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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MIAMI BEACH GROCERY AND CONVENIENT STORES AS  
AUDIT NUMBER.....H98000014716  
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TALLAHASSEE, FLORIDA

88/11/98



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

August 10, 1998

**EMPIRE**

**SUBJECT: MIAMI BEACH GROCERY AND CONVENIENT STORES ASSOCIATION, INC.**  
**REF: W98000018018**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

THE PURPOSE INDICATED SEEMS LIKE THIS SHOULD BE A FOR-PROFIT FILING, NOT NON-PROFIT UNDER CHAPTER 617.

The registered agent and street address must be consistent wherever it appears in your document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger  
Document Specialist

FAX Aud. #: H98000014716  
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**ARTICLES OF INCORPORATION**

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OF

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**MIAMI BEACH GROCERY AND CONVENIENT STORES ASSOCIATION, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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THE UNDERSIGNED, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be: **MIAMI BEACH GROCERY AND CONVENIENT STORES ASSOCIATION, INC.**

**ARTICLE II - PRINCIPLE OFFICE**

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

1420 ALTON ROAD  
MIAMI, FL. 33139

**ARTICLE III - NATURE OF BUSINESS**

The purpose, for which the corporation is formed, and the business and the objects to be carried on and promoted by it are as follows:

1. This corporation is being organized for the purpose of providing services in Grocery Stores and Gas Station in order to promote and protect their interest in Miami Beach. This corporation may also engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
2. The specific purposes for which the corporation is organized, is to assist stores owners to deal with their legal problems with the government. There will be no store to be open or any kind of money involved in this association.
3. The organization will be safeguarding interest of the stores owners, promoting public relation in the Miami Beach community. The organization will also promote co-operation and harmony between city government and grocery stores owners.
4. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

PREPARED BY:  
AKHTAR HUSSAIN, ESQUIRE  
ATTORNEY AT LAW: FLORIDA BAR NO.: 298123  
2465 NW. 7 STREET  
MIAMI, FL. 33125  
PH. NO.: (305) 541-2200 FAX NO.: (305) 541-3200

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5. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any Director or Officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.
  6. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.
  7. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of DADE County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.
  8. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

The By-Laws may impose other conditions of membership from time to time.

#### ARTICLE IV - OFFICERS AND DIRECTORS

The manner in which the directors are elected or appointed shall be:

1) MARTIN IGNACIO TUCHBAUM	PRESIDENT	1770 NE. 147 STREET MIAMI, FL. 33181
2) VIKAS KAPUR	VICE-PRESIDENT	17323 SW 32 <sup>ND</sup> LANE MIAMI, FL. 33029
3) MIR S. REZWAN	TREASURER / SECRETARY	7926 EAST DR. #103 N. BAY VILLAGE, FL. 33141

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**ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS**

The name and street address of the initial registered agent shall be:

**MARTIN IGNACIO TUCHBAUM  
1770 NE. 147 ST.  
MIAMI, FL. 33181**

**ARTICLE VI - INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation shall be:

**MARTIN IGNACIO TUCHBAUM  
1770 NE. 147 ST.  
MIAMI, FL. 33181**

**ARTICLE VII**

The affairs of the corporation shall be managed by a President, Vice-President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

1) MARTIN IGNACIO TUCHBAUM	PRESIDENT	1770 NE. 147 STREET MIAMI, FL. 33181
2) VIKAS KAPUR	VICE-PRESIDENT	17323 SW 32 <sup>ND</sup> LANE MIAMI, FL. 33029
3) MIR S. REZWAN	TREASURER / SECRETARY	7926 EAST DR. #103 N. BAY VILLAGE, FL. 33141

**ARTICLE VIII**

The members of the Board of Directors shall never be less than three (3) in number. Initially the Board of Directors shall consist of three (3) persons whose names and addresses are as follows and who shall serve as Directors until the first election:

1) MARTIN IGNACIO TUCHBAUM	PRESIDENT	1770 NE. 147 STREET MIAMI, FL. 33181
2) VIKAS KAPUR	VICE-PRESIDENT	17323 SW 32 <sup>ND</sup> LANE MIAMI, FL. 33029
3) MIR S. REZWAN	TREASURER / SECRETARY	7926 EAST DR. #103 N. BAY VILLAGE, FL. 33141

**ARTICLE IX**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice

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of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

**ARTICLE X - CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First-That **MIAMI BEACH GROCERY AND CONVENIENT STORES**  
**ASSOCIATION, INC.**

Desiring to organize under the laws of the State of **FLORIDA**.

With its principal office, as indicated in the articles of incorporation has named:

**MARTIN IGNACIO TUCHBAUM**

Located at **1770 NE. 147 ST.**

City of **MIAMI**, County of **DADE**

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
**MARTIN IGNACIO TUCHBAUM**  
**REGISTERED AGENT**

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**ARTICLE XI**

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

**ARTICLE XII**

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned incorporator has executed these Articles of Incorporation this 6TH of AUGUST, 1998.

  
MARTIN IGNACIO TUCHBAUM  
INCORPORATOR

**NOTARY PUBLIC**

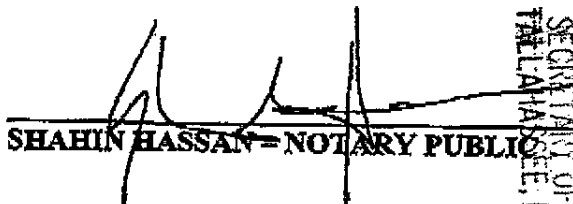
STATE OF FLORIDA  
COUNTY OF DADE

I HEREBY CERTIFY that the foregoing Articles of Incorporation were subscribed before me by the above persons who produces DRIVER'S LICENSE as proof of their identification on this 6TH day of AUGUST, 1998 in, MIAMI, FLORIDA, DADE COUNTY.

MY COMMISSION EXPIRES:



Shaheen Hassan  
My Commission CC573367  
Expires Jul. 28, 2000

  
SHAHEEN HASSAN - NOTARY PUBLIC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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