

N97000006933

Requestor's Name

**Bailey & Jones**  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

COURVOISIER CENTRE • SUITE 300  
501 BRICKELL KEY DRIVE  
MIAMI, FLORIDA 33131-2623

File No. SCC 544606

Office Use Only

own):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

98 APR 14 AM 10:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

600002488526--5  
-04/14/98-01086--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N97000006933  
Amended  
4/14-98

Examiner's Initials

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
UPPER EASTSIDE MIAMI COUNCIL, INC.  
A Florida Corporation, Not for Profit**

**THE UNDERSIGNED**, being President and Secretary of Upper Eastside Miami Counsel, Inc., a Florida not for profit corporation, pursuant to a duly required and authorized vote of the Members of the Corporation held on **January 19, 1998** at which a quorum was present and which was approved by a majority of the Members entitled to vote thereupon, do hereby make, subscribe, swear, acknowledge and file these Amended and Restated Articles of Incorporation of the Upper Eastside Miami Counsel, Inc., which, for all purposes, shall replace in their entirety the Articles of Incorporation of the corporation filed December 12, 1998 as **Document #N97000006933-1/1**.

1. The name of the corporation shall be Upper Eastside Miami Council, Inc. In the Articles of Incorporation and in the by-laws the organization will also be referred to as the Council and UEMC.
2. The general nature of the business to be transacted will be to undertake volunteer civic improvement projects to enhance the neighborhoods located in the area of Miami from NE 36<sup>th</sup> Street to NE 87<sup>th</sup> Street, East from the F.E.C. railroad tracks to Biscayne Bay.
  - a) To advocate and assist in the improvement of Biscayne Boulevard and in the economic revitalization of the area.
  - b) To educate the citizenry in political awareness and process.
  - c) To encourage vigorous zoning, sanitation and law enforcement in the area.
3. The Corporation shall issue certificates of membership in accordance with Florida Statutes Section 617.011 (1).
  - a) The membership shall consist of the following classes:

Class 1: Homeowners' and condominium associations, which are organizations incorporated in the State of Florida, representing the homeowners and condominium owners within the area, and chamber of commerce(s) representing businesses in the defined area.

Class 2: Individual citizens within the defined area.

Class 3: Individual businesses and other organizations within the defined area.
  - b) Each candidate for membership shall apply for the membership. The membership and the rights thereof are subject to the approval of the Board of Directors and payment of dues.
  - c) Each Class 1 organization shall appoint, according to their own by-laws, one representative and an alternate. The appointment shall be in writing and it shall be for a stated period not to exceed two years.

- d) Each representative of Class 1 member organizations shall have one vote. Class 2 and Class 3 members shall have one collective vote for each class.
  - e) Reference in these articles of incorporation or in the by-laws to a percentage of Members or membership shall mean the percentage of the Votes the Members have.
- 4. The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).
  - 5. The Corporation shall have perpetual existence.
  - 6. 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 Directors may choose.
  - 7. The initial number of Directors of the Corporation shall be five (5), but that number may be increased or decreased from time to time as provided in the by-laws , provided the number of Directors shall never be fewer than five (5).
  - 8. The names and addresses of the first Directors of the Corporation are: Barbara Case, 840 NE 74<sup>th</sup> Street, Miami, FL 33138, Dwight Danie, 668 NE 72<sup>nd</sup> Street, Miami, FL 33138, Robert Flanders, Apt 5-N, 720 Northeast 69<sup>th</sup> Street, Miami, FL 33138; Heikki Talvitie, 1245 NE 81<sup>st</sup> Terrace, Miami, FL 33138, and David Treece, 801 NE 74<sup>th</sup> Street, Miami, FL 33138.
  - 9. The name and address of the incorporator to the original Articles of Incorporation was Steven C. Cronig, Esquire, c/o Bailey & Jones, 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623.
  - 10. 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.
  - 11. 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 Directors 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 officer shall be a Member in good standing of the Corporation.
    - 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 Directors 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 Directors 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 Director 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 Director 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, the Members of the Corporation, by a vote of seventy-five percent (75%), 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 WHEREOF, the Corporation has adopted these Amended and Restated Articles of Incorporation by resolution of the Members at a properly convened meeting held on January 19, 1998.

Barbara Case

Barbara Case, Secretary

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

Heikki Talvitie

Heikki Talvitie, President

THEN personally appeared before me, an officer authorized to administer oaths and accept acknowledgments within the State of Florida, Heikki Talvitie and Barbara Case, as the president and secretary, respectively, of Upper Eastside Miami Council, Inc., a Florida corporation, who, having first produced Florida drivers' licenses as adequate photographic identification, did execute the foregoing Amended and Restated Articles of Incorporation on behalf of said corporation and did affix the corporate seal thereto as the act and deed of said corporation.

WITNESS my hand and official seal this 18 day of March, 1998 at Miami, Florida.

Margaret R. Tynan  
NAME:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires: 07/09/2001

