

# N99000001348

M.R. GENERAL SERVICES GROUP CORP.  
2093 SW 1<sup>ST</sup>. STREET MIAMI, FLORIDA 33135 - 305-644-9333-FAX-305-541-0985

February 25, 1999

KATHERINE HARRIS,  
SECRETARY OF STATE,  
FLORIDA DEPARTMENT OF STATE...DIVISION OF CORPORATIONS

P.O. BOX 6237  
TALLAHASSEE, FLORIDA 32314

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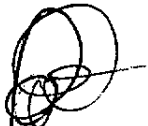
Dear Secretary:

Please send back to us those articles of incorporation of ALLAPATTAH DEVELOPMENT  
ASSOCIATION in order to complete the incorporation kid for this company.

*Colq.*

If you should have any question please call us,

Sincerely,



MANUEL RICHARDSON  
MANAGER

FILED  
99 MAR - 1 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Manuel Richardson*

GAVE

AUTHORIZATION BY PHONE TO  
CORRECT *Supply + inc. sign*

DATE *3-4-99*

*CB*

*3429*

## ARTICLE 1

FILED  
99 MAR - 1 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### Name of Corporation

A Florida nonprofit corporation named Allapattah Development Association<sup>Corp.</sup> has been established and its principal office is 2430 NW 36<sup>TH</sup> STREET # A, MIAMI FLORIDA 33142

### Section 2. Area to be Served

The United States of America, its territories.

## ARTICLE II

### Purposes

- 1) Improve the living standard of the resident of Allapattah
- 2) To promote cooperation and development between members and institutions of The community of Allapattah
- 3) To compile and distribute information to its members for their benefit; to aid and In addition, protect its members and do all things as are properly within the scope of such

3 Association for the welfare of its members and its community, as defined in Internal Revenue Code section 501

## **ARTICLE 111**

### **Membership**

Any individual, association, chamber of commerce, corporation, partnership, state or trust having a good faith interest in the objectives of the A.D.A. shall be eligible to apply For membership. An applicant shall become a member upon approval by the Executive Board of Directors and payment of the dues established by the A.D.A. Said membership shall be non-transferable.

#### **Section 1. Certificate of Membership**

The A.D.A may provide for the issuance of a certificate evidencing membership in the A.D.A which certificate shall be signed by the President and Secretary. The name Of each member and the date of issuance of the certificate shall be entered on the records Of the Association.

## Section 1 Dues

Membership dues, shall be paid in such amounts and shall be paid at such a time and

Place as may be prescribed from time to time by the Executive board of Directors.

## Section 3 Membership termination

Any membership set forth in Article IV may be terminated as follows:

- a. By written resignation from the member.
- b. By the president for the nonpayment of dues, prior to said termination , the A.D.A. shall give the member reasonable notice in writing of the default in the payment of Dues and the member shall have thirty (30) days thereafter to cure such default.  
The A.D.A. may extend the time set forth in this section for good cause.

# ARTICLE V

## Executive Board of Directors

Its Executive Board of Directors shall manage the Allapattah Development Association's affairs.

There shall be no less than five (5) and no more than fifteen (15) directors who will serve two (2) year terms. Directors shall not receive compensation for their services as directors.

## Section 1 Termination

Any director may resign by giving written notice to other directors; such written notice shall be mailed to the A.D.A. Office or send via faxes at the A.D.A. The resignation shall Be effective at the regular next meeting of the Executive Board of Directors. A director may be removed with or without cause by vote of the other directors, provided that at least 90 % of members of the Board vote for said termination. Replacement directors Will be proposed/nominated by the President or any other directors and will be voted By the directors.

A member of the Board shall be terminated from the Executive Board and lose all voting Rights when he or she shall be absent from three (3) consecutive, and/or a total of six (6) Meetings of the Board in a given year unless confined by illness, religious holiday, impending out of town travel or other absence approved by a majority of the Board at Any meeting thereof.

The Executive Board of Directors of the A.D.A. shall consist of a President, two (2) Vice Presidents, Treasurer, Vice treasurer, a Secretary, Vice Secretary. The members of The Executive Board of Directors of Allapattah Development Association shall be elected By the Executive Board of Directors.

## Section 2. Election of the Executive Board of Directors.

The actual procedure of having the election and the process for nominating candidates shall be set forth by resolution of the Executive Board of Directors.

## Section 3. Qualification of Executive Board of Member

No person shall be selected as director of the A.D.A. who also works as an employee/officer of the A.D.A.

# ARTICLE VI

## Meetings of the Executive Board of Directors

The Executive Board of Directors shall have monthly meetings for transacting such business as may come before the Executive Board. Special meetings

As needed, may be called by the President. Notice of the meeting should be given ten (10) days in advance either in writing or via fax and shall be reminded to each director via telephone a day or two prior. The Executive Board of Directors will have six (6) other meetings a year with the Advisory Board.

## Section 1, Quorum

A majority of the Directors present at any meeting (4) shall constitute the quorum for purposes of transacting any business of the A.D.A. A director may vote in person or By the proxy executed in writing. A proxy shall be valid for three (3) months from

The date of execution and is irrevocable. While a vote via telephonic communication shall not be allowed by any Executive Board meeting where the Board has established a

Place for such meeting, the President at his/her discretion may hold and Executive Board

Meeting via telephonic communication so long as (i) all board members can hear and be

Heard by all other board members participating in such meeting.

(ii) Enough Board members participate to constitute quorum, (iii)

all Board members who are available and

Desire to participate are included.

## Section 2. Conduct of meetings

Meetings shall be governed by these by-laws. The current edition of Robert's Rules of Order. However shall govern all questions of parliamentary procedures

All conduct and parliamentary procedures shall not be inconsistent with these by-laws

Alternatively, the articles of Incorporation.

## ARTICLE VII

### Executive Board of Directors

#### President

The president shall have the right to vote at all meetings of the Board. The President shall also direct, at each meeting of the Board, one Board member, or any other director

Or person present to act as the official secretary during the absence of the Secretary of

That meeting only. The President shall supervise A.D.A activities and operations. He/she shall preside all the meetings and shall keep the Board informed concerning the

Activities of the A.D.A. He/she may sign, in the name of the A.D.A, all contracts, documents, checks and drafts authorized by the Board. He/she shall have the authority To stablish comities and to appoint member to serve in such comities

## **ARTICLE VIII**

### **INCORPORATORS:**

The names and address of the incorporators to these articles of incorporation are:

LUIS FRIAS,  
JUAN RAMIREZ,  
TIRSO URBAEZ,  
MANUEL RICHARDSON,  
2430 NW 36<sup>TH</sup>. STREET #A, MIAMI FLORIDA 33142



**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

The undersigned MANUEL RICHARDSON, having been designated as Registered Agent in the above and foregoing articles of Incorporation, is familiar with and accepts the obligations of the Position of Registered Agent under Section 607-0505 of Florida Statutes.



**MANUEL RICHARDSON**

Incorporator  
2430 N.W. 36th Street, #A  
Miami, Florida 33142

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAR - 1 PM 12:55

**FILED**