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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 962402 4303929

AUTHORIZATION :

COST LIMIT : \$ 376.25

Patricia Pizut

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 MAY 22 PM 2:23

ORDER DATE : May 22, 1996

ORDER TIME : 9:31 AM

ORDER NO. : 962402

CUSTOMER NO: 4303929

800001884568

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

579-0500

F37

DOMESTIC FILING

NAME: MIAMI BUILDERS' EXCHANGE, INC.

EFFECTIVE DATE:

XX CERTIFICATE OF REINCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

632-

96 MAY 22 PM 2:07
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5/23/96

APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT CORPORATION

IN COMPLIANCE WITH SECTION 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR
JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992,
PURSUANT TO SECTION 617.1623(1)(c):

1. MIAMI BUILDERS' EXCHANGE
Name of corporation exactly as it appears in legislative or judicial charter.

2. 46 N.W. 6th Street, Miami, Florida 33132
Street address of the principal office of the corporation.
(This address will be used for the mailing of corporation annual reports)

3. 09/04/1917
Date of incorporation

4. FEI Number 59 - 0358690

☐ FEI Number applied for
☐ FEI Number not required

☒ No
☐ Yes

5. Does this corporation claim the Internal Revenue Service 501(c)(3) status?

6. Name, address (P. O. Box NOT acceptable) and title of current officers and/or directors:
(use additional page if necessary)

Title	Name	Street Address	City/State/Zip
See Exhibit A attached hereto and made a part hereof.			

7. Attached is a copy of the judicial charter and all amendments thereto certified by the circuit court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.

Frank D. O'Neal
Authorized Signature

Frank D. O'Neal - Executive Vice President

Name and capacity of person signing application [see s. 617.10201(6)]

Exhibit A

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Joe Darnaby - President
48 N.E. 6th Street
Miami, Florida 33132

Frank D. O'Neal - Executive Vice President
48 N.E. 6th Street
Miami, Florida 33132

James E. McQuade - Vice President
48 N.E. 6th Street
Miami, Florida 33132

Steve Ernst - Vice President
48 N.E. 6th Street
Miami, Florida 33132

Robert B. Talley - Treasurer
48 N.E. 6th Street
Miami, Florida 33132

Wayne Blackwell - Director
48 N.E. 6th Street
Miami, Florida 33132

Rod Borden - Director
48 N.E. 6th Street
Miami, Florida 33132

Larry Hodges - Director
48 N.E. 6th Street
Miami, Florida 33132

Ray Lopez - Director
48 N.E. 6th Street
Miami, Florida 33132

Donald V. Mariutto - Director
48 N.E. 6th Street
Miami, Florida 33132

B.C. Phillips - Director
48 N.E. 6th Street
Miami, Florida 33132

Bob Waite - Director
48 N.E. 6th Street
Miami, Florida 33132

Jerry Hinnant - Director
48 N.E. 6th Street
Miami, Florida 33132

CERTIFICATE OF REINCORPORATION
FOR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 22 PM 2:28

MIAMI BUILDERS' EXCHANGE, INC.

Pursuant to section 617.0901, Florida Statutes, this certificate of reincorporation was duly authorized by a meeting of its members regularly called or by a meeting of its board of directors if there are no members entitled to vote on the reincorporation:

ARTICLE I NAME

The name of the corporation shall be:

MIAMI BUILDERS' EXCHANGE, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

46 N.E. 6th Street, Miami, Florida 33132.

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are):

The objects shall be to adopt a Code of Ethics to govern the conduct of business by its members; to establish and maintain uniformity in the customs and commercial uses of the building industry; to acquire, preserve and disseminate valuable business information; to promote friendly intercourse among those engaged in the building industry; to secure freedom from unjust and unlawful exactions and to generally foster the business interests of those engaged in the building industry in all ways consistent with the public interests.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Frank D. O'Neal, 46 N.E. 6th Street, Miami, Florida 33132.

ARTICLE V MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

At annual shareholder meeting.

ARTICLE VI LIMITATION OF CORPORATE POWERS

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

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for this corporation at the place designated in these articles of incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature:

Frank D. O'Neal

The Certificate of Reincorporation was executed this 21st day of May, 19 96.

Frank D. O'Neal
Authorized signature

Frank D. O'Neal - Executive Vice President

Typed or printed name of signature

Certificate of Reincorporation
Filing Fee \$35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 22 PM 2:29

STATE OF FLORIDA
Office Secretary of State. SS.

I, H. Clay Crawford, Secretary of State of the State of Florida, do hereby certify that the foregoing is a true and correct copy of Charter of SOUTH OXENBOHNS FARM COMPANY, as filed in this office and recorded in Book 66, Pages 117-122.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the twenty-seventh day of August, A. D. 1917.

H. Clay Crawford,
(Great Seal of State of Florida) SECRETARY OF STATE.

Filed for record this 30th day of August 1917,
and duly recorded in Corporation Book N. page 48,
witness my hand and official seal,
Ben Shepard, Clerk.

By *[Signature]* D. C.

STATE OF MINNESOTA
COUNTY OF WINONA SS.

Personally appeared before me, G. H. NEED, who being first duly sworn, says that he is the Treasurer of the SOUTH OXENBOHNS FARM COMPANY, a corporation, and that ten per cent (10%) of the capital stock of the said corporation has been subscribed and paid.

G. H. Need.

Subscribed and sworn to before me this 30 day of August, A. D. 1917.

(N.P. SEAL)

J. J. Litcher,
Notary Public State of Minnesota.
My Comm'n expires: Aug. 1-1919.

Filed for record this 30th day of August 1917,
and duly recorded in Corporation Book 2, page 49,
witness my hand and official seal,
Ben Shepard, Clerk.

By *[Signature]* D. C.

NOTICE.

Notice is hereby given that the undersigned will apply to the Honorable H. Pierre Manning, Judge of the Eleventh Judicial Circuit of the State of Florida, on the 10th day of August, A.D., 1917, at 10 o'clock A.M., or as soon thereafter as counsel can be heard, at the Court House, at Miami, Florida, or wherever the Court may be at that time for the charter incorporating as a corporation not for profit, under the name, "THE MIAMI BUILDING CONTRACTORS' ASSOCIATION", the proposed charter now being filed with Ben Shepard, Clerk of the Circuit Court of the Eleventh Judicial Circuit in and for Dade County, Florida.

The charter of the corporation shall be co-operative and for the mutual benefit of its members; the object of the corporation shall be to promote and protect the interests of its members; to maintain just and equitable conduct in their relations with each

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SECTION
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COUNTY OF WINONA

other, and with their employees; and to mutually protect its members against such business evils and customs as are contrary to sound policy and good business principles, and to promote generally the betterment of the business life and welfare of its members,

Dated at Miami, Florida, this 11th day of July, A.D. 1917.

E. R. Wolf
Will A. Otter
J. A. Quinn
John H. St. John
W. B. Scott

Land & Kurts, Attorneys.

State of Florida
County of Dade

Personally appeared before me R. A. Reader to me personally well known, and made oath that he is the Auditor of The Miami Daily Metropolis, which is a regular Daily newspaper, published at Miami, Dade County, Florida, and that the Legal Notice or advertisement a copy of which is hereto attached, was published in said Daily Miami Metropolis, once each week, for four weeks, the first insertion being on July 12, 1917, and the last being on Aug. 2, 1917.

R. A. Reader

Sworn and subscribed to before me this 3 day of Aug. 1917.

(N.R. Seal)

Blanche Bryan

Notary Public.
My commission expires 12-11-1919.

Publisher's Fees \$-----

Filed Sept. 2nd A.D. 1917.

H. Pierre Dranning, Judge.

PROPOSED CHARTER OF THE MIAMI BUILDING CONTRACTOR'S ASSOCIATION

ARTICLE I.

The name of the corporation shall be "The Miami Building Contractor's Association". Its location, Miami, Florida.

ARTICLE II.

The character of the corporation shall be co-operative and for the mutual benefit of its members; the object of the corporation shall be to promote and protect the interests of its members; to maintain just and equitable conduct in their relations with each other and with their employees; and to mutually protect its members against such business evils and customs, as are contrary to sound policy and good business principles, and to promote generally the betterment of the business life and welfare of its members.

ARTICLE III.

Any firm, individual or corporation engaged as contractor in the various building crafts (directly or indirectly) or supply dealer may become members of this corporation upon the approval of the Board of Directors and upon complying with such conditions as the Board of Directors may require or as may be provided by the By-Laws hereof.

ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE V.

The names and residences of the subscribers are as follows:

E. R. Wolf	Miami, Florida.
Will R. Otter	Miami, Florida.
J. A. Quinn	Miami, Florida.
John H. St. John	Miami, Florida.
W. B. Scott	Miami, Florida.

ARTICLE VI.

The affairs of the corporation are to be managed by a Board of Directors consisting of not less than seven members, a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer. The Board of Directors and the officers shall be elected by ballot at an election to be held on the second Tuesday in January of each and every year.

ARTICLE VII.

The names of the Board of Directors and the officers who are to manage its affairs until the first election or appointment under the charter are as follows:

Jno. B. Orr	Directors
M. Bohmert	
R. O. Huse	
C. H. Yeager	
W. A. Freedlund	
R. R. Wolf	President
Will A. Otter	First Vice-President
J. A. Quinn	Second Vice-President
John H. St. John	Treasurer
W. B. Scott	Secretary

ARTICLE VIII.

All By-laws of the corporation are to be made, altered or rescinded by a two-thirds vote of the membership of the corporation at any regular meeting thereof or at any special meeting called for that purpose.

ARTICLE IX.

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall be \$500.00.

ARTICLE X.

The amount in value of real estate which this corporation may hold shall be \$5,000, subject, however, to the approval of the Circuit Judge.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 11th day of July, A.D. 1917.

R. R. Wolf	(Seal)
Will A. Otter	(Seal)
J. A. Quinn	(Seal)
John H. St. John	(Seal)
W. B. Scott	(Seal)

State of Florida }
County of Dade } ss.

Before me, a Notary Public, personally appeared W. B. Scott, one of the subscribers to the foregoing proposed charter and who before me this day acknowledged the signing of same as the proposed charter of The Miami Building Contractor's Association, for the uses and purposes as therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 11th day of July, A.D., 1917.

(W.B. Seal)

Mildred Glenn

Notary Public State of Florida at Large
My Commission Expires: Nov. 11, 1919

State of Florida }
County of Dade } ss.

W. B. Scott being duly sworn says he is one of the subscribers to the foregoing proposed charter for The Miami Contractor's Association; that said charter and the corporation intended to be based thereon is intended in good faith to carry out the purposes and objects set forth therein.

W. B. Scott

Subscribed and sworn to before me this 11th day of July, A. D., 1917.

(H.P. Seal)

Mildred Glenn

Notary Public State of Florida at Large
My Commission Expires: Nov. 11-1919.

ORDER.

WHEREAS, the foregoing application for a charter incorporating THE MIAMI BUILDING CONTRACTOR'S ASSOCIATION, a corporation not for profit, being this day submitted to the Court, and it appearing that said application is in accordance with law, and it further appearing that due and sufficient notice of said application has been duly and regularly given according to the Statute in such case made and provided; and the Court being duly and fully advised in the premises;

IT IS THEREFORE CONSIDERED, ORDERED AND ADJUDGED, that the proposed charter be and the same is hereby granted and that said association designated therein be and the same is hereby incorporated as a corporation not for profit, under the name and under the Articles of Incorporation as aforesaid.

DONE AND ORDERED at Miami, Florida, on this 3rd day of Sept. A.D., 1917.

H. Pierre Branning, Judge.

Filed Sept. 3rd A.D. 1917.

H. Pierre Branning, Judge.

Filed for record this 4th day of Sept. A. D. 1917.

at 11:30 A. M. and duly recorded in Corporation Book 2, page 49.

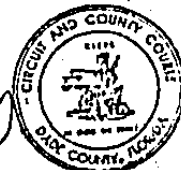
Witness my hand and official seal.

D.G.

STATE OF FLORIDA, COUNTY OF DADE

HARVEY RUVIN Clerk of Circuit and County Courts

Deputy Clerk



45 PAGE 213

10042:
 PAUL H. ECKH,
 Secretary
 MCKENZIE & WILLIAMS
 1501-1516 Empire Building
 New York, New York
 Attorney at Law
 10-11-13-15 11/7-8

STATE OF FLORIDA.
COUNTY OF DADE.

October 11-18-25

Memorandum 45-8-1937

31207

Sworn to and subscribed before me this _____

day of March 1st 1887, A.D.

Neck & neck
Notary Public State of Florida at Large

My commission expires June 15, 1961.



NOV 25 1937

IN THE CIRCUIT COURT OF THE ELEVENTH
JUDICIAL CIRCUIT OF FLORIDA, IN AND
FOR DADE COUNTY.

IN THE MATTER OF THE APPLICATION)
OF THE MASTER BUILDERS' ASSOCIATION)
OF MIAMI, FLORIDA, A CORPORATION) ORDER CHANGING NAME
NOT FOR PROFIT, TO CHANGE ITS NAME)
TO MIAMI BUILDERS' EXCHANGE.)

Upon this the 23rd day of November, A. D. 1937, at the hour of 9:30 o'clock A. M., there was presented to the undersigned Judge of the Circuit Court of the Eleventh Judicial Circuit of Florida, in and for Dade County, proof of publication of notice of a proposed amendment to the charter of the Master Builders' Association of Miami, Florida, as a corporation not for profit, and it appearing to the Court that the said proposed amendment to the said charter has been on file in the office of the Clerk of the Circuit Court during the period of the publication of such notice, and that the said notice has been published as required by law, and it appearing that the said amendment to the said charter is proper in form and for an object authorized by law, and no cause having been shown to the contrary,

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED That the charter of the Master Builders' Association of Miami, Florida, be and the same is hereby amended, in the following particulars:

By striking out Article I of the said charter of Master Builders' Association of Miami, Florida, and substituting as Article I thereof the following words:

"The name of this corporation shall be MIAMI BUILDERS' EXCHANGE, and its office and place of business shall be located in the City of Miami, Dade County, Florida."



STATE OF FLORIDA, COUNTY OF MIAMI

HARVEY RUVIN, Clerk of Circuit and County Courts

Deputy Clerk

By striking out Article II of the said charter of Master Builders' Association of Miami, Florida, and substituting as Article II thereof the following words:

"Any person, firm, or corporation whose vocation is connected with the trades or industry of building, as a contractor, sub-contractor, manufacturer, or dealer in building materials, source of credit information, architect, or financial institution whose business it is to finance building, and insurance agencies, may become members of this association. In order to be eligible for membership in this corporation, such persons, firms, or corporations shall be active in their respective lines of business within the State of Florida. Admission to membership shall be had in accordance with the provisions of the By-Laws, which will also provide for the election of honorary members to this corporation."

By striking out Articles VIII and IX of the said charter of Master Builders' Association of Miami, Florida, and substituting as Articles VIII and IX thereof the following words:

"The highest amount of indebtedness or liability to which this corporation shall at any time subject itself shall be \$55,000.00, provided, however, that at no time shall the indebtedness incurred for current operations exceed the sum of \$5,000.00 and the indebtedness incurred by reason of purchasing, owning or erecting a lodge building or other building for its home, shall not exceed the sum of \$50,000.00, and that this corporation may have the right at any time to subject itself to specific mortgage indebtedness without regard to the value of the home property, in an amount not exceeding the aforesaid sum of \$50,000.00."

DONE AND ORDERED At the Court House in the City of Miami, Florida, on this the 23rd day of November, A. D. 1937.