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FLORIDA DIVISION OF CORPORATIONS
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ACCT#: 07272000101

FAX #: (904) 385-6761

NAME: COMMON GROUNDS OF MIAMI BEACH, INC.
AUDIT NUMBER.....H96000015807
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ARTICLES OF INCORPORATION
OF
COMMON GROUNDS OF MIAMI BEACH, INC.
(A Non-Profit Corporation)

I, the undersigned hereby make, subscribe and acknowledge this Certificate of Incorporation for the purpose of becoming a non-profit body corporate and seeking to qualify for tax exemption under §501 of the Internal Revenue Code.

ARTICLE ONE

The name of the corporation shall be:

COMMON GROUNDS OF MIAMI BEACH, INC.

and its existence shall be perpetual unless dissolved by operation of law.

ARTICLE TWO

The general nature of the business to be transacted by COMMON GROUNDS OF MIAMI BEACH, INC., is to: (1) participate in educational involvement in Childrens Affairs, promoting safer neighborhoods, crime watches, assisting government entities and promoting senior citizen services. (2) The company is authorized to swap, sell, export, pawn and otherwise deal in the aforesaid business or things required in connection with or incidental to said business. (3) To acquire any and all trademarks, tradenames, trade symbols, and other indications of the origin and otherwise granted by or recognized under the laws of the United States or of any other country, state, territory or locality. (4) Its goodwill and its corporate franchise upon such terms and conditions as its Board of Directors deem expedient, and for the best interest of the corporation. (5) To carry on business or businesses at any place or places within the jurisdiction of the United States and all foreign countries; and to hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places. (6) Subject to the limitations and restrictions imposed by law, to do each and everything necessary and proper for the accomplishment of any one or more of the objects hereinbefore enumerated or conducive to or expedient for the interest or benefit of the corporation; to conduct accordingly and in addition, to exercise and possess all powers, rights and privileges necessary or incidental to the purpose for which it is

PETER R. LOPEZ: 28 WEST FLAGLER STREET, SUITE 202
MIAMI, FLORIDA 33130, 305-377-1464 BAR #376124

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engaged. (7) To engage in any business whatsoever either as principal or as agent, or both, as syndicate which the corporation may deem convenient or proper in furtherance of any of the purposes herein above-mentioned or otherwise, to conduct its business in the territories and possessions of the United States, and in foreign countries; and to have and to exercise all powers authorized by the laws of the State of Florida, under which the corporation is formed, as such laws are now in effect or may at anytime hereafter be amended.

ARTICLE THREE

Pursuant to the affirmative vote of the holders of at least the majority of the stock issued outstanding, having the right to vote, given at the stockholders meetings, duly called for the purpose or when authorized by the written consent the holders of of the majority of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its goodwill and its corporation franchise, if there shall be any, upon such terms and such conditions as the Board of Directors would deem expedient and for the best interest of the corporation. All of the above shall be done and executed pursuant to proper notice of not less than (10) days prior to the date in which a meeting is to be scheduled.

ARTICLE FOUR

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered.

ARTICLE FIVE

This Corporation shall have no capital stock and shall be composed of members rather than shareholders. All references to shareholders or stockholders herein shall mean members. Members of the corporation shall have voting rights as provided in the By-Laws.

ARTICLE SIX

The principal office of the corporation in this State

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shall be:

420 Lincoln Road
Ste. 330
Miami Beach, FL 33139

ARTICLE SEVEN

The corporation shall be directed by three (3) directors and three (3) officers, who shall hold office for a term of two (2) years until an election shall have been had and is as follows:

Ada M. Llerandi..... President/Director
420 Lincoln Road
Ste. 330
Miami Beach, FL 33139

Maria B. Calcerrada..... Secretary/Treasurer/Director
420 Lincoln Road
Ste. 330
Miami Beach, FL 33139

Rosario O. Ros
420 Lincoln Road.....Direct
Ste. 330
Miami Beach, FL 33139

ARTICLE EIGHT

The name and postoffice address of the subscriber to this Certificate of Incorporation is:

Maria B. Calcerrada
420 Lincoln Road
Ste. 330
Miami Beach, FL 33139

in pursuance of Chapter 48.091 of Florida Statutes, the following is submitted pursuant to said act: COMMON GROUNDS OF MIAMI BEACH, INC. desiring to incorporate under the laws of the State of Florida, with principal offices as indicated in these Articles of Incorporation has named MARIA B. CALCERRADA, as its agent to accept service of process within the State of Florida, and to keep the office of such registered agent open at all times.

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ACKNOWLEDGMENT

Having been named to accept service of process for the above-captioned corporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act, relative to keeping open said office, and to receive service of process.

Maria B. Calcerrada
MARIA B. CALCERRADA
420 Lincoln Road
Ste. 330
Miami Beach, FL 33139

IN WITNESS WHEREOF, I being the original subscriber and incorporator of this corporation for the purposes of forming a corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida and accordingly set my hand and seal this 25th day of Oct., 1996.

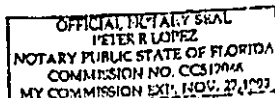
Maria B. Calcerrada
MARIA B. CALCERRADA

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MARIA B. CALCERRADA, appearing as the subscriber and as registered agent, with the address given supra. They are the persons who executed the foregoing Articles of Incorporation, and they have acknowledged before me that they did subscribe thereto and did so for the purpose therein expressed.

IN WITNESS WHEREOF, We have set our hands and official seals this 25th day of October, 1996.



Peter R. Lopez
NOTARY PUBLIC, State of FL