

N 96000005109

1201 HAYS STREET  
1800 HAYS STREET  
904 9171  
904 9191



PRETICE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 109445 4306424

AUTHORIZATION :

*Patricia Pizot*

COST LIMIT : \$ 70.00

ORDER DATE : October 4, 1996

ORDER TIME : 10:17 AM

ORDER NO. : 109445

600001865346

CUSTOMER NO: 4306424

CUSTOMER: Ms. Kathy Gonsalves  
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000  
200 S. Biscayne Boulevard  
Miami, FL 33131-2398

DOMESTIC FILING

NAME: JOINT VENTURE SOUTH  
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*10/4/96*

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DIVISION OF CORPORATIONS  
96 OCT -4 PM 1:22

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96 OCT -4 AM 11:25  
DIVISION OF CORPORATION

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

96 OCT -4 PM 1:22

of

JOINT VENTURE SOUTH FLORIDA, INC.

(A Florida Not-For-Profit Corporation)

**Article I**  
**NAME**

The name of this corporation shall be Joint Venture South Florida, Inc. (hereinafter called the "Corporation").

**Article II**  
**PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or the mailing address of the Corporation is 21857 High Pine Trail, Boca Raton, Florida 33428.

**Article III**  
**PURPOSE**

The Corporation is organized and shall be operated exclusively (i) to establish, maintain and operate a network organization to retain, attract and establish businesses and to build infrastructure capabilities in South Florida, and (ii) for those purposes for which a corporation not for profit may be formed under the laws of the State of Florida, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code") and the Regulations thereunder, and not for pecuniary profit or financial gain.

Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(6) of the Code and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

**Article IV**  
**MEMBERSHIP**

The initial members of this corporation shall include the first Board of Directors. Thereafter, any person, corporation, partnership, association or organization, who is interested in the purposes of the Corporation, who is capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and who

complies with the requirements established from time to time by the Bylaws, shall be eligible for membership.

Article V  
**TERM OF EXISTENCE**

This Corporation shall exist perpetually unless sooner dissolved according to law.

Article VI  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 21857 High Pine Trail, Boca Raton, Florida 33428; and the name of the Corporation's initial registered agent at that address is Roger F. Ueltzen.

Article VII  
**BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three directors. The initial Board of Directors shall consist of twelve directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

Jeb Bush  
c/o Joint Venture South Florida, Inc.  
21857 High Pine Trail  
Boca Raton, FL 33428

Robert Carberry  
c/o Joint Venture South Florida, Inc.  
21857 High Pine Trail  
Boca Raton, FL 33428

Steven Cohen  
c/o Joint Venture South Florida, Inc.  
21857 High Pine Trail  
Boca Raton, FL 33428

Peter Gerber  
c/o Joint Venture South Florida, Inc.  
21857 High Pine Trail  
Boca Raton, FL 33428

Octavio Visiedo  
c/o Joint Venture South Florida, Inc.  
21857 High Pine Trail  
Boca Raton, FL 33428

Frank Helsom  
c/o Joint Venture South Florida, Inc.  
21857 High Pine Trail  
Boca Raton, FL 33428

Dr. Michael Kaml  
c/o Joint Venture South Florida, Inc.  
21857 High Pine Trail  
Boca Raton, FL 33428

Carolyn Landis  
c/o Joint Venture South Florida, Inc.  
21857 High Pine Trail  
Boca Raton, FL 33428

Sam Morrison  
c/o Joint Venture South Florida, Inc.  
21857 High Pine Trail  
Boca Raton, FL 33428

Richard Pettigrew  
c/o Joint Venture South Florida, Inc.  
21857 High Pine Trail  
Boca Raton, FL 33428

Dr. Randolph Pohlman  
c/o Joint Venture South Florida, Inc.  
21857 High Pine Trail  
Boca Raton, FL 33428

David Rush  
c/o Joint Venture South Florida, Inc.  
21857 High Pine Trail  
Boca Raton, FL 33428

#### **Article VIII** **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Roger F. Ueltzen  
21857 High Pine Trail  
Boca Raton, FL 33428

#### **Article IX** **BYLAWS**

The Bylaws may be adopted, amended, altered or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting of the directors or at any special meeting of the Directors called for that purpose.

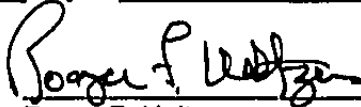
#### **Article X** **DISSOLUTION**

The Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purpose. Upon the partial or complete dissolution of the Corporation, whether voluntary or involuntary, or the winding up of this Corporation, no member, director or officer shall be entitled to any distribution of the Corporation's assets or proceeds remaining after payment, or provision for payment, of all debts and liabilities of its property, and the balance of all money and property received from any source shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for exempt purposes and which has established its tax exempt status under Sections 501(c)(6) or (c) (3) of the Code, as amended, or corresponding provisions of any subsequent federal tax laws.

**Article XI**  
**LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on this 9th day of September, 1996.

  
\_\_\_\_\_  
Roger F. Ueltzen  
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 OCT -4 PM 1:22

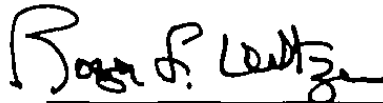
**WITNESSETH:**

That, Joint Venture South Florida, Inc., desiring to organize under the laws of the State of Florida, has named Roger F. Ueltzen, 21857 High Pine Trail, Boca Raton, FL 33428, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 9th day of September, 1996.



Roger F. Ueltzen  
Registered Agent