

N 98000006210

CONNOR H. SHIVERS, CLS
HOLLAND & KNIGHT 425-5657

Requestor's Name	
315 SOUTH CALHOUN STREET	
Address	
Tallahassee, Florida- 32301	
City/State/Zip	Phone #
	224-7000

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Florida East Coast-Transit Feasibility Organization, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
	Prakt
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	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation
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REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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OCT 30 1998 Examiner's Initials	
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**ARTICLES OF INCORPORATION OF
FLORIDA EAST COAST-TRANSIT FEASIBILITY ORGANIZATION,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

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The undersigned, acting as the incorporator of FLORIDA EAST COAST-TRANSIT FEASIBILITY ORGANIZATION, INC., under Chapter 617, Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, submit the following Articles of Incorporation.

ARTICLE I. GENERAL

Section 1. NAME. The name of the corporation shall be: FLORIDA EAST COAST-TRANSIT FEASIBILITY ORGANIZATION, INC.

ARTICLE II. ADDRESS

The address of the corporation's principal office is 1170 Lee Wagener Boulevard, Suite 111, Ft. Lauderdale, Florida 33315.

ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV. PURPOSE

(A) The corporation is organized and shall be operated exclusively for scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

(B) The corporation is authorized to promote, support and engage in activities carried on for scientific and/or educational purposes, by the direct conduct of such activities, including but not limited to, the following:

1. The planning and preparation of a study and a report concerning public transit and the options available for public transit in the future in the South Florida region and the Florida east coast corridor.
2. The implementation of public transit alternatives, which may be undertaken at the request of or on behalf or pursuant to agreements with governmental, nonprofit and /or private entities.

3. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

(C) In furtherance of its stated purposes, the corporation is further authorized: (1) to receive assistance, money (as dues or otherwise), real or personal property and any other form of grants, contributions, gift, bequest, or devise from any person, governmental entity or agency, firm, partnership, or corporation, to be utilized in the furtherance of the objects and purposes of this corporation and to enter into agreements or contracts for contributions or grants to the corporation for its objects and purposes; (2) to establish an office and employ such personnel and engage such consultants and professionals as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons; (3) to purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership; (4) to contract and be contracted with, to sue and be sued, and to adopt and use a corporate seal; and (5) to do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) and to the other limitations provided in these Articles of Incorporation.

ARTICLE V. MEMBERSHIP

The corporation shall not have members.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, a Board of Directors. The terms, manner of election and the number of Directors (which number shall not be less than three) shall be as provided in the bylaws. The names and addresses of the members of the corporation's initial board of directors are attached hereto as Exhibit A.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the corporation is Intrastate Registered Agent Corporation and the street address of the initial registered office of the corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are Robert J. Friedman, 701 Brickell Ave., Suite 3000, Miami, Florida 33131. The incorporator of the corporation assigns to the corporation his rights under Section 617.013, Florida Statutes, to constitute a corporation.

ARTICLE IX. DISSOLUTION

Upon the dissolution of the corporation and the winding up of its affairs, the assets of the corporation remaining after payment of or provision for claims against the corporation and expenses incidental to the dissolution shall be distributed exclusively to charitable, religious, scientific or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and the Treasury Regulations as they exist or as they may be amended. No part of the assets or net earnings of the corporation may be distributed or inure to the benefit of any individual.

ARTICLE X. DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION

(A) A director of the corporation shall not receive compensation for services as a director. An officer of the corporation shall not receive compensation for services as an officer. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the corporation that are reasonable in character and amount and approved for payment in the manner provided by the bylaws. These prohibitions shall not preclude payment of reasonable compensation to a director, officer, or duly appointed committee member for services rendered to the corporation in any other capacity.

(B) Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of or liable for willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the corporation in amounts determined from time to time by the Board of Directors.

(C) Any contract, whether for compensation or otherwise, or other transactions

between the corporation and one or more of its directors or officers, or between the corporation and any firm of which one or more of its directors or officers are shareholders, partners or employees, or in which they are interested, or between the corporation and any corporation, association, or partnership of which one or more of its directors or officers are shareholders, members, directors, officers, partners, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer, or officers, at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by vote of majority of the directors present. Such interested director or directors, officer or officers shall be counted in determining whether a quorum is present but shall not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE XI. CHARITABLE LIMITATIONS

This corporation shall not engage in any activities prohibited by Section 501(c)(3) of the Internal Revenue Code.

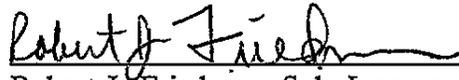
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the directors or officers of the corporation, or to any other private persons, except that the corporation shall be authorized and empowered (i) to pay reasonable compensation for services rendered to the corporation, and (ii) to make payments and distributions to persons who are qualified to receive same in furtherance of the corporation's charitable purposes as set forth herein. All of the net earnings and assets of the corporation shall be expended for the purposes stated in Section 501(c)(3) of the Internal Revenue Code.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of October, 1998.

A handwritten signature in cursive script, reading "Robert J. Friedman", written over a horizontal line.

Robert J. Friedman, Sole Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That FLORIDA EAST COAST-TRANSIT FEASIBILITY ORGANIZATION, INC. desiring to organize under the laws of the State of Florida with its initial registered office at 701 Brickell Ave., Suite 3000, Miami, Florida 33131, as indicated in the Articles of Incorporation, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act and Chapter 617, Florida Statutes, relative to keeping open the registered office.

INTRASTATE REGISTERED AGENT
CORPORATION



Steven H. Hagen, Vice President

FILED
98 OCT 30 PM 12: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

DIRECTORS

Dr. Ing. David N. Benjamin
1170 Lee Wagener Boulevard
Suite 111
Ft. Lauderdale, Florida 33315

William V. Keith
2400 E. Commercial Boulevard
Suite 315
Ft. Lauderdale, Florida 33308-4022

John Rude
630 N.E. 14th Avenue
Ft. Lauderdale, Florida 33304

Clare Vickery
816 S.E. 8th Street
Ft. Lauderdale, Florida 33316

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