



*N96000002908*  
SAMUEL S. SOROTA  
Attorney at Law

May 23, 1996

State of Florida  
Department of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, Florida 34314

Re: NINTH STREET PATRONS ASSOCIATION, INC.,  
a Florida Not For Profit Corporation

400001842104  
-05/29/96--01026--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and return one copy stamped filed in the envelope enclosed herewith.

Our firm's check in the amount of \$70.00 covering the filing fee is also enclosed.

Sincerely,

EVELYN TORRALES  
Legal Assistant

Enc.

SSS:et

ARTICLES OF INCORPORATION OF  
NINTH STREET PATRONS ASSOCIATION, INC.,  
a Florida Not For Profit Corporation

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, adcept the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is NINTH STREET PATRONS ASSOCIATION, INC., and its principal office shall be at 11340 N.W. 21 Court, Miami, Florida 33167 and the mailing address shall be the same.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is a not for profit corporation. The purpose for which the corporation is organized is: for civic purposes, raise funds for educational purposes for underprivileged children and other charitable purposes.

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education for need persons and for other charitable purposes, by the distribution of its funds for such purposes, and particularly for charitable and educational purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational, civic and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) 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.

(c) 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 nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications 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 initial registered office of the corporation is 801 N.E. 167th Street, Suite 308, North Miami Beach, Florida 33162, City of North Miami Beach, County of Dade, State of Florida. The name of its initial registered agent at such address is Samuel S. Sorota.

#### ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; 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 meeting of members, to be held on

April 28, 1996, at 11:00 A.M., at 11340 N.W. 21st Court, Miami, Florida 33167, at which time an election of directors shall be hold.

Directors elected at the first annual meeting, and all times theroafter, shall serve for a term of one year until the next annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at Miami, Florida, on the last Thursday in April 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 law may be taken without a 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 the 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 the board of directors without a meeting and that the articles of incorporation of this corporation authorize the directors to so 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:

NAME	RESIDENTIAL ADDRESS
Charles E. Thomas	11340 N. W. 21st Court Miami, Florida 33167
Vernell Wilson	1180 N. W. 207th Street Miami, Florida 33169
Diana Holt	9333 North Miami Avenue Miami, Florida

#### ARTICLE VII

The name and address of each incorporator is:

NAME	ADDRESS
Charles E. Thomas	11340 N.W. 21st Court Miami, Florida 33167

#### ARTICLE VIII

The board of directors shall elect the following officers: Charles E. Thomas, President; Vernell Wilson, Treasurer; Diana Holt, Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from 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 persons shall serve as corporate officers: Charles E. Thomas, President; Vernell Wilson, Treasurer; Diana Holt, Secretary.

#### 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 corporation action that must be authorized or approved by the members of the corporation, the bylaws of this 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 therefor in the bylaws.

#### ARTICLE X

The property of this corporation is irrevocably dedicated to Civil Educational and Charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officers, 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 and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for Civic, Educational or Charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE XII

Amendments of these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of members of the corporation.

The undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, has executed these articles of incorporation on May 17<sup>th</sup>, 1996.

Charles E. Thomas  
CHARLES E. THOMAS

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared CHARLES E. THOMAS, personally known to me, who did take an oath and that he executed the foregoing ARTICLES OF INCORPORATION for the purposes expressed therein.

ACKNOWLEDGED BEFORE ME AND IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 17<sup>th</sup> day of May, 1996.

Evelyn Torrales  
NOTARY PUBLIC, State of Florida  
My Commission Expires:



EVELYN TORRALES  
MY COMMISSION # CC381610 EXPIRES  
April 5, 1998  
BONDED THIRD PARTY FARM INSURANCE, INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST THAT NINTH STREET PATRONS ASSOCIATION, INC. IS DESIRING  
TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT:

11340 N.W. 21 Court  
Miami, Florida 33167

AND HAS NAMED:

SAMUEL S. SOROTA

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS 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

BY:

Samuel S. Sorota  
SAMUEL S. SOROTA

STATE OF FLORIDA  
COUNTY OF DADE

SWORN TO AND SUBSCRIBED before me, this 23rd day of May,  
1996.

Evelyn Torrales  
NOTARY PUBLIC, State of Florida  
My Commission Expires:



EVELYN TORRALES  
MY COMMISSION # CC351810 EXPIRES  
April 5, 1998  
BONDED THROUGH TROY FARM INSURANCE, INC.