

EDWARDS & CARSTARPHEN

A Partnership of Professional Associations

Attorneys & Consultants

DEBORAH MORDECAI EDWARDS

M. L. CARSTARPHEN*

CLAUDIO RIVERA

OF COUNSEL

KIRK DE LEON

* NOT LICENSED IN FLORIDA. LICENSED IN THE DISTRICT OF COLUMBIA AND NEBRASKA

2906 Douglas Road, Suite 201 • Coral Gables, Florida 33134
Tel: (305) 442-2249 • Fax: (305) 442-0266

1730 K Street N.W., Suite 304 • Washington, D.C. 20006
Tel: (202) 508-3653 • Fax: (202) 331-3759

November 24, 1998

Florida Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

000002688490--8
-11/16/98--01111--004
122.50 **78.75

Attn: Doris Brown
Document Specialist

Re: Incorporation of: Association of Urban Design Professionals, Inc.

Dear Ms. Brown:

Pursuant to your letter (copy attached) we have added the suffix to the name and have made the necessary revision to section VIII.

I would greatly appreciate it if you could fax me a copy of the certificate at (305) 442-0266 showing the filing number and filing date for the articles, so that I can order the corporate kit as time is of the essence.

I have enclosed a returned self-addressed pre-paid FedEx envelope to expedite the return of the filed articles.

Thank you for your assistance in this matter. Should you need to contact me, please call me at (305) 442-2249.

I do not anticipate any further changes needed, therefore should there be any problems with the enclosed articles please call me before returning same.

Sincerely,

Dulce Gomez

Dulce Gomez

dg

Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 11:44

789,513,703,2550
11/98-26239 *Dulce Gomez* GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art. VIII*
DATE *12/1/98*
DOC. EXAM *Doris Brown*

D. BROWN DEC 1 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 20, 1998

**DULCE GOMEZ
EDWARDS & CARSTARPHEN
2906 DOUGLAS RD., SUITE 201
CORAL GABLES, FL 33134**

SUBJECT: ASSOCIATION OF URBAN DESIGN PROFESSIONALS
Ref. Number: W98000026239

We have received your document for ASSOCIATION OF URBAN DESIGN PROFESSIONALS and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Article VIII states there will be FIVE director(s), whereas NONE is/are listed.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 598A00055800

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 11:44

ARTICLES OF INCORPORATION
OF
ASSOCIATION OF URBAN DESIGN PROFESSIONALS, INC.

I, the undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I
NAME

The name of this corporation is **ASSOCIATION OF URBAN DESIGN PROFESSIONALS, INC.** (the "Corporation").

ARTICLE II
ADDRESS

The address of the principal office and the mailing address of the Corporation is 1221 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE III
PURPOSE

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof). Furthermore, the purposes for which the Corporation is organized are to develop and nurture professional relationships and enhance growth opportunities between and for design professionals, and in so doing effect positive improvements in our community. The representation of design professionals in the public and private sectors in a manner that allows our members to achieve business opportunities and contribute to the development of our community's infrastructure.

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, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or any successor thereof).

ARTICLE IV **POWERS**

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.021 of the Florida Statutes. The Corporation's activities are limited by the provisions of Section 617.0105 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V **MEMBERS**

The initial members of the Corporation shall be:

Emmanuel Uche	John King	Basil Williams
President	Treasurer	Secretary
4128 North Miami Avenue	1011 Ives Dairy Road	1200 N.W. 78th Avenue
Miami, Florida 33127	Building 2, Suite 107	Suite 400
	Miami, Florida 33179	Miami, Florida 33126

ARTICLE VI **TERM OF EXISTENCE**

The Corporation is to exist perpetually.

ARTICLE VII **SUBSCRIBER**

The name and address of the subscribers to these Articles are as follows:

Architectural Design Consortium	PAWA Complex International
4128 North Miami Avenue	12938 S.W. 113 Court
Miami, Florida 33127	Miami, Florida
President, Emmanuel Uche	President, Dr. Emmanuel Nwadike
BND Engineers, Inc.	Civil CADD
1200 N.W. 78th Avenue, Suite 400	1011 Ives Dairy Road, Bldg.2, Suite 107
Miami, Florida 33126	Miami, Florida 33179
President, Basil S. Williams	President, John King

NDT Inc.,
671 N.W. 122nd Street
Miami, Florida 33168
President, Keith Jennings

EAC Consulting, Inc.
4601 Ponce de Leon Boulevard
Coral Gables, Florida 33134
President, Enrique Crooks

Judson & Partners
2730 S.W. 3 Avenue
Miami, Florida
President, Clyde Judson

ARTICLE VIII **BOARD OF DIRECTORS**

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist three (3) persons. The Board of Directors shall be appointed as provided in the bylaws of the Corporation. Following are the names and address of the persons who serve as the initial members of the Board of Directors of the Corporation until the full Board is duly elected:

Emmanuel Uche	Basil S. Williams
4128 North Miami Avenue	1200 N.W. 78th Avenue, Suite 400
Miami, Florida 33127	Miami, Florida 33126
John King - 1011 Ives Dairy Road, Bldg. 2, Ste. 107, Miami Florida 33179.	

Section 2. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

Section 3. The members shall elect all of the directors of this Corporation which directors may be, but shall not be required to be, officers, directors, members or employees of the members. The members shall also fill any vacancy on the Board caused by resignation, death or removal of any director.

Section 4. The Chairman of the Board of Directors of this Corporation shall be elected by majority vote of the Board of Directors of this Corporation immediately after the resignation or expiration of the term of office of any prior Chairman.

ARTICLE IX **BYLAWS**

Section 1. The Directors of this Corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the bylaws may be amended, altered or rescinded by a majority vote of the directors presents at any regular meeting or any special meeting called for the purpose.

Section 3. The bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the directors and the members. Specifically, the bylaws shall provide, among other things, as follows:

a. The Directors of the Corporation shall provided annual financial reports to or for the use of the members. Such financial reports shall include an income statement, a balance sheet, a detailed inventory of all investments and such information as will demonstrate a rate of return from those investments.

ARTICLE IX **AMENDMENT**

These Articles of Incorporation may be amended by a vote of the member present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE X **NO PERSONAL LIABILITY**

The directors, officers and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity.

The Corporation shall indemnify all of its officers, directors, and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

ARTICLE XI **DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the Corporation by contribution exclusively to any successor Corporation found by the members provided that such Corporation is an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof), at the time of dissolution of the Corporation. Any assets not so disposed of shall be contributed to one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

ARTICLE XII **PROHIBITION AGAINST PRIVATE BENEFIT**

No part of the net earnings of the Corporation shall insure to the benefit of, or be distributable to its members, directors, officers, other private persons or for-profit corporations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE XIII
REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the corporation are:

Basil S. Williams
Secretary
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned Incorporator has executed these of Incorporation this 13th day of November, 1998.



DEBORAH MORDECAI EDWARDS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 30 AM 11:44

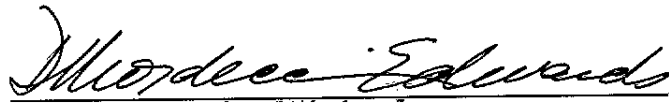
CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Association of Urban Design Professionals, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has named Deborah Mordecai Edwards, located at 2906 Douglas Road, Suite 201, City of Coral Gables, County of Miami-Dade, State of Florida 33134, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


DEBORAH MORDECAI EDWARDS