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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-06/03/99--01002--019
***516.25 ***516.25

SUBJECT: NORTHEAST MIAMI WOMAN'S CLUB, Inc.

Enclosed is an original and one(1) copy of Reinstatement/Reincorporation and a check for :

FEES:

| | |
|-------------------------------------|----------|
| Filing Fee | \$35.00 |
| Registered Agent | \$35.00 |
| Annual Reports 1993 through present | \$428.75 |

FILED
99 JUN -3 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OPTIONAL:

Certified Copy \$8.75 (plus \$1 per page over 8, not to exceed a maximum of \$52.50)
Certificate of Status \$8.75

FROM: ANDREW L. SIPOS, JR. ESQ.
Name (Printed or typed)

250 BIRD ROAD, SUITE 302
Address

CORAL GABLES, FL 33146
City, State & Zip

305 446-7333
Daytime Telephone number

Andrew GAVE
AUTHORIZATION BY PHONE TO
CORRECT add Corp. Suffix
DATE 6/4
DOC. EXAM BC

12/4/99
[Signature]

APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT CORPORATION

IN COMPLIANCE WITH s. 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992, PURSUANT TO s. 617.1623(1)(c):

1. NORTHEAST MIAMI WOMAN'S CLUB
Name of corporation exactly as it appears in legislative or judicial charter.

2. 454 N.E. 58th STREET, MIAMI, FL 33137
Street address of the principal office of the corporation.
(This address will be used for the mailing of corporation annual reports)

3. JULY 18, 1936
Date of legislative or judicial incorporation

4. FEI Number _____
- FEI Number applied for
 FEI Number not required

5. Name, address (P. O. Box NOT acceptable) and title of current officers and/or directors:
(use additional page if necessary)

| Title | Name | Street Address | City/State/Zip |
|-------|--------------------|-----------------------|-------------------|
| PRES. | CHARLOTTE COXE | 833 N.E. 72nd STREET | MIAMI, FL 33137 |
| VP | MOYSE SMITH | 580 N.E. 58th STREET | MIAMI, FL 33137 |
| VP | MAXINE MUNK-MADSEN | 5756 AZALEA STREET | MIRAMAR, FL 33028 |
| SECTY | GENEVIEVE DOMPKE | 12005 N.E. 7th AVENUE | MIAMI, FL 33180 |
| TREAS | MARIE GREULICH | 442 N.E. 76th STREET | MIAMI, FL 33138 |

6. Attached is a copy of the judicial charter and all amendments thereto certified by the Circuit Court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.

Charlotte Cox
Authorized Signature

Charlotte Cox, President
Name and capacity of person signing application
(see S. 617.10201(6))

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IN RE THE INCORPORATION OF
NORTH MIAMI WOMAN'S CLUB

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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TALLAHASSEE, FLORIDA

We, the undersigned, wishing to form, among ourselves, our associates and our successors, a debating and literary society, library company, benevolent and charitable association and a scientific institution of learning, do hereby associate ourselves together as a corporation, not for profit, in accordance with Article I, Chapter 5, of Title 5, of the Fourth Division of the Compiled General Laws of the State of Florida, 1927, being Sections 6435 and subsequent of the same.

1. The name of the corporation shall be:

"NORTH MIAMI WOMAN'S CLUB"

and shall be located in Miami, Dade County, Florida.

2. The object of the Club shall be the promotion of civic and educational improvement and socialibility.

3. Any white woman of good moral character and reputation who is endorsed by two members of said Club and who shall be approved by a majority vote of the Board of Directors, shall be admitted to membership upon the payment of dues, subject to such further conditions as may be imposed by the By-Laws.

4. Said corporation shall exist for ninety-nine years.

5. The names and residences of the subscribers to this charter are as follows:

Mrs. L. J. McCaffrey, 5937 N. E. 6th Avenue, Miami, Florida
 Mrs. W. F. May, 8239 N. E. 8th Place, Miami, Florida
 Mrs. A. B. Beddow, 744 N. W. 77th Terrace, Miami, Florida
 Mrs. T. A. Butler, 151 N. E. 82nd Terrace, Miami, Florida
 Miss Grace B. Schill, 70 N. E. 49th Street, Miami, Florida
 Mrs. E. H. O'Neal, 484 N. E. 57th Street, Miami, Florida
 Mrs. Johnson B. Pace, 130 N. E. 44th Street, Miami, Florida
 Mrs. Vernon J. Posey, 100 N. E. 88th Street, Miami, Florida
 Mrs. M.L. Heiss, 65 N. E. 90th Street, Miami, Florida

6. The affairs of the corporation shall be managed by a President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Corresponding Secretary, a Treasurer and Two Directors and an Auditor, who shall be elected in accordance with the provisions of such By-Laws as may be adopted, upon the second Tuesday in April, of each year.

7. The names of the officers who are to manage all the affairs of the corporation until the first election under the Charter are as follows:

| | |
|-------------------------|---|
| President | Mrs. L. J. McCaffrey 5937 N. E. 6th Avenue Miami, Florida |
| First Vice-President | Mrs. W. F. May 8239 N. E. 8th Place Miami, Florida |
| Second Vice-President | Mrs. A. B. Beddow 744 N. W. 77th Terrace Miami, Florida |
| Recording Secretary | Mrs. T. A. Butler 151 N. E. 82nd Terrace Miami, Florida |
| Corresponding Secretary | Mrs. E. H. O'Neal 484 N. E. 57th Street Miami, Florida |
| Treasurer | Miss Grace B. Schill 70 N. E. 49th Street Miami, Florida |
| Auditor | Mrs. Johnson B. Pace 130 N. E. 44th Street Miami, Florida |

8. The By-Laws of said corporation shall be made, altered or rescinded by a Board of Directors composed of nine (9) persons, seven (7) of whom shall be officers of said corporation and the remaining two (2) members of which shall be elected annually at the time provided for the election of officers, in accordance with the provisions of such By-Laws as may be adopted.

9. The highest amount of indebtedness or liability to which the corporation may subject itself shall be \$100,000.00.

10. The amount and value of the real estate which the corporation may hold shall be \$200,000.00.

Mrs. L. J. McLaughlin (SEAL)

Mrs. W. F. May (SEAL)

Mrs. A. B. Bedden (SEAL)

Mrs. P. A. Butler (SEAL)

Mrs. M. B. Schmitt (SEAL)

Mrs. E. H. O'Neal (SEAL)

Mrs. John H. Pace (SEAL)

Mrs. H. K. Lewis (SEAL)

Mrs. Wm. J. Gray (SEAL)

Subscribed and sworn to before me this 17th day of July, A. D. 1936, by each of the subscribers and by Mrs. L. J. McCaffrey, as President, who each stated that the foregoing was executed in good faith and with the intention of carrying out the purposes and objects set forth therein.

[Signature]
NOTARY PUBLIC
State of Florida at Large
My Commission Expires 5/25/39



STATE OF FLORIDA, COUNTY OF DADE

I HEREBY CERTIFY that the foregoing is a true and correct copy of the original as the same is in this office. 7126 AD 19 99

HARVEY RUVIN, CLERK, of Circuit and County Courts
Deputy Clerk *[Signature]*



approved this 18th July 1936
[Signature]
Circuit Judge

State of Florida - County of Dade
This instrument was filed for record the 18th day of July
1936 at 9:25 A. M. and duly recorded in Book 43
Page 257 File No. 36068
E. B. LEATHERMAN
Clerk Circuit Court
[Signature]

IN THE CIRCUIT COURT OF THE ELEVENTH JUDICIAL CIRCUIT OF FLORIDA, IN AND FOR DADE COUNTY.

No.

IN RE: NORTHEAST MIAMI WOMAN'S CLUB, MIAMI, DADE COUNTY, FLORIDA.

ORDER TO CHANGE NAME

This cause coming on this day to be heard upon the verified petition of the NORTH MIAMI WOMAN'S CLUB for a change of name of said corporation to "NORTHEAST MIAMI WOMAN'S CLUB" and the Court being fully advised in the premises, it is therefore

ORDERED, ADJUDGED AND DECREED that the name of the NORTH MIAMI WOMAN'S CLUB should be and is hereby changed to " NORTHEAST MIAMI WOMAN'S CLUB ".

DONE, ORDERED, ADJUDGED AND DECREED at Miami, Florida in chambers this 14 day of March A. D. 1949.

[Handwritten signature of Judge]

Judge of the Circuit Court

STATE OF FLORIDA, COUNTY OF DADE

HEREBY CERTIFY that the foregoing is a true and correct copy of the original as the same is in this office.

HARVEY RUVIN, CLERK, of Circuit and County Courts

Deputy Clerk



State of Florida, County of Dade.

This instrument was filed for record the 14 day of March 1949 at 10:22 AM and duly recorded in Book 62 on Page 410 File No. Y 3233

E. B. LEATHERMAN, Clerk Circuit Court

By [Signature] D.C.

CERTIFICATE OF REINCORPORATION

Pursuant to s. 617.0901, Florida Statutes, this certificate of reincorporation was duly authorized by a meeting of its members regularly called or by a meeting of its board of directors if there were no members entitled to vote on the reincorporation:

ARTICLE I NAME

The name of the corporation shall be:
NORTHEAST MIAMI WOMAN'S CLUB, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:
454 N.E. 58TH Street
Miami, FL 33137

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized:

A debating and literary society, library company, benevolent and charitable association and a scientific institution of learning.

ARTICLE IV REGISTERED AGENT AND STREET ADDRESS

The name and street address of the registered agent are:

Andrew L. Sipos, Jr. Esq.
250 Bird Road, Suite 302
Coral Gables, FL 33146

ARTICLE V MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

Majority vote of the members at the annual meeting held upon the second Tuesday in April, of each year.

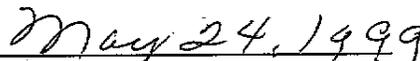
ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Charlotte Coxe
833 N.E. 72nd Street
Miami, FL 33137

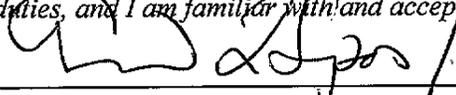


Signature/Incorporator

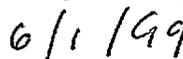


Date

Having been named as registered agent and to accept service of process for this corporation at the place designated in these 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent



Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA