

N98000004354



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 907321 3378A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ORDER DATE : July 28, 1998

ORDER TIME : 12:30 PM

ORDER NO. : 907321-005

CUSTOMER NO: 3378A

CUSTOMER: Sean L. Wilson, Esq
BRINKLEY MCNERNEY MORGAN
SOLOMON & TATUM
Suite 1800
200 E. Las Olas Boulevard
Fort Lauderdale, FL 33301

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DOMESTIC FILING

NAME: DANIA MAIN STREET, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

RECEIVED
98 JUL 28 PM 1:55
DIVISION OF CORPORATIONS
[Signature]

**ARTICLES OF INCORPORATION
OF
DANIA MAIN STREET, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED
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98 JUL 28 PM 2:53

The undersigned person, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation Dania Main Street, Inc.

ARTICLE II - EFFECTIVE DATE

Corporate existence shall begin upon the filing of these Articles with the Secretary of State of Florida.

ARTICLE III - DURATION

The corporation shall have perpetual duration.

ARTICLE IV - PURPOSES

The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and more specifically:

- (a) to promote the historic preservation, protection and use of the city of Dania, Florida's traditional downtown area, including that area's commercial, civic and religious enterprises and residences;
- (b) to take remedial actions to eliminate the physical, economic and social deterioration of the city of Dania, Florida's traditional downtown area and thereby promote the city of Dania, Florida's historic preservation, contribute to its community betterment while lessening the burdens of the city of Dania, Florida's government;
- (c) to disseminate information of and promote interest in the preservation, history, culture, architecture and public use of the city of Dania, Florida's traditional downtown area;

- (d) to hold meetings, seminars and other activities for the instruction of members and the public in those activities such as building rehabilitation and design, economic restructuring and planning management that foster the preservation of the city of Dania, Florida's traditional downtown area, and enhance the understanding and appreciation of its history, culture and architecture;
- (e) to aid, work with and participate in the activities of other organizations, individuals and public and private entities located within and outside the city of Dania, Florida's engaged in similar purposes;
- (f) to solicit and receive and administer funds for educational purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or corporation, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the corporation's directors, will best promote the purposes of the corporation without limitation, except such limitation, if any as may be contained in the instrument under which such property is received, the bylaws of the corporation, or any laws applicable thereto.

In addition, in furtherance but not in limitation thereof:

The corporation shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. The corporation shall not engage in any transaction or part any act or omission which shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Code. The corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office, nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986. In the event of dissolution or liquidation of the corporation, any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in Code Section 501(c)(3) as the Board of Directors shall determine.

No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the corporation shall be distributed directly or indirectly to any member of the corporation except in fulfillment of its charitable and educational purposes enumerated herein.

The corporation also has such powers as are now or may hereafter be granted under the laws of the State of Florida that are furtherance of the corporation's exempt purposes within the meaning

of Sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax codes.

ARTICLE V – CORPORATE ADDRESS

The initial street address of the principal office of the corporation shall be 100 West Dania Beach Boulevard, Dania, Florida 33004, and the initial mailing address of the corporation shall be 100 West Dania Beach Boulevard, Dania, Florida 33004.

ARTICLE VI – MEMBERSHIP

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. Qualifications for membership shall be set forth in the bylaws.

ARTICLE VII – REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 200 East Las Olas Boulevard, Suite 1800, Ft. Lauderdale, Florida 33301 the name of its initial registered agent at such address is Sean L. Wilson, Esq.

ARTICLE VIII – BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The numbers of Directors of the corporation shall be set forth in the bylaws but shall not be less than the minimum number required by state law and, initially, shall be three (3). the term of office and manner of selecting and removing Directors shall be set forth in the bylaws. The term of office and manner of selecting and removing directors shall be set forth in the bylaws. The initial Directors shall be:

<u>Name</u>	<u>Address</u>
Jim Stoodley,	2801 N. 38 Avenue, Hollywood, FL. 33021
Dr. David Prosperi,	FAU, 220 SE 2 nd Avenue, Ft. Lauderdale, FL. 33301
Ralph Johnson,	1515 E. Broward Blvd, #428, Ft. Lauderdale, FL. 33301
Carol Christ-Moral,	26 N. Federal Highway, Dania, FL. 33004
Dick Lehman,	3 N. Federal Highway, Dania, FL. 33004
Bob Dubow,	215 N. Federal Highway, Dania, FL. 33304
Benjamin Wahl,	25 N. Federal Highway, Dania, FL. 33004
Jan Davenport,	599 N. Federal Highway, Dania, FL. 33004
Kevin Dick,	City of Dania, 100 W. Dania Beach Blvd, Dania, FL. 33004
Joel Azrikan,	310 S.E. 4 th Terrace, Dania, FL. 33004
Charles Zidar,	481 S. Federal Highway, Dania, FL. 33004

ARTICLE IX — MEETINGS

Regular Board of Directors meetings shall be held at a time and place specified by the President, or at such place or places as the Board of Directors may designate from time to time by resolution.

ARTICLE X - ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE XI - INCORPORATOR

The name and address of the incorporator is:

Name:

Address:

Sean L. Wilson, Esq.

200 East Las Olas Boulevard, Suite 1800
Ft. Lauderdale, Florida 33301

ARTICLE XII - OFFICERS

The corporation shall have the following officers: President, Treasurer, Secretary and such other officers as the bylaws of this corporation may authorize. The qualifications, duties, method of selection and term of office for each officer shall be set forth in the bylaws.


ARTICLE XIII - BYLAWS

The bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, in accordance with the procedures set forth in the bylaws. Until bylaws shall be adopted providing for an alternative procedure, such action may be by a resolution of the Board of Directors.

ARTICLE XIV - AMENDMENTS

These articles of incorporation may be amended by affirmative vote of two-thirds (2/3) of the total membership of the Board of Directors or, alternatively, as provided by law.

The undersigned natural person, being the incorporator of this corporation for the purpose of formation this not-for-profit corporation under the laws of Florida, have executed these articles of incorporation on this 27th day of July, 1998.

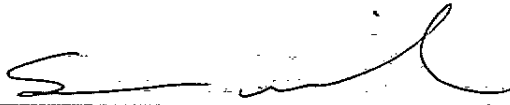

Sean L. Wilson, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 607.0501 and 617.0501 Florida Statutes, the following is submitted:


Dania Main Street, Inc., a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 100 West Dania Beach Boulevard, Dania, State of Florida, has named Sean L. Wilson, Esq., located at 200 East Las Olas Boulevard, Suite 1800, Ft. Lauderdale, Florida 33301, as its agent to accept service of process within Florida.

DATE: 7/27/98


Sean L. Wilson, Esq., Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: 7/27/98


Sean L. Wilson, Registered Agent

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 27th day of July, 1998, by Sean Wilson, [] who is personally known to me or [] who has produced _____ as identification, and who [did/did not] take an oath, and who acknowledged before me that [he/she] executed the same as [his/her] free and voluntary act for the uses and purposes therein set forth.


NOTARY PUBLIC, STATE OF FLORIDA

SEAL:



SUSAN LYNN BROWN
MY COMMISSION # CC470001 EXPIRES
June 7, 1999
BONDED THRU TROY FAIN INSURANCE, INC