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AUTHORIZATION : *Patricia Pijoto*

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ORDER DATE : May 6, 1997

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ORDER NO. : 355607-005

CUSTOMER NO: 4311473

CUSTOMER: Ms. Louise J. Allen  
Stearns Weaver Miller Weissler  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

*Amended &  
Restated  
with  
Name Change  
000002167850-13*

DOMESTIC AMENDMENT FILING

NAME: LINCOLN ROAD MARKETING &  
PROMOTION ORGANIZATION INC.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT  
☒ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tina M. Bartlett

EXAMINER'S INITIALS:

FILED  
97 MAY -6 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 MAY -6 AM 10:57  
DIVISION OF CORPORATION

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**LINCOLN ROAD MARKETING & PROMOTION ORGANIZATION, INC.**

FILED  
97 MAY -6 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.1006 and 617.1007 of the Florida Business Corporation Act, the undersigned, being the President of LINCOLN ROAD MARKETING & PROMOTION ORGANIZATION, INC., a Florida not for profit corporation (the "Corporation"), hereby executes and submits for filing with the Department of State, State of Florida, these Amended and Restated Articles of Incorporation, to read as follows:

**ARTICLE I.  
NAME**

The name of this corporation is **LINCOLN ROAD MARKETING, INC.** (the "Corporation").

**ARTICLE II.  
ADDRESS**

The address of the principal office and the mailing address of the Corporation is 1205 Drexel Avenue, Miami Beach, Florida 33139.

**ARTICLE III.  
PURPOSE**

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a non-profit corporation under the Florida Not-For-Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are to serve as a business league or chamber of commerce within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

Furthermore, the purposes for which the Corporation is organized are to foster the common business interest of promoting the area commonly known as Lincoln Road, Miami Beach, Florida

business district ("Lincoln Road") as the center of commerce and culture; to market and promote the Lincoln Road district; to advance and stimulate civic, business, commercial interests and general welfare in the Lincoln Road district; to encourage, foster and stimulate commerce, trade, business, finance and professional, artistic and cultural interest in the Lincoln Road district; to obtain and distribute reliable information; to stimulate, encourage and promote cooperation and friendly exchange among businesses, property owners, tenants, cultural arts organizations and representatives of the City of Miami Beach; and to acquaint and inform the public as to its objectives and to stimulate public opinion and reaction to these ends by promotional, commercial, cultural, social and public features as will foster, encourage and stimulate these purposes.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

#### ARTICLE IV. POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.021 of the Florida Statutes. The Corporation's activities are limited by the provisions of Section 617.0105 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

#### ARTICLE V. MEMBERS

The Corporation shall be organized on a non-stock basis. Admission of members shall be governed by the Bylaws. Members shall be either natural persons over the age of eighteen years, corporations or partnerships, as provided by the Bylaws.

#### ARTICLE VI. TERM OF EXISTENCE

The Corporation is to exist perpetually.

#### ARTICLE VII. BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The Board of Directors shall be appointed as provided in the By-Laws of the Corporation. The number of members on the initial Board of

Directors shall be fifteen (15) and thereafter may be increased or decreased from time to time by the resolution of the Board of Directors, but shall never be less than three (3). The names and addresses of the persons who shall serve as the members of the initial Board of Directors of the Corporation until their successors are duly elected are:

Sherna Brody  
1000 Building  
1014 Lincoln Road  
Miami Beach, FL 33139

Hannah Lasky  
Hannah and Her Scissors  
533 Lincoln Road  
Miami Beach, FL 33139

Mel Schlesser  
Lincoln Center  
670 Lincoln Road  
Miami Beach, FL 33139

Grace Calvani  
Miami Beach Latin  
Chamber of Commerce  
235 Lincoln Road  
Miami Beach, FL 33139

Ken Lorber  
Post Edge  
1111 Lincoln Road  
Miami Beach, FL 33139

Ray Schnitzer  
South Beach Brasserie  
910 Lincoln Road  
Miami Beach, FL 33139

Tracey Finger  
Il Libra  
629 Lincoln Road  
Miami Beach, FL 33139

Alan Orovitz  
Ungar Marshall Company  
1688 Meridian Avenue  
Suite 414  
Miami Beach, FL 33139

Mark Soyka  
Van Dyke Cafe  
846 Lincoln Road  
Miami Beach, FL 33139

Jane Gilbert  
South Florida Art Center  
924 Lincoln Road  
Miami Beach, FL 33139

Mera Rubell  
Albion Hotel  
1650 James Avenue  
Miami Beach, FL 33139

Robert Vecchio  
Maxwell & Winston  
1007 Lincoln Road  
Miami Beach, FL 33139

Charles Goldstein  
24 Collection  
744 Lincoln Road  
Miami Beach, FL 33139

Israel Sands  
Flowers & Flowers  
925 Lincoln Road  
Miami Beach, FL 33139

Robert Warren  
The Frieze  
1626 Michigan Avenue  
Miami Beach, FL 33139

## **ARTICLE VIII** **BYLAWS**

**Section A.** The Directors of the Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

**Section B.** The Bylaws may be amended, altered or rescinded by a majority vote of the Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida. The Members shall receive at least five (5) days prior written notice of the meeting of the Board of Directors at which amendment, alteration,

or rescission of the Bylaws shall be subject to a vote; provided, however, the Member shall have no right to vote on such matters.

Section C. The Bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the directors, the officers and the members, the control of property owned by the Corporation and such other things as shall be necessary and proper for the carrying on of the business of the Corporation.

#### ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the members present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

#### ARTICLE X. NO PERSONAL LIABILITY

The directors, officers and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its officers, directors, and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

#### ARTICLE XI. DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by contribution to an organization qualifying for exemption from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any successor thereto), or as otherwise provided in the Bylaws.

#### ARTICLE XII. PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, other private persons or for-profit corporations, 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 the purposes set forth in Article II hereof.

The foregoing Amended and Restated Articles of Incorporation were duly adopted and approved by the directors of the Corporation by written consent in lieu of a meeting on April 30, 1997. The number of votes cast was sufficient for approval. There are no members of the Corporation.

IN WITNESS WHEREOF, I the undersigned President has hereunto set my hand and seal, this 30 day of April, 1997.

  
\_\_\_\_\_  
Ray Schnitzer, President

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