
1015 N. American Way  
Miami, Florida 33132

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated on this Certificate, I hereby accept appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
Howard Slotnick, Registered Agent

Date: January 9, 1996

N96000000452

Amelia Akeeman Senterfitt  
Requestor's Name

Address

City/State/Zip Phone #  
222-3471

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AMEND  
4/26/97

Articles of Amendment to Articles of Incorporation

Sail Miami 2000, Inc.

The following is submitted in accordance with Florida Statute 617.1006 to amend the Articles of Incorporation of Sail Miami 2000, Inc.

1. The name of the corporation is Sail Miami 2000, Inc.
2. The text of the amendments are as follows:
  - A. The following paragraph number 3 is added to Article III:

"3. The purpose 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."

- B. The following paragraph number 5 is added to Article V:

"5. 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."

- C. The following paragraph is added to Article VI:

"Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of

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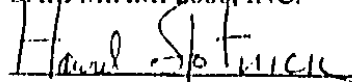


shall be disposed of by a court of common pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizational organizations, as said court shall determine, which are organized and operated exclusively for such purposes."

D. The organization has no members.

The above amendment was adopted by the Board of Directors on the 25th day of April, 1996.

SAIF, MIAMI 2000, INC.

A handwritten signature in dark ink, appearing to read "Howard Slotnick", written over a horizontal line.

Howard Slotnick, Chairman  
Board of Directors