

N990000003756

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Residents Against
Overdevelopment in
Key Biscayne, Inc.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF

RESIDENTS AGAINST OVERDEVELOPMENT IN KEY BISCAYNE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be **RESIDENTS AGAINST OVERDEVELOPMENT IN KEY BISCAYNE, INC.**

The principal address of the corporation at the time of incorporation is 201 Crandon Boulevard, Suite 641, Key Biscayne, Florida 33149.

ARTICLE II. DURATION

The duration of this corporation is perpetual.

Corporate existence shall commence on date these articles of incorporation are filed by the Department of State.

ARTICLE III. PURPOSES

(a) The specific and primary purpose for which this corporation is organized is to maintain the character, common good, safety and the quality of life guaranteed by the Key Biscayne Master Plan of the Village of Key Biscayne, Florida. The not for profit corporation will raise funds to pay legal and advertising costs associated with challenging the approval of zoning no. Z-06-98 (at 200/240 Crandon Boulevard, Key Biscayne, Florida) which required prior Master Plan Amendments to be in compliance with the Florida Growth Management Act, and which will increase residential density on Key Biscayne; and to challenge any amendments to the 1995 Master Plan which will increase residential density of Key Biscayne.

(b) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) through (b) of this Article III.

ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 201 Crandon Boulevard, Suite 641, Key Biscayne, Florida 33149. The name of the corporation's initial registered agent at the corporation's registered office is CONCHITA SUAREZ.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following five (5) persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Conchita Suarez | 201 Crandon Boulevard Suite 641 Key Biscayne, FL 33149 |
| Jacqueline De Leon | 650 Ocean Drive #5B Key Biscayne, FL 33149 |
| Mark E. Fried | 360 Glenridge Road Key Biscayne, FL 33149 |
| Dr. Luis Arias | 100 Hampton Lane Key Biscayne, FL 33149 |
| George Leser | 255 Sunrise Drive Key Biscayne, FL 33149 |

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This corporation is organized under a nonstock basis.

The corporation is a not for profit corporation as defined by the Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of not less than five (5) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the Board of Directors.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is :

Conchita Suarez
201 Crandon Boulevard
Suite 641
Key Biscayne, FL 33149

ARTICLE X. INCOME FROM PUBLIC EVENTS

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by nonmembers will be paid over to an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XI. BYLAWS

Bylaws will be hereafter adopted at the first meeting of the board of directors. Such bylaws may be amended, repealed, in whole or in part, by the Directors, in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

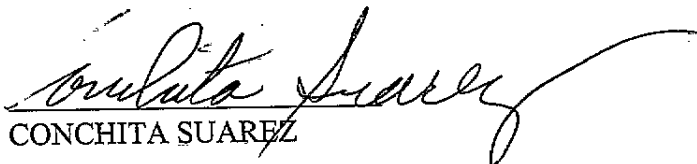
ARTICLE XII. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

ARTICLE XIII. DISTRIBUTION ON DISSOLUTION

In the event of dissolution, any remaining funds shall be returned to the contributors in the percentage of their participation.

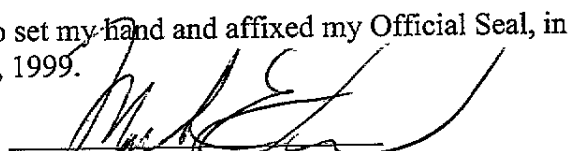
In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on June ____, 1999.


CONCHITA SUAREZ

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared, **CONCHITA SUAREZ**, to me personally known to be the one of the persons who subscribed to the foregoing Articles of Incorporation of **RESIDENTS AGAINST OVERDEVELOPMENT IN KEY BISCAYNE, INC.**, and she acknowledged before me that she did freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid, this 17 day of June, 1999.


NOTARY PUBLIC

State of Florida at Large



CERTIFICATE OF REGISTERED AGENT

OF

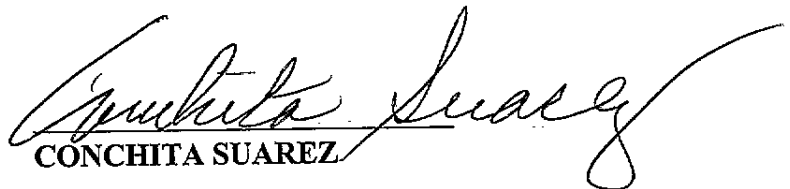
RESIDENTS AGAINST OVERDEVELOPMENT IN KEY BISCAYNE, INC.

In pursuant of Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

That **RESIDENTS AGAINST OVERDEVELOPMENT IN KEY BISCAYNE, INC.** is desiring to organize under the laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation at the Village of Key Biscayne, County of Miami-Dade, State of Florida, and has named CONCHITA SUAREZ, 201 Crandon Boulevard, Suite 641, Key Biscayne, Florida 33149, as its Registered Agent to accept service of process within the 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.


CONCHITA SUAREZ

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CLERK OF COURT
TALLAHASSEE, FLORIDA