

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: The Marine Industries  
Association of Dade  
County, Florida

G.C. FEE, DISBURSED

<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input checked="" type="checkbox"/> Foreign Corp. Filing		
<input type="checkbox"/> ( ) Cert-Copy(s)	photo	
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation	900001816419	
<input type="checkbox"/> Annual Report/Reinstatement	05/10/96-01055-029	
<input type="checkbox"/> Reg. Agent Service	*****70.00 *****70.00	
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( )	pgs.	
SUBTOTALS		

RECEIVED  
 96 MAY 10 AM 10:21  
 DIVISION OF CORPORATION  
 TALLAHASSEE, FLORIDA

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_  
 BY DC CK No. \_\_\_\_\_

WALK-IN 5/10 12:00  
 Will Pick Up



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

RECEIVED

96 MAY 14 PM 2:20

DIVISION OF CORPORATION

May 10, 1996

CAPITAL CONNECTION, INC.  
P O BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: THE MARINE INDUSTRIES ASSOCIATION OF DADE COUNTY,  
INC.  
Ref. Number: W96000010077

We have received your document for THE MARINE INDUSTRIES ASSOCIATION OF DADE COUNTY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 496A00023043



ARTICLES OF INCORPORATION  
OF  
THE MARINE INDUSTRIES ASSOCIATION OF DADE COUNTY, INC. MAY 14 PM 2:56  
A FLORIDA NOT FOR PROFIT CORPORATION

TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is the MARINE INDUSTRIES ASSOCIATION OF DADE COUNTY, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

A. The specific and primary purposes for which this corporation is formed are to operate for the advancement of education in the Marine Industries and for other charitable purposes, by uniting dealers engaged in Marine Industries in Dade County, Florida, for the purposes of inculcating just an equitable principles of trade; for establishing, maintaining and enforcing uniformity in commercial usages in such businesses; for acquiring and disseminating useful business information pertaining to Marine Industries in Dade County; for improvement of business conditions with the Marine Industry; for promotion of better business methods and higher business standards; for the encouragement of uniformity

and cooperation in the Marine Industry; for establishment and maintenance of a high degree of integrity in the Marine Industry; and to encourage the use of goods and services for the Marine Industries. The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under §501(c)(6) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

B. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

#### ARTICLE IV

The corporation is organized upon a non-stock basis as defined in §617.01 of the Florida Statutes. The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualification of the members of the corporation, the manner of their admission, the different classes of membership if any, the property, voting, and other rights and privileges of members and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

## ARTICLE V

The street address of the principal office and initial registered office of the corporation is 520 Wunt Avenue, Miami Beach, Dade County Florida, 33139 The name of its initial registered agent at such address is Ellen Sue Langer.

## ARTICLE VI

The powers of this corporation shall be exercised by, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be six (6); provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The directors named herein as the first board of directors shall hold office until the first annual meeting of members to be held on May 21, 1996, at 6:30 P.M. at 2401 - A N.W. 33 Avenue, Miami, Florida, 33142, at which time an election of directors shall be held. Three of the directors elected at this first annual meeting shall serve until the third annual meeting and three of the directors elected at this first annual meeting shall serve until the second annual meeting, at all times thereafter, directors elected shall serve for a term of two (2) years following their election as directors and until the qualification of the successors in office. The subsequent annual meetings shall be held at 6:30 P.M., on the first Monday in February of each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution. Any action required or permitted to be taken by the Board of Directors under any provision of the law may be taken without meeting, if all

the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with Minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of Board of Directors without meeting and that the Articles of Incorporation and bylaws of this corporation authorize the Directors' act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>RESIDENTIAL ADDRESS</u>
Ashton J. Bullard	2401 - A N.W. 33 Ave., Miami, FL 33142
Ellen Sue Langer	1090 N.E. 84th St., Miami, FL 33183
Luis Manuel Redondo	18461 N.E. 20 Pl. No. Miami Bch, FL 33179
David D. Ray	605 Blue Road, Coral Gables, FL 33146
Anthony J. D'Ippolito	5511 S.W. 164 Terr., Ft. Laud., FL 33331
Bernard Davis	17847 N.W. 66ct. Circle, Hialeah, FL 33015

#### ARTICLE VII

The names and addresses of each incorporators are:

<u>NAME</u>	<u>RESIDENTIAL ADDRESS</u>
Ashton J. Bullard	2401 - A N.W. 33 Ave., Miami, FL 33142
Ellen Sue Langer	1090 N.E. 84 Street, Miami, FL 33183

#### ARTICLE VIII

The Board of Directors shall elect the following officers:

President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect for time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following person shall serve as corporate officers:

<u>NAME</u>	<u>RESIDENTIAL ADDRESS</u>
Ashton J. Bullard, President	2401 - A N.W. 33 Ave., Miami, FL 33142
David R. Love, Vice-President	7400 S.W. 82nd Ave., Miami, FL 33143
Charles Schiffer, Secretary	12500 N.W. 7th Ave., Miami, FL 33168
Ellen Sue Langer, Treasurer	1090 N.E. 84th St., Miami, FL 33138

#### ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not for Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by members of the corporation, the bylaws of the corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth in the bylaws.

#### ARTICLE X

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever enure to the benefit of any director, officer, or member thereof or to the benefit of any private individual.


ARTICLE XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts or liability of the corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under §501(c)(6) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal laws.

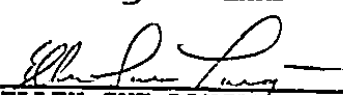
ARTICLE XII

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum members for their vote. Amendments may be adopted by a vote of two thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purposes of forming this not for profit charitable corporation under the laws of Florida, have executed these Articles of Incorporation on this 1st day of May, 1996.

  
ASHTON J. BULLARD

2401 A. N.W. 33rd Avenue  
Miami, Florida 33142

  
ELLEN SUE LANGER

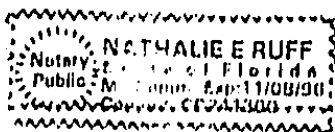
1090 N.E. 84th Street  
Miami, Florida 33138

STATE OF FLORIDA )  
                          SS  
COUNTY OF DADE )

BEFORE ME, the undersigned authority personally appeared ASHTON J. BULLARD AND ELLEN SUE LANGER who are personally known to me or produced the following identification \_\_\_\_\_



\_\_\_\_\_ respectively and acknowledged before me they are  
incorporators and that they executed these Articles of  
Incorporation for the purposes set forth therein as their  
voluntary act.



Nathalie E. Ruff  
NOTARY PUBLIC

NATHALIE E RUFF  
NOTARY PUBLIC (Print Name)

MY COMMISSION EXPIRES:  
\_\_\_\_\_

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

Having been named the Registered Agent and the person authorized to accept service of process for the above name not for profit corporation at the place designated above, I hereby accept the designation of Registered Agent and agree to accept service on behalf of the above named not for profit corporation and to administer my duties in accordance with the full extent of the laws of the state of Florida and I am familiar with and accept the obligations of my position as a registered agent.

Dated this 8<sup>th</sup> day of May, 1996.

Ellen Sue Langer  
ELLEN SUE LANGER