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CONTACT: RAY STORMONT PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: MIAMI BEACH GARDEN CONSERVANCY, INC. ✓
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ARTICLES OF INCORPORATION
OF
MIAMI BEACH GARDEN CONSERVANCY, INC.

(a Corporation not-for-profit)

The undersigned Incorporator signs and delivers these Articles of Incorporation pursuant to Chapter 617 Florida Statutes, in order to form a Corporation not-for-profit.

ARTICLE I. NAME

The name of this Corporation is: MIAMI BEACH GARDEN CONSERVANCY, INC. The corporate mailing address is: 2000 Convention Center Drive, Miami Beach, Florida 33139.

A. This Corporation is organized and shall operate exclusively for charitable, educational and scientific purposes but limited to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and this Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

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B. As a means and incidental to accomplishing the purposes for which this Corporation shall be organized, it shall have the following powers:

(1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise for any of its objects and purposes, any property, both real and personal of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitation as may be proscribed by law; and

(3) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated; and

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and properties as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

(7) In general, to exercise such other powers which now are or which hereinafter may be conferred by law upon

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a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be proscribed by law.

C. Notwithstanding anything herein to the contrary, this Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist, or as they may be hereinafter amended from time to time.

D. No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any Member, Director or Officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section (501)(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this Corporation shall consist of propaganda, or otherwise attempt, to influence legislation, or participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

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F. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Member, Director or Officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections or any proper or future law), or to the federal, state or local government for exclusively public purposes.

ARTICLE II. MEMBERS

Members of this Corporation shall be natural persons, at least one (1) of whom shall be a citizen of the United States, be Twenty-One (21) or more years of age, and of good character and reputation. Other qualifications of the Members and the manner of their admission shall be prescribed from time to time in the By-Laws of the Corporation. The Corporation may have two or more classes of Members, including regular Voting Members, Non-Voting Members, and Honorary Members, as well as such other classes of Members as may be determined under the By-Laws.

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ARTICLE III. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE IV. DIRECTORS

This Corporation shall have seven (7) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the By-Laws, but shall never be less than three (3).

The names and post office addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Patricia S. Bishop	5 Island Ave. Apt. 9K Miami Beach, FL 33139
Laura Brinkley	Enchanted Forest Parks Dept. 776 N.E. 125th St. North Miami, FL 33161
Emily Davis	115 Venetian Way Miami Beach, FL 33139
Dr. Matthew Freund	419 Poinciana Island Dr. North Miami Beach, FL 33160
Sheila Kelly	2146 Prairie Ave. Miami Beach, FL 33139
Peter Page	16 Island Ave. Miami Beach, FL 33139
Claire Tomlin	238 East San Marino Dr. Miami Beach, FL 33139

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ARTICLE V. ADDRESS OF INCORPORATION

The name and address of the Incorporator is:

Dr. Matthew Freund, 419 Poinciana Island Dr., North Miami Beach, Florida 33160.

ARTICLE VI. NAME AND OFFICE OF REGISTERED AGENT

The street address of this Corporation's initial registered office and the name of this Corporation's initial registered agent at such address is:

Lisa Heller Green, Esq. 14 N.E. 1st Ave., #1205
Miami, Florida 33132

ARTICLE VII. BY-LAWS

The By-Laws of this Corporation may be made, altered or rescinded by a majority vote of the Voting Members, unless all of the Voting Members sign a written statement manifesting their intention that the By-Laws be not made, altered or rescinded.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at Miami, Florida, this 11 day of DECEMBER, 1997.

Matthew Freund

Dr. Matthew Freund
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

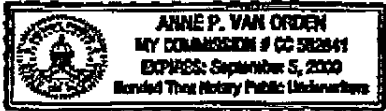
The foregoing Articles of Incorporation were subscribed, sworn

Lisa Heller Green
Heller And Kaplan
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to and acknowledged before me by the foregoing Incorporator, DR. MATTHEW FREUND, on the 11 day of December, 1997.



Anne P. Van Orden
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

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