

P140000037357

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☐ PICK-UP

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(Business Entity Name)

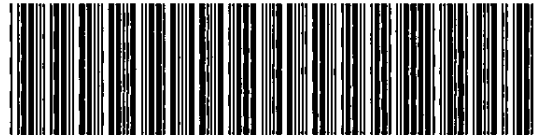
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Special Instructions to Filing Officer:

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14 APR 24 AM 8:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1111-9539

MD 4/28

COVER LETTER

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

SUBJECT: MIA Business Ventures, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: Thomas P. Abbott Office of the County Attorney

Name (Printed or typed)

Miami International Airport, Terminal Building Concourse D 4th Floor

Address

4200 NW 21st Street Miami FL 33122

City, State & Zip

305-876-7040

Daytime Telephone number

tabbott@miami-airport.com

E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 13, 2014

THOMAS P ABBOTT
MIAMI INTERNATIONAL AIRPORT
4200 NW 21ST ST., CONOURSE D, 4TH FLOOR
MIAMI, FL 33122

SUBJECT: MIA BUSINESS VENTURES, INC.
Ref. Number: W14000009539

We have received your document for MIA BUSINESS VENTURES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Florida law requires any business entity serving in the capacity of a registered agent to have an active registration or filing on our records.

Please return the corrected 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) 245-6052.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 914A00003317



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 10, 2014

THOMAS P ABBOTT ***2ND MAILING***
OFFICE OF THE COUNTY ATTORNEY
4200 N.W. 21ST ST., 4TH FLOOR
MIAMI, FL 33122

SUBJECT: MIA BUSINESS VENTURES, INC.
Ref. Number: W14000009539

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Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 914A00003317

COVER LETTER

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New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: **THOMAS P. ABBOTT, OFFICE OF THE COUNTY ATTORNEY**

Name (Printed or typed)

Miami International Airport, Terminal Building Concourse D 4th Floor

Address

P.O. Box 025504 Miami, Florida 33102-5504

City, State & Zip

305-876-7040

Daytime Telephone number

tabbott@miami-airport.com

E-mail address: (to be used for future annual report notification)

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

**COUNTY ATTORNEY
MIAMI-DADE COUNTY, FLORIDA**



Thomas P. Abbott
tabbott@miami-airport.com

AVIATION DEPARTMENT
P.O. BOX 025504
MIAMI, FLORIDA 33102-5504
Phone: (305) 876-7040
Fax: (305) 876-7294

April 21, 2014

Ms. MaryAnne Dickey
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Dickey:

Per our conversation enclosed is a replacement of the Articles of Incorporation for MIA Business Ventures, Inc., a corporation created by Miami-Dade County under Section 125.012(26), F.S., that includes the changes we understand your office requires.

Feel free to send your comments to us by mail, by email to tabbott@miami-airport.com, or by fax to 305-876-7294.

Thank you very much.

Sincerely,

A handwritten signature in black ink, appearing to read "T. P. Abbott", is written over a horizontal line.

Thomas P. Abbott

MIA BUSINESS VENTURES, INC.

ARTICLES OF INCORPORATION

UNDER

CHAPTER 607, FLORIDA STATUTES

FILED
14 APR 24 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: Name

The formal name of the corporation shall be "MIA Business Ventures , Inc." For business and marketing purposes, the corporation may be referred to informally as "MIA BV."

ARTICLE II: Place of Business; Registered Office

- A. The principal place of business for the corporation shall be at the Miami International Airport in Miami, Florida, whose street address is the following:

MIA Business Ventures, Inc.
Terminal Building
Concourse E, 6th Floor
Miami International Airport
4200 N.W. 21st Street
Miami, Florida 33122

- B. The post office address, as may be amended from time to time, shall be MIA Business Ventures, Inc., PO Box 025504, Miami, Florida 33102-5504.

- C. The corporation's registered office shall be:

Office of the County Attorney
Terminal Building
Concourse D, 4th Floor
Miami International Airport
4200 N.W. 21st Street
Miami, Florida 33122

ARTICLE III: Authorized Shares of Common Stock; Non-voting stock

- A. The corporation may issue up to 100 shares of voting common stock. The par value of each share shall be one dollar (\$1.00). Only the holders of voting common stock shall have voting rights.
- B. Such 100 shares of voting common stock shall be issued solely and exclusively to Miami-Dade County (the "County"). Such stock shall be issued in the name of "Miami-Dade County" or the "Board of County Commissioners of Miami-Dade County," as may be appropriate and as may be required by federal or state laws or regulations, or as may be appropriate for business and marketing purposes.
- C. If the Board of County Commissioners of Miami-Dade County so determines, the corporation may issue up to 100 shares of non-voting stock to be issued solely to eligible recipients of such stock, such recipients to be specifically named by the Board. The shares of such non-voting stock shall have a par value of not less than one dollar (\$1.00) each, and the non-voting stock may be issued only upon payment by the recipient of the monetary or other consideration required by the Board.
- D. The corporation shall accept a sum of up to thirty thousand dollars (\$30,000.00) from Miami-Dade County's Aviation Department as payment in full for the County's ownership interest in the common stock. The corporation may accept additional contributions to its capital from the Aviation Department.

ARTICLE IV: Registered Agent

The Registered Agent for the corporation shall be the Office of the County Attorney, whose address is: Miami International Airport, Terminal Building, Concourse D, 4th Floor, 4200 N.W. 21st. Street, Miami Florida 33122, and whose telephone number is 305 876-7040 and whose facsimile number is 305 876 7294.

ARTICLE V: Corporation Subject to Federal and State Law

The corporation and its assets, although owned in their entirety by Miami-Dade County, shall be exclusively an asset of the County's Airport System, and such asset and its revenues shall at all times be subject to the requirements of applicable federal and state law.

ARTICLE VI: Purposes of Corporation

MIA Business Ventures, Inc., shall be authorized to (i) provide aviation consulting services to foreign and domestic airports and their contractors, including but not limited to advisory, monitoring, supervisory, and management services thereto, with payment for such services to be in the form of stated fees or percentage participation in the revenues of the airports or their contractors, or any combination thereof, and (ii) provide services and products in whatever manner is authorized by the laws of the State of Florida and the By-laws, and not inconsistent with the laws, regulations, or policies of the United States or any of its departments and not inconsistent with the requirements of the Board of County Commissioners

ARTICLE VII: Incorporator

The incorporator for MIA Business Ventures, Inc., is Emilio T. Gonzalez, the Aviation Director of Miami-Dade County's Aviation Department. Miami-Dade County is a political subdivision of the State of Florida, acting through its Board of County Commissioners (the "Board"). The Board authorized the creation of the corporation in Resolution No. R-145-13, adopted by the Board on April 2, 2013

ARTICLE VIII: Directors; Amendment of Articles of Incorporation

- A. The business of MIA Business Ventures, Inc. shall be conducted through a three-member Board of Directors. As provided in Resolution No. R-145-13, the Chairman of the Board of Directors shall be appointed by the Aviation Director of Miami-Dade County's Aviation Department, the second member shall be appointed by the Mayor or his designee, and the third member shall be appointed by the Chairperson of the Board of County Commissioners. As of the time of filing of these Articles of Incorporation, such members of the Board of Directors have not yet been appointed. The length of terms of service of each Board member and the conditions under which meetings of the Board of Directors shall be conducted, shall be as provided in the By-laws adopted by the Board of Directors.
- B. The Board of Directors shall have the power and authority to amend any provision of these Articles of Incorporation.

ARTICLE IX: Management and By-laws

- A. The Board of Directors shall appoint, from time to time, a President or appropriately titled chief executive officer ("CEO") of the corporation who, along with all other staff members of the corporation, shall serve without pay. Until such appointment of the CEO, or during any period of time when a previously-appointed CEO is not serving, the Aviation Director or his designee shall serve as the CEO. The CEO shall be authorized to take all actions in the name of the corporation, but the Board may delegate certain management actions to other members of the corporation's staff as well.
- B. The Board of Directors shall promptly adopt the By-laws applicable to the corporation. The By-laws and all amendments thereto shall be subject to the review of the County Attorney's Office.
- C. Notwithstanding anything stated in these Articles of Incorporation or in the By-laws, neither the corporation, nor the Board of Directors, nor any staff member of the corporation shall take any action that is in violation of federal, state, or county laws or requirements, or Resolution No. R-145-13, as it may be amended or supplemented from time to time.
- D. The Mayor of Miami-Dade County, as representative of Miami-Dade County which is the sole shareholder of the corporation, shall have the power to override or modify any decision of the Board of Directors.

ARTICLE X: Limited Liability

In consideration of the County's need for perpetuating its sovereign immunity to the maximum extent possible, the corporation at all times shall conduct its business and its operations so as to limit its liability, and that of the County, the County's Board of County Commissioners, the Board of Directors, and the corporation's staff members. The corporation shall be authorized to obtain appropriate liability insurance coverage for its directors and officers, if the corporation's Board of Directors approves such action.

ARTICLE XI: Distribution of Net Revenues

The corporation, upon the review of its financial management staff and auditors, shall periodically distribute any net revenues solely to the Aviation Department of Miami-Dade County, in recognition of the corporation's serving to assist the County's Aviation Department and therefore being subject to all applicable federal laws, regulations, and policies regarding use of airport revenues.

ARTICLE XII: Legal Services

Legal services for and to the corporation shall be provided by the Office of the County Attorney for Miami-Dade County, Florida.

ARTICLE XIII: Annual Report; Inspector General

As directed by Resolution No. R-145-13, the corporation shall provide an annual report to the Board of County Commissioners that includes the services being provided by the corporation, along with an income statement and balance sheet. The corporation and its activities shall be subject to the review of the Inspector General as provided in Section 2-1076 of the Code of Miami-Dade County.

ARTICLE XIV: Dissolution

The Mayor or his designee may dissolve the corporation if it is determined that dissolution is in the best interests of the County. Upon any such dissolution, the corporation shall take all steps to wind down the affairs of the corporation in a manner required by law or deemed advisable by the County Attorney.

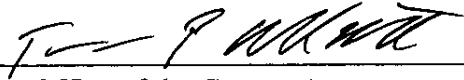
ARTICLE XV: Effective Date of Incorporation

The Effective Date of incorporation shall be the date of filing these Articles of Incorporation with the Division of Corporations of Florida's Department of State.

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ARTICLE XVI: CERTIFICATE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the obligations associated with such appointment as registered agent, and agree to act in this capacity.



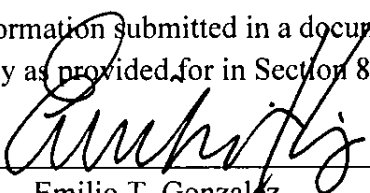
Office of the County Attorney
By: Thomas P. Abbott
Assistant County Attorney
Fla.Bar No. 102920

1/16/14
Date

FILED
14 APR 24 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIRMATION OF INCORPORATOR

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.



Emilio T. Gonzalez
Aviation Director

1/27/14
Date