

N98000003966

TRANSMITTAL LETTER

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

SUBJECT: REINSTATEMENT OF THE NORTH MIAMI BEACH CHAMBER OF COMMERCE, INC.

Enclosed is an original and one(1) copy of Reinstatement/Reincorporation and a check for :

500002582465--2
-07/08/98--01001--002
****437.50 ****437.50

FEES:

Filing Fee	\$35.00
Registered Agent	\$35.00
Annual Reports 1993 through present	\$367.50

OPTIONAL:

Certified Copy	\$52.50
Certificate of Status	\$8.75

437.50

FILED
98 JUL -7 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: NORTH MIAMI BEACH CHAMBER OF COMMERCE, INC.
Name (Printed or typed)

41 NE 167th ST
Address

N. MIAMI BEACH, FL 33162
City, State & Zip

305-653-1200
Daytime Telephone number

BR 7/7/98

**APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF
LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT
CORPORATION**

IN COMPLIANCE WITH s. 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR
JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992,
PURSUANT TO s. 617.1623(1)(c):

1. NORTH MIAMI BEACH CHAMBER OF COMMERCE
Name of corporation exactly as it appears in legislative or judicial charter.
2. 41 N.E. 167th ST. N. MIAMI BEACH, FL 33162
Street address of the principal office of the corporation.
(This address will be used for the mailing of corporation annual reports)
3. MARCH 21, 1950
Date of legislative or judicial incorporation

4. FEI Number 59-0794687 FEI Number applied for
 FEI Number not required

5. Name, address (P. O. Box NOT acceptable) and title of current officers and/or directors:
(use additional page if necessary)

Title	Name	Street Address	City/State/Zip
SEE ATTACHED			

6. Attached is a copy of the judicial charter and all amendments thereto certified by the Circuit Court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.

W.B. Berger
Authorized Signature

William B. Berger - President
Name and capacity of person signing application
(see S. 617.10201(6))

98 JUL -7 PM 12:02
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
FILED

NORTH MIAMI BEACH CHAMBER OF COMMERCE OFFICERS & DIRECTORS (1997-98)**PRESIDENT**

William B. Berger
NMB Police Department
16901 NE 19 Avenue
NMB, FL 33162
948-2999 787-6047

PRESIDENT ELECT

Ellis Adger
FPL
9250 W. Flagler Street
Miami, FL 33174
552-4130 552-4955

VICE-PRESIDENT

Linda Stanic
North Shore Medical Center
1100 NW 95 Street
Miami, FL 33150
694-4813 694-3624

VICE-PRESIDENT

Paul Templer
Everything Imprinted
740 NE 182 Street
NMB, FL 33162
651-7517 653-0518

SECRETARY

Neysa Rosenfeld
Steve's Pizza
1813 N.E. 164 Street
NMB, FL 33162
945-5357 home: 651-8162

TREASURER

Abraham B. Mansdorf
CPA
17971 Bisc. Blvd., #211
NMB, FL 33160
932-8807 932-8466

CHAIRMAN OF THE EXECUTIVE BOARD

Kathy Durham
SunTrust Bank
1111 Lincoln Road
Miami Beach, FL 33139
674-5251 674-5201

DIRECTORS

*Gerald Berkell
Attorney
16100 N.E. 16 Avenue
NMB, FL 33162
945-7561 947-6690

Diane Blank
Metropolitan Life
1550 NE Mia. Gard. Dr.#507
NMB, FL 33179
944-7733 944-1038

*Peter Caspari
Diplomat Limousine
947-0010

Jay Chernoff
Keyes Company
1705 N.E. 123 Street
N.M., FL 33181
891-1300 899-9242

*Dr. Daniel Finkelstein
444 N.E. 101 Street
Miami Shores, FL 33138
954-262-1140 (h)754-4158

*Arthur Horwitz
Globe Travel
1420 N.E. 163 Street
NMB, FL 33162
949-2527 949-5226

Kenneth Kay
Eternal Light Funeral Chapel
17250 W. Dixie Highway
NMB FL 33160
948-9900 948-7780

*William C. Koppel
CPA
17971 Biscayne Blvd., #214
NMB, FL 33160
932-5700 932-5578

*John Kurzman
Security Realty Investments
15499 West Dixie Highway
NMB, FL 33162
945-4100 945-0422

*Norman LaPorte
Norman LaPorte Real Estate
127 N.E. 167 Street
NMB, FL 33162
651-4280 651-6915

Marge Lessard
Union Bank
19745 Biscayne Blvd.
Aventura, FL 33180
931-1187 792-1400

*Jule Littman
City of North Miami Beach
17011 N.E. 19 Avenue
NMB, FL 33162
948-2986

Stan Marcus
Barnett Bank
800 N.E. 199 St., D 205
NMB, FL 33179
770-0753 bp 787-7678
fax: 789-3104

*Gwen Margolis
13899 Biscayne Blvd.
NMB, FL 33181
949-4541 948-2816

Dr. Richard Martula
Oak Grove Elem. Cmm. Sch.
15640 NE 8 Avenue
NMB, FL 33162
945-1511 949-4090

Jeffrey A. Mishcon
Mayor, City of NMB
17011 N.E. 19 Avenue
NMB, FL 33162
948-2986 787-6036

*Joe Moffat
15900 N.E. 13 Avenue
NMB, FL 33162
947-1985

Charles Orvieto
Orvieto's Trophies, Awards
1117-B NE 163 Street
NMB, FL 33162
949-8098 949-1289

Stephen Patz
Parkway Reg. Med. Center
160 N.W. 170 Street
NMB, FL 33169
654-5050 654-5083

*Wally Pesetsky
Attorney
1367 N.E. 162 Street
NMB, FL 33162
945-7501 354-3734

*Warren Silver
Dade Pipe & Plumbing
975 NMB Blvd.
NMB, FL 33162
949-0801 fax 947-8323

Margaret Slaton
Barnett Bank
18201 N.E. 19 Avenue
NMB, FL 33162
899-4100 944-2920

*Michael J. Snyder
Attorney
20803 Biscayne Blvd., #200
NMB, FL 33180
937-4445 937-0102

Barbara Talbot
Crime Is Not Acceptable
9865 N.W. 49 Terrace
Miami, Florida 33178
477-1625 fax 597-0409

Mel Tecosky
Coffee Master
19593-H NE 10 Avenue
NMB, Florida 33179
651-8073x216 651-7591

Robin Walters
State Farm Insurance
37 N.E. 167 Street
NMB, FL 33162
651-4361 651-4682

Gary Wohlforth
Ec. Dev.-City of NMB
17011 N.E. 19 Avenue
NMB, FL 33162
948-2963 919-3708

*Elliott Zack
Attorney
1367 N.E. 162 Street
NMB, FL 33162
945-7501 354-3734

*LIFETIME DIRECTOR

OFFICE MANAGER
Jane Bertani
695 N.E. 160 Street
NMB, FL 33162
944-1887

SECRETARY
Elaine Dulimba

MEMBERSHIP
RECRUITER
Daphne Lichter
Bp: 750-3422

Chamber Fax: 653-4794
website: nmbchamber.com
Email:
nmbcc@nmbchamber.com

CERTIFICATE OF REINCORPORATION

Pursuant to s. 617.0901, Florida Statutes, this certificate of reincorporation was duly authorized by a meeting of its members regularly called or by a meeting of its board of directors if there were no members entitled to vote on the reincorporation: *ON MAY 7, 1998.*

ARTICLE I NAME

The name of the corporation shall be: *NORTH MIAMI BEACH CHAMBER OF COMMERCE, INC.*

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

*41 N.E. 167th ST.
N. MIAMI BEACH, FL 33162*

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized:

*TO ADVANCE & DEVELOP THE CIVIL & BUSINESS ASPECTS OF
NORTH MIAMI BEACH AND ITS COMMUNITY (PER ARTICLE I, SECTION 2
OF ENCLOSED "CONSTITUTION")*

ARTICLE IV REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the registered agent are:

*ABRAHAM B. MANSORF
17971 BISCAYNE BLVD #211
AVENTURA, FL. 33160*

ARTICLE V MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

*ELECTED ANNUALLY BY VOTE CONDUCTED BY MAIL
TO MEMBERSHIP.*

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are: William B. Berger

*NORTH MIAMI BEACH CHAMBER OF COMMERCE, INC.
41 N.E. 167th ST
N. MIAMI BEACH, FL. 33162*

W.B. Berger

Signature/Incorporator

7/2/98.

Date

98 JUL - 7 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Having been named as registered agent and to accept service of process for this corporation at the place designated in these articles of incorporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Abraham B. Mansorf

Signature/Registered Agent

7/2/98

Date

PROPOSED
CONSTITUTION OF THE
NORTH MIAMI BEACH CHAMBER OF COMMERCE

FILED
98 JUL -7 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

Section 1. This organization shall be known as the NORTH MIAMI BEACH CHAMBER OF COMMERCE.

Section 2. The objects and purposes of this Chamber shall be to advance and develop the civic and business aspects of North Miami Beach and its Community, to interest itself in matters of municipal and county government for the protection of the interests of the property owners, the business men and residents of North Miami Beach; to promote integrity and Good Faith; to acquire, Preserve and distribute industrial, commercial and civic information of value; to adjust controversies and prevent abuses.

Section 3. The principal place of doing business of the Chamber shall be in the City of North Miami Beach, County of Dade, State of Florida.

ARTICLE II
Membership

Section 1. This Chamber shall be non-political and non-partisan and shall not be used for the purpose of the candidacy of any person seeking public office or preferment.

Section 2. Dues for single memberships shall be placed at the rate of \$20.00 per year, covering business or firm memberships. Dues for associate or residence members shall be placed at \$10.00 per year. All members shall have voting privileges, but in no event shall any member or firm have more than one vote. In event extra memberships are placed, these memberships shall be considered contributory and non-voting.

Section 3. Candidates for membership shall make written application to the Chamber and this application shall be regarded as a guarantee on the part of the applicant of his interest and good faith with the purpose of the organization, and of his adherence, if elected, to its by-laws, rules and regulations. Election to membership shall require the recommendation of the membership committee and an affirmative vote of the Board of Directors.

Section 4. Dues shall be paid annually in advance and such dues shall be fixed by the Board of Directors.

Section 5. If any member fails to pay his dues within 3 months after the date of maturity, written notice of delinquency shall be given him by the Secretary. If at the end of ten days he still remains delinquent, his membership may be forfeited by action of the Board of Directors. No member may vote at any election unless in good standing.

BOOK 65 PAGE 97

Section 6. Any member may be expelled by the Board of Directors for conduct unbecoming a member, after notice and opportunity for hearing, by a two-third vote.

Article III

Board of Directors

Section 1. The government of the Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors consisting of 21 members who shall be elected annually as herein-after provided. Their duties shall begin within one week following their election when they shall meet, qualify and elect a President, Vice President, Secretary, and Treasurer. The Board of Directors shall have power to fill all vacancies in the Board. They may adopt rules and regulations for conducting the business of the Chamber. They shall meet not less than twice a month. They shall submit, in writing, at the annual meeting of the Chamber a full report of the work and finances of the organization.

Section 2. Any Director or officer who does not attend for three consecutive meetings of the Board, without a reason deemed valid, may be removed and replaced by a majority vote of the Board of Directors.

Section 3. With a Board of Directors of twenty-one (21) members, nine (9) shall constitute a quorum for transacting business.

Article IV

Meetings

Section 1. Any meetings of the Chamber shall be held on dates determined by the Board of Directors, but in no event less than every 60 days. Twenty-five (25) of the Members shall constitute a quorum at any regular or special meeting of the Chamber.

Section 2. A special meeting of the Chamber may be called, upon the written request of 10% of the members of the Chamber. A special meeting of the Board of Directors or the Chamber may be called at anytime by the President.

Section 3. At all special meetings of the Chamber or the Board of Directors, only such business as the meeting was called to consider shall be discussed and acted upon.

Article V

Amendments

Section 1. Amendments to this Constitution shall be made only after copy of proposed amendments have been delivered to the Secretary, not less than ten (10) days before any meeting and such proposed amendment has been posted for not less than seven (7) days in the office of the Chamber. Such proposed amendment shall be mailed by the Secretary to each member not less than seven (7) days prior to such a meeting. A two-thirds affirmative vote of those present at a meeting of the Chamber to amend the Constitution shall be necessary for passage, and a quorum present.

BY-LAWS

NORTH MIAMI BEACH CHAMBER OF COMMERCE

ARTICLE I

Election.

Section 1. The election of the Directors shall be held on or before January 15th, of each year, by written ballot.

Section 2. The president shall appoint a committee of seven members, subject to the approval of the Board of Directors, who shall act as a Nomination committee, arrange for the ballots and fix the date, place and time for voting.

Section 3. The nominating committee shall submit a ballot of twice the number of directors to be elected and the Chamber Secretary shall cause notice of election and names of nominees to be sent out to all members in good standing, at least five (5) days prior to election.

Section 4. A committee of three (3) Judges may be appointed by the President, with approval of the Board of Directors, who are not Board members or candidates, to supervise the election and counting of ballots, and report the results to the Chamber as soon as possible after conclusion of the voting.

Section 5. At the first annual election, terms of elected directors shall be staggered according to their vote - for example: 7 highest elected for 3 year terms, next 7 - 2 years, next 7 - 1 year. At following annual elections, those directors whose terms expire and/or those who have been replaced or removed will be voted upon.

Section 6. In the election of directors, should a tie vote result, the committee of Judges shall cast lots and certify as elected the person or persons on whom the selection falls.

ARTICLE II

Officers

Section 1. The President shall preside at all meetings of the Chamber and of the Board of Directors, and shall be ex-officio member of all standing committees, and shall perform all duties and general powers usually vested in the office of President and shall advise such action as may be deemed likely to increase the usefulness of the Chamber.

Section 2. The Vice-President shall preside and serve in the absence of the President and discharge all duties usually vested in the office of Vice-President. In event of absence of both President and Vice-President, the Board of Directors may designate a temporary chairman for that meeting.

Section 3. The Secretary shall attend all meetings of the Chamber and the Secretary or designated recording secretary shall keep proper minutes of all proceedings and under the direction of the Chamber or its President shall be responsible for correspondence and secretarial work. It shall be his duty to collect and receive membership dues and issue membership cards and turn such dues over to the Treasurer. He shall keep a record book of complete record of membership and a complete record of the Constitution and By-Laws.

Section 4. The Treasurer shall receive and account for all monies and funds which are the property of the Chamber and shall keep an itemized account which he shall produce upon demand, showing receipts and disbursements in detail. He shall not pay any single bill totaling \$25.00 or more except upon authorization of the Board of Directors. Expense incidental to normal operation of the Chamber shall be approved by the President and Treasurer. The Treasurer shall furnish a surety bond in such amount as the Board of Directors deem necessary, in any event not less than \$1,000.00, the cost to be paid by the Chamber.

Section 5. The duties of the officers shall be such as their titles, by general usage, would indicate, and such as may be assigned to them respectively by the Board of Directors from time to time. The officers shall serve until such time as their successors are duly elected and qualified.

ARTICLE III

Committees

Section 1. The President shall appoint all committees subject to confirmation of the Board of Directors.

Section 2. An accredited accountant shall be employed to examine the books and accounts of the Treasurer at the close of the years business and give a report of the audit to the Board of Directors.

Section 3. Meetings of committees may be called at any time by the President or chairman of the committees.

Section 4. No committee of the Chamber or any member thereof shall contract any debt in its behalf, which shall in any manner or to any extent render the Chamber liable for the payment of any sum, unless the same shall have been approved by the Board of Directors of the Chamber. The creation of indebtedness of the Chamber shall be limited in an amount specified by the Board of Directors.

ARTICLE IV.

Appeals

Section 1. The Board of Directors shall constitute a Board of appeals from the Rulings of all officers and all Acts of all committees. Appeals may be taken from any decision of the Board of Directors to the members of the Chamber, and on such appeal the decision appealed from shall be revised only by a two-thirds vote

ARTICLE IV. Section I. (Cont'd.)

of the members present at a regular meeting, a quorum being present, notice of such appeal having been given by the Secretary to all members at least five (5) days in advance of such meeting.

ARTICLE V.

Parliamentary Rules

Section I. The proceedings of the Chamber meetings shall be governed by and conducted according to the latest edition of Roberts Manual of Parliamentary Rules.

ARTICLE VI.

Amendments

Section I. These By-Laws may be amended at any regular meeting of the Chamber by a two-thirds vote of the members present provided such members constitute a quorum; and that the proposed amendment shall have been submitted in writing and read at the last preceding meeting of the Chamber; and provided further, that the Chamber membership be notified of such proposed amendment.

ARTICLE VII

Enactment

Section I. These By-Laws shall be effective immediately following their adoption by a majority vote of the members of the Chamber of Commerce present at such a meeting called for that purpose, and when so adopted shall supersede all previous By-Laws and Amendments thereto, which are hereby annulled.

ARTICLE VIII
Existence

Section I. The term for which this corporation is to exist shall be perpetual unless the Secretary of the corporation shall cause the corporation to be dissolved in accordance with the laws of the State of New York.

ARTICLE IX

Property and Liability

Section I. The highest amount of indebtedness or liability of which the corporation may at any time subject itself will be forty thousand dollars (\$40,000) which indebtedness however, shall never be greater than two-thirds the value of the property of the corporation.

Section II. The amount and value of real estate which the corporation may hold shall be thirty thousand dollars (\$30,000), subject always to the approval of the Circuit Judge.

ARTICLE X

Temporary Officers

Section I. On October 17, 1949, nomination for temporary officers were made and the successful candidates selected by competitive ballot are as follows:

- | | |
|---------------------|----------------|
| Graham F. Hutchison | President |
| Dan Diefenbach | Vice-President |
| Sterling Lamson | Secretary |
| Joseph H. Moffet | Treasurer |

These officers are to manage the affairs of this corporation until the first permanent elections under this constitution and By-Laws on January 10, 1950.

Section 1. The names and residences of the subscribers

to this Charter are as follows:

[Handwritten signatures and names of subscribers]

Box 447
North Miami Beach,

Box
North Miami Beach, Fla.

Box
North Miami Beach, Fla.

Box 31
North Miami Beach, Fla.

STATE OF FLORIDA)
COUNTY OF DADE) ss.

I hereby certify that on this day personally appeared before me, an officer of the State of Florida duly authorized to take acknowledgment of deeds, Graham F. Hutchison, who swore before me that he is one of the subscribers to the above Charter and that the same was executed by the subscribers for the purpose therein set forth and the said Graham F. Hutchison, who being first duly sworn, upon oath says that it is intended in good faith to carry out the purposes and objects set forth in said Charter.

Graham F. Hutchison

Sworn to and subscribed before me this

2nd day of March, A. D., 1950

[Signature]
Notary Public State of Florida
My Commission Expires: August 1951

were submitted to the general membership and were approved by written ballot.

Following are the names of the members:

Three Year Term

- Emil Bergquist
- Ben Brand
- F. A. Davenport
- Ken Jenschaff
- Graham Hutchison
- Joseph H. Moffat
- L. A. Oeffler

Emil Bergquist
Ben Brand
F. A. Davenport
Ken Jenschaff
Graham H. Hutchison
Joseph H. Moffat

Two Year Term

- Ray Carter
- Ken Meffenbach
- Ed Griffin
- Bob Johnson
- Jules Klion
- Sterling Lemon
- D. S. F. McLean

Ray Carter
Ken Meffenbach
Ed Griffin
Robert C. Johnson
Jules Klion
Sterling Lemon

One Year Term

- David Augustus
- Peter Francis
- A. Douglas Hall
- L. A. Jaycox
- Fred Klecht
- Harry Hanson
- Dell King

David S. Augustus
Peter Francis
A. Douglas Hall
L. A. Jaycox
Fred Klecht
Harry Hanson
Dell King

Results of the annual election of officers by the Board of Directors on January 23, 1950, has been certified as

President
Vice President
Secretary
Treasurer
Joseph H. Morfit

President
Vice President
Secretary
Treasurer

Approved and signed on this day of _____
the North Miami Beach Chapter of Commerce:

IN THE CIRCUIT COURT OF THE ELEVENTH
JUDICIAL CIRCUIT IN AND FOR DADE
COUNTY, FLORIDA, CITY CHAMBER OF COMMERCE

By Application on behalf of
NORTH BEACH CHAMBER OF COMMERCE INCORPORATED
The above Charter of NORTH BEACH CHAMBER OF COMMERCE
of Dade County Florida has been regularly presented to
me as one of the Judges of the Circuit Court in and for the
Eleventh Judicial Circuit of Florida and the same having been
inspected by me and the objects as therein set forth appearing
to be those authorized by law and the general form of said
Charter being in substantial compliance with the statutes
in such cases made and provided; and this corporation agrees
to accept all the property of the petitioning organization,
and agrees to assume and pay all indebtedness and liabilities,
it is, upon consideration thereof,

CONSIDERED, ORDERED AND ADJUDGED that said Charter of
NORTH BEACH CHAMBER OF COMMERCE INCORPORATED be and
the same is hereby approved, ratified, and confirmed, and
that said Association be and the same is hereby, after the
recognition of same in the office of the Clerk of the
Circuit Court in and for Dade County, Florida, recognized
as a corporate body, not for profit.

DONE AND ORDERED this 11th day of March, A. D., 1950.

Senior Circuit Judge

[Handwritten Signature]

CLERK OF STATE
TALLAHASSEE FLORIDA

98 JUL 57
FILED

State of Florida, County of Dade.

This instrument was filed for record the 2nd day of March
1950 at 2:31 PM and duly recorded in
Book 242 on Page 26 File No. 22 485

E. G. LEATHERMAN
Clerk Circuit Court

[Handwritten Signature]

STATE OF FLORIDA, COUNTY OF DADE

HEREBY CERTIFY that the foregoing is a true and correct copy of the original on file in this office

HARVEY RUVIN, Clerk of Circuit and County Courts

Deputy Clerk

[Handwritten Signature]

