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FROM BAILEY-JONES 3053748648

P.1

12/12/97

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FROM: BAILEY & JONES, A PROFESSIONAL ASSOCIATION  
CONTACT: CHARISSE DELGADO  
PHONE: (305)374-5505

ACCT#: 075410000136

FAX #: (305)374-8648

NAME: UPPER EASTSIDE MIAMI AREA COUNSEL, INC.

AUDIT NUMBER.....H97000020528

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 5

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This instrument prepared by:  
Steven C. Cronig, Esquire  
Florida Bar No. 307068  
Bailey & Jones, a professional association  
300 Courvoisier Centre  
501 Brickell Key Drive  
Miami, Florida 33131-2623  
Telephone (305) 374-5505

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Audit No. H97000020528  
Friday, December 12, 1997

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**ARTICLES OF INCORPORATION  
OF UPPER EASTSIDE MIAMI COUNSEL, INC.  
A Not for Profit Florida Corporation**

**THE UNDERSIGNED** hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a not for profit corporation pursuant to Chapter 617 of the Laws of the State of Florida.

1. The name of the corporation shall be Upper Eastside Miami Counsel, Inc.
2. The general nature of the Corporation's actions will be to undertake volunteer civic improvement projects to enhance the neighborhood located in the area of Miami from Northeast 36th Street to Northeast 87th Street and running east from the F.E.C. railroad tracks to Biscayne Bay (the "Upper Eastside Miami Area"). In particular, the Corporation will undertake to:
  - a. Advocate and assist in the improvement of Biscayne Boulevard and in the economic revitalization of the Upper Eastside Miami Area.
  - b. Educate the citizens of the Upper Eastside Miami Area in political awareness and process in connection with improvements to the Upper Eastside Miami Area.
  - c. Encourage vigorous zoning, law enforcement and sanitation in the Upper Eastside Miami Area.
3. The Corporation, by and through its officers and trustees shall have the following powers:
  - a. To enter into contracts for the provision of goods and services with any natural or judicial person and to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the other objects and purposes of the corporation or for any of the

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objects of its non-profit purpose; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired; upon such terms and conditions as shall be fixed by the Board of Trustees.

b. To acquire by purchase, subscription, or otherwise and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

c. To have one or more offices, conduct its business and promote its non-profit purposes within the State of Florida without restriction as to place or amount.

d. To rent, lease, purchase or trade such real or personal property as is necessary to effectuate the accomplishment of its non-profit purposes.

e. To do all and everything necessary and proper for the accomplishment of any of its non-profit purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise and, in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business necessary or incidental to the accomplishment of the non-profit purposes or the attainment of the non-profit purposes of the Corporation, whether or not such business is similar in nature to the purposes set forth in these Articles of Incorporation or any amendment thereto, provided, however, that in no event shall the Corporation be empowered to take any action prohibited to not for profit corporations by Florida law or which would cause the Corporation to be treated as a for-profit corporation pursuant to the United States Internal Revenue Code of 1986.

f. To perform any other act and to exercise any other power permitted to a non-profit corporation under the laws of the State of Florida, without limitation thereupon.

4. The Corporation shall issue certificates of membership in accordance with Florida Statutes Section 617.011 (1). Only one certificate shall be issued to each Member. The Membership shall consist of the following classes:

Class I Not for profit homeowners and condominium associations, duly incorporated under the laws of the State of Florida as operating entities for specific housing developments or condominiums.

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Class 2 Local chambers of commerce and other civic groups which are located within the Upper Eastside Miami Area.

Class 3 Individuals living within the Upper Eastside Miami Area and individual businesses which are located within the Upper Eastside Miami Area.

5. In connection with the election of Trustees and all other issues upon which the Members shall be entitled to vote; (i) each Class 1 Member shall have a number of votes equal to the number of residents living in the development or condominium for which the Class 1 Member is the operating entity; (ii) each Class 2 Member shall have one vote; and (iii) each Class 3 Member shall have one vote.

6. The amount of capital with which this Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).

7. The Corporation shall have perpetual existence.

8. The principal office of the Corporation shall be located initially at 720 Northeast 69th Street, Miami, Florida 33138 and subsequently at such other place as the Board of Trustees may choose.

9. The initial number of Trustees of the Corporation shall be five (5), but that number may be increased or decreased from time to time as set forth in the By-laws, provided the number of Trustees shall never be fewer than five (5).

10. The names and addresses of the first Trustees of the Corporation are: Barbara Case, 840 Northeast 74th Street, Miami, Florida 33138; Dwight Danie, 668 Northeast 72nd Street, Miami, Florida 33138; Robert Flanders, 720 Northeast 69th Street, #5-N, Miami, Florida 33138; Heikki Talvitie, 1245 Northeast 81st Terrace, Miami, Florida 33138; and David Treece, 801 Northeast 74th Street, Miami, Florida 33138.

11. The name and address of the incorporator to these Articles of Incorporation is Steven C. Cronig, Esquire, c/o Bailey & Jones, 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623.

12. The name and address of the initial Registered Agent and Registered Office for the Corporation is Steven C. Cronig, Esquire c/o Bailey & Jones, 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623.

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13. The following additional provisions for the regulation of the business of the Corporation and for the conduct of its affairs are hereby adopted as a part of these Articles of Incorporation:

- a. Following incorporation, all rights of the subscriber shall automatically be transferred to and vested in the initial Trustees of the Corporation who shall stand in lieu of the original subscriber and assume and carry out all the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida.
- b. It shall be a condition precedent to holding an office in the Corporation that each trustee and officer shall be a Member in good standing of the Corporation or the corporate designee of a Class 1 Member in good standing.
- c. No contract or other transaction between the Corporation and any other corporation in the absence of fraud shall be affected or invalidated by the fact that one or more of the Trustees of the Corporation is a director or officer of such other corporation, or holds an interest in such other corporation; nor by reason of the fact that one or more of the Trustees of the Corporation may have an interest in any contract or transaction with the Corporation and each and every such person who may become a Trustee of the Corporation is hereby relieved from liability which might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be otherwise interested; provided, however, that any compensation paid in connection with such transactions shall be at or below the price which would have been paid to an unaffiliated third party supplier. Any Trustee may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.
- d. Except as may specifically be stated in a particular provision of these Articles or the By-Laws, the Members of the Corporation, by a vote of seventy-five percent (75%) of the Members, shall have the power to amend, alter, change or repeal any provision of these Articles of Incorporation in form or substance at any properly announced meeting of the Members.

IN WITNESS THEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Miami-Dade County, Florida for uses and purposes aforesaid this the 12th day of December, 1997.

  
Steven C. Cronig, Incorporator

Articles of Incorporation of Upper Eastside Miami Area Council, Inc., Page 4

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Bailey & Jones

A PROFESSIONAL ASSOCIATION, ATTORNEYS AT LAW  
COURVOISIER CENTRE, SUITE 300, 501 BRICKELL KEY DRIVE, MIAMI, FLORIDA 33131-2628 • TELEPHONE (305) 374-5505

12-12-1997 3:08PM

FROM BAILEY-JONES 3053748648

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December 12, 1997

STATE OF FLORIDA) ss  
COUNTY OF MIAMI-DADE)

THEN PERSONALLY APPEARED BEFORE ME, an officer duly authorized to administer oaths and accept acknowledgments within the State of Florida, Steven C. Cronig, who, having produced a current Florida driver's license as adequate photographic identification, did execute the foregoing Articles of Incorporation before me and did acknowledge such execution as his free act and deed before me.

WITNESS MY HAND AND SEAL this 12th day of December, 1997 at Miami, Florida.

Charisse C. Delgado  
NAME: CHARISSE C. DELGADO  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Steven C. Cronig, hereby accepts appointment as the Resident Agent for Upper Eastside Miami Area Counsel, Inc. and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 617.0503.

WITNESS my hand this 12th day of December, 1997.

Steven C. Cronig

C:\Data\corporation\Upper Eastside Miami Area Counsel, Not for Profit Articles  
File #544614: Friday, December 12, 1997  
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