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TO: DIVISION OF CORPORATIONS
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FROM: WESLEY M. ROBINSON, PROFESSIONAL ASSOCIATION
075512003036

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NAME: OMNI-VENETIA, INC.

AUDIT NUMBER.....H96000017146

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 6, 1996

WESLEY M. ROBINSON, PROFESSIONAL ASSOCIATION

SUBJECT: OMNI-VENETIA, INC.
REF: W96000025659

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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

FAX Aud. #: H96000017146
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H96000017146 7

**ARTICLES OF INCORPORATION
OF
OMNI-VENETIA, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned incorporator, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is OMNI-VENETIA, INC.

ARTICLE II. PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 6600 N.W. 74th Avenue, Miami, Florida 33166-2839.

ARTICLE III. PURPOSES

Section 1: The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, ("Code")(or the corresponding provision of any future United States Internal Revenue Law).

Section 2: Without in any way limiting the foregoing general purposes, the specific purposes of the Corporation are to bring together the community, improve the environment, and stimulate revitalization of the Omni-Venetia area in Miami, Florida.

ARTICLE IV. POWERS

Except as limited by these Articles of Incorporation or by its bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

ARTICLE V. LIMITATIONS ON ACTIVITIES

Section 1: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, Director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, Director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation described in Section 501(c)(3) and Section 170(c)(2) of the Code and specified in Section 3 below. No substantial part of the activities of the Corporation shall

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This document was prepared by:
Wesley M. Robinson, Esq. Bar No. 339921
Robinson & Watkins, LLP
501 Brickell Key Drive, Suite 504
Miami, Florida 33131

H96000017146 7

H96000017146 7

be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section 2: Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170 (c)(2) of the Code.

Section 3: Upon the dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3), Section 170(c)(2), and Section 509(a)(1) or (2) of the Code or corresponding Sections of any prior or future Internal Revenue Code, as the Directors in their sole discretion shall select, or to the federal, state or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator of this corporation is:

Wesley M. Robinson, P.A.
Courvoisier Centre I, Suite 504
501 Brickell Key Drive
Miami, Florida 33131

ARTICLE VII. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VIII. MEMBERSHIP

Section 1: The Corporation shall have a general membership open to the public. The Corporation may issue certificates of membership. The rights and interests of the members shall be set forth in the Bylaws of the Corporation.

Section 2: The Corporation shall keep a membership book containing, in alphabetical order, the name and address of each member.

H96000017146 7

Section 3: Membership in the Corporation may be terminated as provided in the Bylaws of the Corporation and in the manner provided by law. All the rights and privileges of a member cease on termination of membership.

ARTICLE IX. BOARD OF DIRECTORS

Section 1: The business and affairs of the Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2: The names and addresses of the persons who are to serve as the initial Directors of the Corporation are:

Eleanor Kluger
1000 Venetian Way #1101
Miami, Florida 33139

Fred Joseph
1717 N. Bayshore Drive #3856
Miami, Florida 33132

Olga Guilarte
524 Fernwood Road
Key Biscayne, Florida 33149

Section 3: The number of Directors of the Corporation shall be not less than three (3) nor more than thirty (30). The number may be changed from time to time as provided in the Bylaws.

Section 4: Directors shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE X. OFFICERS

Section 1: The officers of the Corporation shall include a Chairman, a President, a Vice President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including without limitation, one or more Senior, Assistant or other Vice Presidents, a Chairman of the Board, an Assistant Secretary and an Assistant Treasurer, as may be deemed necessary, and as shall be approved, by the board of directors. Any two or more offices may be held by the same person.

Section 2: The officers shall be elected, removed and hold office as provided in the Bylaws.

H96000017146 7

Section 3: The officers shall have such powers and responsibilities as provided by the Bylaws.

ARTICLE XI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1: The Corporation shall indemnify against liability to the fullest extent authorized or permitted by the provisions of Fla. Stat. §§ 617.0831, 607.0831 and 607.0850 as amended, (or any amendment or successor provision thereof or any other statutory provision authorizing or permitting such indemnification which is adopted after the date this Article XI is adopted) any person, and his heirs, executors, administrators and legal representatives, who is or was a party to any proceeding by reason of the fact that such person is or was a Director, officer, employee or agent, of the Corporation or is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation. Directors, officers, employees and agents who are so entitled to be indemnified shall be paid their expenses in advance of a final disposition of the proceeding to the maximum extent authorized or permitted by the provisions of Fla. Stat. § 607.0850(6) or any amended or successor section.

Section 2: Article XI, Section 1 of these Articles shall not be construed to mean that indemnification by the Corporation pursuant to Fla. Stat. § 607-014(7) is not permitted. The Corporation may indemnify any person pursuant to Fla. Stat. § 607.0850 (7), or any amended or successor section, to the extent and in the manner desired by the Corporation and permitted by law.

Section 3: Terms used in this Article shall have the meanings ascribed to them in Fla. Stat. § 607.0850(11) or any amended or successor section.

ARTICLE XII. COMMITTEES

A majority of the full Board of Directors may, by resolution, designate one or more committees as the Board of Directors may deem to be appropriate, necessary or desirable in its sole discretion. The Board of Directors or the President, if empowered by the Board to do so, shall also appoint and remove the members and chairperson of such committee. Each committee must have two or more members who serve at the pleasure of the Board of Directors. The Board by resolution by a majority of the full Board of Directors, may designate one or more directors as alternate members of any such committees who may act in the place and instead of any absent member or members at any meeting of such committees. The designation, authority and workings of these committees will occur as provided in Fla. Stat. § 617.0825 (or any amendment or successor provision thereof), and the by-laws of the Corporation.

H96000017146 7

ARTICLE XIII. REGISTERED OFFICE AND AGENT

Section 1: The street address of the registered office of this Corporation is Courvoisier Centre I, Suite 504, 501 Brickell Key Drive, Miami Florida 33131

Section 2: The name of the registered agent of this Corporation located at the address of the registered office is Wesley M. Robinson.

ARTICLE XIV. BYLAWS

The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Directors, as more specifically provided in the Bylaws.

ARTICLE XV. AMENDMENTS

The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the Directors, as more specifically provided in the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned being the Incorporator of the Corporation, has hereunto set his hand and seal this 6th day of December 1996.


Wesley M. Robinson, Incorporator

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Wesley M. Robinson, Incorporator, to me well known and well known to me to be the person who executed the foregoing original Articles of Incorporation of Omni-Venetia, Inc., and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 6th day of December 1996.

(Seal)



NICOLAS J. WATKINS
MY COMMISSION # 00275081 EXPIRES
APR 7, 1997
BONDED THRU TROY FARM INSURANCE, INC.


Notary Public,
State of Florida at Large
My commission expires:

This document was prepared by:
Wesley M. Robinson, Esq.
Robinson & Watkins, LLP
501 Brickell Key Drive, Suite 504
Miami, Florida 33131

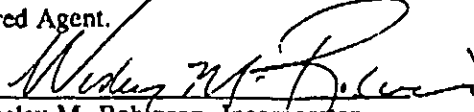
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

Omni-Venetia, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated Courvoisier Centre I, Suite 504, 501 Brickell Key Drive, Miami, Florida 33131 as its initial Registered Office and has named Wesley M. Robinson located at said address as its initial Registered Agent.


Wesley M. Robinson, Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.


Wesley M. Robinson, Registered AgentDEC-9 2 1998
FILED