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October 26, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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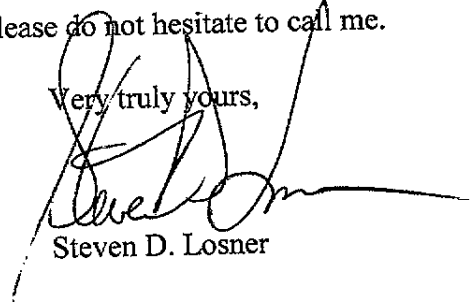
**Re: *Washington Avenue Merchants Fiesta, Inc.,
a Florida not for profit corporation***

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$78.75 representing your filing fee and fees for certified copies. Accordingly, a self-addressed, stamped envelope has been provided for your convenience in returning the certified copy to my office.

Should you have any questions, please do not hesitate to call me.

Very truly yours,



Steven D. Losner

FILED
99 OCT 28 AM 8:39
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

SDL/tao
Encl.

OB
11-1-99

ARTICLES OF INCORPORATION OF
WASHINGTON AVENUE MERCHANTS
FIESTA, INC

99 OCT 28 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned person acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation, as set fourth in chapter 617 of the Florida statue, adopts the following articles of incorporation for such corporation.

ARTICLE I - NAME

The name of the corporation is Washington Avenue Merchants Fiesta, Inc.

ARTICLE II - EFFECTIVE DATE

Corporate existence shall begin upon the filing of the Articles with the secretary of the state of Florida

ARTICLE III - DURATION

The corporation shall have perpetual duration

ARTICLE IV - PURPOSES

The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Sections 501 (C) (3) of the Internal Revenue code of 1986 (or corresponding provision of any future United States Internal Revenue law) and more specifically:

- (a) To plan, support and implement an annual Homestead Pride Street Festival for the purpose of unifying and showcasing the cultural and ethnic diversity of the area;
- (b) To promote and market Washington Avenue and the Homestead, Florida downtown historic business district as a clean, safe, attractive and profitable area to do business, reside and take advantage of higher educational opportunities;
- (c) To cooperate with the City of Homestead, Chamber of Commerce, Main Street Commerce and other civic, economic and religious enterprises in the physical improvement and beautification of the area.
- (d) To hold meetings, forums and other activities for Washington Avenue Merchants to identify, discuss and reach consensus on the resolution of common issues and concerns.

- (e) To solicit and receive and administer funds for educational purposes and to take and hold bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or corporation, any property, real personal, tangible, or intangible, or any undivided interest therein, without limitations as to the amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the corporation's directors, will best promote the purposes of the corporation without limitation, except such limitation, if any as may be contained in the instrument under which such property is received, the bylaws of the corporation, or any laws applicable thereto.

In addition, in furtherance but not in limitation thereof:

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of the its activities. The corporation shall not engage in any transaction or permit any act or omission, which shall operate to deprive it of its tax-exempt status under Section 501 (c) (3) of the code. The corporation shall not in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office, nor shall it engage in any "prohibited transaction" as defined in Section 503 (b) of the Internal Revenue code of 1986. In the event of dissolution or liquidation of the corporation, any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in Code Section 501 (c) (3) as the Board of Directors shall determine, such assets to be used for purposes consistent with those described in the immediately preceding subparagraphs letters (a) through (e).

No part of the net earnings of the corporation shall insure to the benefit of any member of the corporation or other private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the corporation shall be distributed or indirectly to any member of the corporation except in fulfillment of its charitable and education purposes enumerated herein.

The corporation also has such powers as are now or may hereafter be granted under the laws of the State of Florida that are furtherance of the corporation's exempt purposes within the meanings of Sections 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax codes.

ARTICLE V – CORPORATE ADDRESS

The initial street address of the principal office of the corporation shall be 625 Washington Avenue, Homestead, Florida 33030, and the initial mailing address of the corporation shall be P.O. BOX 900965, Homestead, Florida 33030.

ARTICLE VI - MEMBERSHIP

The corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. Qualifications for membership shall be set forth in the bylaws.

ARTICLE VII – REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 12725 SW 218 Street Miami, Florida 33170. The name of its initial registered agent at such address is Roy G. Phillips.

ARTICLE VIII – BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The numbers of Directors of the corporation shall be set fourth in the bylaws but shall not be less than the minimum number required by state law and, initially, shall be (3). The term of office and manner of selecting and removing Directors shall be set forth in the bylaws. The initial Directors shall be:

Roy G. Phillips
12725 SW 218 Street
Miami, Florida 33170



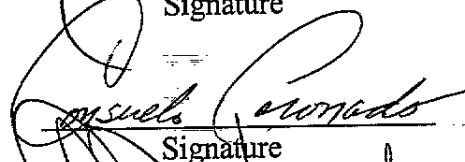
Signature

Jaime Guiets
2010 SW 76 Court
Miami, Florida 33155



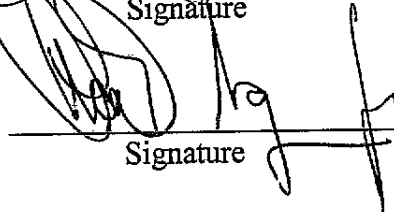
Signature

Consuelo Coronado
625 Washington Avenue
Homestead, Florida 33030



Signature

Charles Agero
204 Washington Avenue
Homestead, Florida 33030



Signature

ARTICLE IX – MEETINGS

Regular Board of Directors meetings shall be held at a time and place specified by the President or at such place or places as the Board of Directors may designate from item to time by resolution.

ARTICLE X – ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of Directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of Directors without a meeting and

that the articles of incorporation authorize the Directors to so act. Such a statement shall be facie evidence of such authority.

ARTICLE XI – INCORPORATOR

The name and address of the incorporator is:

Roy G. Phillips
12725 SW 218 Street
Miami, Florida 33170

ARTICLE XII – OFFICERS

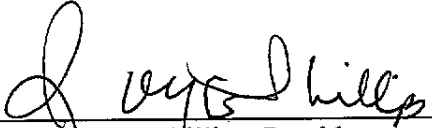
The corporation shall have the following officers: President, Vice President, Executive Director, Treasurer, Vice Treasurer, Secretary, Parliamentarian and such other officers as the bylaws of this corporation may authorize. The qualifications, duties, method of selection and term of office for each officer shall be as set forth in the bylaws.

ARTICLE XIII – BYLAWS

The bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, in accordance with the procedures set forth in the bylaws. Until bylaws shall be adopted providing for an alternative procedure, such action may be by a resolution of the Board of Directors.

ARTICLE XIV – AMENDMENTS

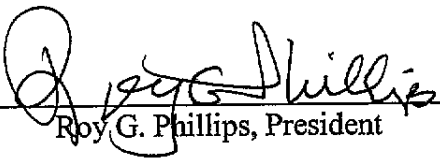
These articles of incorporation may be amended by affirmative vote of two thirds of the total membership of the Board of Directors or, alternatively, as provided by law. The undersigned natural person, being the incorporator of this corporation for the purpose of formation this not for profit corporation under the Laws of Florida, have executed these articles of incorporation on October 20, 1999.



Roy G. Phillips, President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Washington Avenue Merchant Fiesta, Inc., a Florida corporation authorized to transact business in this State having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agents under Section 607.0505, Florida Statutes.



Roy G. Phillips, President

FILED
99 OCT 28 AM 8:40
TAMPA COUNTY FLORIDA