

TRANSMITTAL LETTER

N/9900003865

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

SUBJECT: South Dade Transport Corporation
(Proposed corporate name - must include suffix)

000002900960--2
-06/10/99--01079--008
*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Ty Harris
Name (Printed or typed)

200 S Biscayne Blvd. Ste. 850
Address

miami, FL 33131
City, State & Zip

Daytime Telephone number

FILED
09 JUN 23 PM 5:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

TS 6/23/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 11, 1999

TY HARRIS
200 S. BISCAYNE BLVD., STE. 850
MIAMI, FL 33131

SUBJECT: SOUTH DADE TRANSPORT CORPORATION
Ref. Number: W99000013755

We have received your document for SOUTH DADE TRANSPORT CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 499A00031736

ARTICLES OF INCORPORATION
OF
SOUTH DADE TRANSPORTATION CORPORATION

We, the undersigned, being desirous of forming a corporation for the public purposes of promoting and developing transportation facilities pursuant to Chapter 6 Florida Statutes, and Chapter 88-271, Laws of Florida , and each being at least 18 years of age and a qualified Florida elector, do hereby recite the following:

ARTICLE I

AUTHORIZATION

The Florida Department of Transportation, (hereinafter referred to as "Department") has specifically authorized the corporation to act on its behalf, as limited by a contract between the Department and South Dade Transportation Corporation, and has approved these articles of incorporation. This provision has been included assuming the Department's approval of the articles of incorporation, in order to ensure that these articles of incorporation satisfy applicable legal requirements.

ARTICLE II

NAME OF CORPORATION

The name of the corporation shall be South Dade Transportation Corporation with principal place of business located at 24420 S. Dixie Highway, Princeton, Florida 33032.

ARTICLE III

EXISTENCE

This is a Florida Transportation Corporation formed with the approval of the Department, for the specific purposes of acting on behalf of the Department pursuant to a

FILED
99 JUN 23 PM 5:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

written contract therewith in connection with an exclusive Busway lane and related improvements thereof, to an existing transportation facility on the State highway system (hereinafter referred to as the "Project"):

A premium transit facility to be located adjacent to U.S. #1/State Road #5 in southwest Dade County extending from SW 200th Street to SW 344th Street.

Project Nos.: WPI 6114311, WPI 6114352,
WPI 6114353, WPI 6810309

This corporation will be specifically authorized to act on behalf of the Department in a manner consistent with Section 339.412, Florida Statutes, only pursuant to contract with the Department. This corporation shall exist, commencing upon the filing with the Florida Department of State, and shall continue until dissolved as herein provided.

ARTICLE IV

PURPOSES

This corporation may engage in any activity permitted under the laws of the United States and the State of Florida, and is authorized to act on behalf of the Department only pursuant to written contract with the Department, for the specific purposes relating to the transportation Project as described herein, and in the best interests of the State:

1. To secure and obtain rights-of-way and assist in the planning and design.
2. To act on behalf of the Department for promotion and development.

ARTICLE V

MEMBERS

The only members of this corporation shall be its Directors named herein, or their successors in office.

ARTICLE VI

REGISTERED AGENT

The name of the initial registered agent and the street address of the initial registered office are: Mr. Rene Infante, 24420 S. Dixie Highway, Princeton, Florida 33032.

ARTICLE VII

DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three persons, each of whom shall be appointed by the Secretary of the Department. The initial members of the Board of Directors, appointed by and each to serve at the pleasure of the Secretary of the Department, for a term not to exceed 4 years, are as follows:

Mr. Guarione Diaz
1223 S.W. 4th Street
Miami, Florida 33135

Mr. Otis Wallace
404 W. Palm Drive
Florida City, Florida 33034

Mr. Rafael Sosa
6835 S.W. 94th Court
Miami, Florida 33173

Mr. Raul Masvidal
2151 LeJeune Road
Coral Gables, Florida 33134

Mr. Rene Infante
24420 S. Dixie Highway
Princeton, Florida 33032

Mr. O'Neil McGrew
13990 S.W. 264th Street
Miami, Florida 33032

Ms. Karen Esty
14445 S.W. 200th Street
Perrine, Florida 33177

Mr. Ron Jefferson
20505 S. Dixie Highway
Cutler Ridge, Florida 33189

Mr. John Martinez
9491 SW 97th Street
Miami, Florida 33176

Directors may be removed from office and replaced by the Secretary of the Department at his/her discretion, and shall serve without compensation except for reimbursement of actual expenses incurred in the performance of their duties pursuant to Section 112.061, Florida Statutes, as may be amended from time to time.

ARTICLE VIII

INCORPORATORS

The names and addresses of the initial incorporators hereof are:

Mr. Guarione Diaz
1223 S.W. 4th Street
Miami, Florida 33135

Mr. Raul Masvidal
2151 LeJeune Road
Coral Gables, Florida 33134

Mr. Rene Infante
24420 S. Dixie Highway
Princeton, Florida 33032

ARTICLE IX

BY-LAWS

The members of the Board of Directors of the corporation shall adopt initial By-Laws for the conduct of the corporation's business and the carrying out of its purposes as they deem necessary or desirable and as approved by the Department. Upon proper notice, the By-Laws may be amended, altered, or repealed by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose, subject to the approval of the Department.

ARTICLE X

AMENDMENTS

The Articles of Incorporation of this corporation may be amended by a majority of the members of the corporation at any annual meeting or at any special meeting called for that purpose, subject to the approval of the Department. The Articles of Incorporation shall be amended as directed by the Department.

ARTICLE XI

NON-PROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons or interest, 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 of the corporation. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1954 or the

corresponding provision of any future United States Internal Revenue Law), 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. Notwithstanding any other provision in these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII

DISSOLUTION

(a) Whenever the Board of Directors of the corporation determines by resolution that the purposes for which the corporation has been formed have been substantially completed and all obligations of the corporation have been fully paid, the members of the Board shall, with the approval of the Department, thereupon dissolve the corporation as provided by law; or

(b) The corporation shall be dissolved at any time the Department may require, in the Department's sole discretion and pursuant to rule; provided, however, that any dissolution required by the Department shall be subject to the constitution and laws of the State of Florida regarding the impairment of any contracts entered into by the corporation; or

(c) The corporation shall be dissolved pursuant to law upon completion or termination of its contract with the Department.

ARTICLE XIII

TRANSFER OF ASSETS

Upon the dissolution of the corporation, whether instituted by the Department or by the Board of Directors of the corporation, the dissolution shall transfer the title to all funds, properties, and other assets then owned by the corporation to the Department.

ARTICLE XIV

NOTICES OF MEETINGS; OPEN RECORDS

(a) The Board of Directors shall file notices of each meeting of the Board in the same manner required of a state governmental body pursuant to Section 286.0105, Florida Statutes, as may be amended from time to time (Exhibit A).

(b) The Board of Directors shall be subject to the provisions of Section 286.011, Florida Statutes, as may be amended from time to time (Exhibit B).

ARTICLE XV

MISCELLANEOUS

(a) The initial fiscal year of the corporation shall begin upon commencement of existence, and end on June 30, 1999; thereafter, each fiscal year of the corporation shall begin on July 1st and end on the following June 30th.

(b) The corporation shall provide an annual audit prepared by a Certified Public Accountant, and a management letter to the Department, and shall be subject to financial and compliance audits by the Department and the Florida Auditor General.

(c) The Department may require, in its sole discretion, and pursuant to rule, the alteration of the structure, organization, programs, or activities of the corporation.

IN WITNESS WHEREOF, we, the undersigned incorporators have hereunto set our hands and seals this 7th day of May, 1999, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

Guarione Diaz (Seal)
GUARIONE DIAZ

Rene Infante (Seal)
RENE INFANTE

Raul Masvidal (Seal)
RAUL MASVIDAL

STATE OF FLORIDA

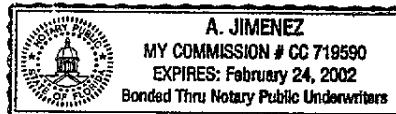
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared G. DIAZ, R. Infante, and R. Masvidal, to me known to be the persons described in and who executed the foregoing instrument and acknowledged before me that they executed same.

WITNESS my signature and official seal in the county and state aforesaid this 7th day of May, 1999.


A. Jimenez
NOTARY PUBLIC

My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

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 provision of said Act relative to keeping open said office.

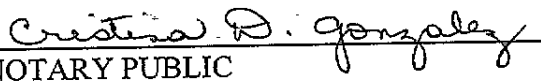

(Registered Agent)

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared RENE INFANTE to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed same.

WITNESS my signature and official seal in the county and state aforesaid this 10th day of May, 1999.

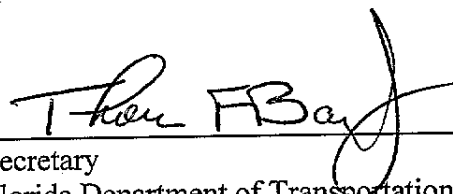

NOTARY PUBLIC

My Commission Expires:



APPROVAL OF DEPARTMENT

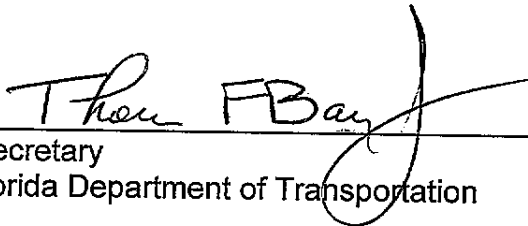
The Florida Department of Transportation hereby approves these Articles of Incorporation, authorizes the South Dade Transportation Corporation to act on its behalf as set forth herein, upon execution of a written contract, and appoints the initial members of the Board of Directors as named herein.


Secretary
Florida Department of Transportation

99 JUN 23 PM 5:17
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVAL OF DEPARTMENT

The Florida Department of Transportation hereby approves these Articles of Incorporation, authorizes the South Dade Transportation Corporation to act on its behalf as set forth herein, upon execution of a written contract, and appoints the initial members of the Board of Directors as named herein.


Secretary
Florida Department of Transportation