

N96000006309

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Lauderdale by-The-Sea Merchants Association, Inc.

(Proposed corporate name - must include suffix)

100002017681--3
-12/03/96--01055--022
****131.25 ****131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

DR. LOUIS MIELE

Name (printed or typed)

220 Commercial Blvd

Address

Lauderdale by-the-Sea, FL 33308

City, State & Zip

(954) 491-8000

Daytime Telephone number

FILED
96 DEC 11 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-25452
KR 12-5

12.12.96

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 5, 1996

DR. LOUIS MIELE
220 COMMERCIAL BLVD
LAUDERDALE BY-THE-SEA, FL 33308

SUBJECT: LAUDERDALE BY-THE-SEA MERCHANTS ASSOCIATION, INC.
Ref. Number: W96000025452

We have received your document for LAUDERDALE BY-THE-SEA MERCHANTS ASSOCIATION, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 296A00054533

*Thank you,
Louis Miele*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Lauderdale by-the-Sea Merchants Association, Inc.

ARTICLE - I - NAME

The name of this corporation is:

Lauderdale by-the-Sea Merchants Association, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is a corporation not for profit organized for the purpose of improving the quality of life in the business district, to solve mutual problems, to accomplish mutual goals and any or all business under the provisions of the law.

ARTICLE IV - MEMBERSHIP

The qualifications of members and their manner of admission shall be regulated by the by-laws of the corporation. The corporation is being authorized on a nonstock basis.

ARTICLE V - OFFICERS

The officers of the Corporation shall consist of an immediate Past President, President, Vice President, Secretary and Treasurer. No person may hold more than one office.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 220 Commercial Blvd., Lauderdale By-The-Sea, FL 33308, and the name of the initial registered agent of this corporation at that address is Dr. Louis Miele.

ARTICLE VII - PRINCIPAL OFFICE

The principal office of the Corporation is located at 220 Commercial Blvd., Lauderdale By-The-Sea, FL 33308.

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This corporation shall have a minimum of five Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the members of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Dr.Louis Miele <i>president</i>	220 Commercial Blvd. Lauderdale by-the-Sea, Fl.33308
Mr.Mark Romanelli <i>vice president</i>	241 Commercial Blvd. Lauderdale by-the-Sea, Fl.33308
Ms.Julie Norcross <i>secretary</i>	217 Commercial Blvd. Lauderdale by-the-Sea, Fl.33308
Alma Mary-Ann Alvarez <i>treasurer</i>	256 Commercial Blvd. Lauderdale by-the-Sea, Fl.33308
Mr. Dave Scharf	232 Commercial Blvd. Lauderdale by-the-Sea, Fl.33308

ARTICLE IX- INCORPORATORS

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Dr.Louis Miele	220 Commercial Blvd. Lauderdale By-The-Sea, FL 33308

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - Membership

Section 1

Any owner of business or business property may become a member by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board of Directors may establish. Each active member shall be entitled to one vote.

Section 2

The Board of Directors shall establish annual dues as it deems appropriate. Such establishment of dues shall include method of payment and application procedure.

Section 3

Any member may resign from membership in the Corporation. Members who resign from membership shall not be entitled to vote or receive refund of dues therefore paid.

ARTICLE XII - Membership Meetings

Section 1

An annual meeting of the membership shall be held in each fiscal year at such time and place as may be determined by the Board of Directors for the purposes of electing directors and transacting such other business as may be properly brought before the meeting.

Section 2

Special meetings for the members shall be held at any time and place as may be designated in the notice of said meeting, upon call of the President or the Board of Directors, either at their own request or upon written petition by majority plus one of the active members. In the absence of the President the next ranking officer may assume his duties in the following order: President, Vice President, Secretary and Treasurer.

Section 3

Notice of membership and committee meetings shall be given by any or all of the following methods:

1. Personally;
2. Mail;
3. Telephone;
4. LBTS Municipal TV Channel; and
5. Any other means of communication

Section 4

Forty-one percent of the members entitled to vote represented in person shall constitute a quorum at a meeting of members. In any event 11 members present in person shall constitute a quorum.

Section 5

When a quorum is present at any meeting, the vote of a majority plus one of the active members, present in person, shall decide any questions brought before such meetings, unless the Articles of Incorporation or these Bylaws require a different vote, in which case such express provision shall govern and control the decision.

Section 6

Robert's Rules of Order Newly revised shall govern the parliamentary procedures of the Corporation when not in conflict with these Bylaws. The order of business may be altered or suspended at any meeting by a majority plus one vote of the active members present.

ARTICLE XIII- Election of Directors

The Corporation shall be governed by a Board of up to eleven (11) members (but in no event less than 5) Directors. The term of office for each of these offices shall be two (2) years.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. Directors in office may be reelected for one (1) consecutive term.

Section 2

Nomination to the Board shall be made by the Nominating Committee which shall be appointed by the President.

Section 3

Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the current members of the Board of Directors. Any Director may resign by submitting written notice of resignation to the Secretary. Any Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the Membership. Any member of the Board of Directors who is absent from two consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors.

Section 4

The Board of Directors of the Corporation may hold regular meetings. Regular meetings shall be held not less than six times in the corporate year. Special meetings of the Board may be called by the President or by a majority of the Directors. Written notice of the time and place for both Regular and Special meetings shall be given to each Director either by personal delivery or by mail, phone, cablegram, or FAX at least six (6) hours before the meeting. The reason(s) for the Special meeting being called will be the only matter(s) voted on.

Section 5

At all meetings of the Board, a majority of the voting members thereof shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the board, the Directors present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 6

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, setting

forth the action so taken, and the writing is filed with the Minutes of the Corporation. Such consent shall have the same force and effect as a unanimous vote of the Board.

Section 7

The Directors of the Corporation shall not be personally liable for its debts, liabilities, or other obligations.

ARTICLE - XIV Committees

Section 1

The Executive Committee of the Corporation shall be comprised of the Officers of the Corporation: President, Vice President, Secretary, and Treasurer and two (2) members at large from the Board of Directors.

Section 2

The following Committees shall be standing Committees of the Corporation: Membership, Communication and Promotion. The Chairs of these Committees can be appointed as additional Directors by the Board of Elected Directors

Section 3

The President and Vice President shall be ex-officio members of all committees.

ARTICLE XV Officers

Section 1

The officers of the Corporation shall consist of a President, a Vice President, an Assistant Vice-President, a Secretary and a Treasurer.

Section 2

Except as hereinafter provided, the officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the membership or the Board of Directors.

A. President. The President shall preside at all business meetings, but may at his or her discretion or at the suggestion of the Directors arrange for another officer to preside at other meetings. The President shall perform such duties as are usually incumbent upon that officer and such as may be directed by resolution of the Board of Directors.

B. Vice-Presidents. The Vice Presidents and Assistant Vice-President shall have such duties and responsibilities as the President or Board of Directors may from time to time prescribe.

C. Secretary. The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of the Corporation. The Secretary shall also have such other duties as may be assigned by the membership or the Board of Directors.

D. Treasurer. The Treasurer shall maintain in good order all financial records of the Corporation. The Treasurer shall also have such other duties as may be assigned by the membership or the Board of Directors.

ARTICLE - XVI Board of Advisors

The Board of Directors may establish a Board of Advisors at any time deemed necessary or desirable.

The Board of Advisors, if established, will serve at the sole discretion of the Board of Directors.

ARTICLE XVII
Finances

Section 1

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts, and other instruments for the payment of money and all instruments of transfer of securities shall be signed by two (2) designated Officers.

Section 2

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 3

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or any other special purposes of the Corporation.

Section 4

Within thirty (30) days of the first meeting of the Board of Directors each year, the Board shall approve an Annual Budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

ARTICLE XVIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto; and any right pertaining to shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Date: November 25, 1996


(Signature & Title)

DR. LOUIS MIELE
(Print Name)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617, FLORIDA STATUTES, THE
UUNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

LAUDERDALE BY-THE-SEA MERCHANTS ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

**DR. LOUIS MIELE
220 Commercial Blvd.
Lauderdale by-the-sea, Florida 33308**

Having been named as registered agent and to accept service of process for the above sfated corporation at the place designated in this certificate, 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 relating to the proper and complete perJormance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dr. Louis Miele
(signature)

Nov 25, 1996
(date)

FILED
96 DEC 11 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA