

P96000049880

JESUS H. ANADO Requestor's Name FILED

3421 N.E. 170 St. Address TALLAHASSEE, FLORIDA 96 JUN 12 AM 5:10

North Miami Beach, FL 33160 City/State/Zip Phone #

500001835705 -05/22/96--01124--021 ***122.50 ***122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. METROPOLITAN DADE COUNTY CHAMBER OF COMMERCE, INC. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #) W96-11383

4. (Corporation Name) (Document #) 615

- Walk in, Pick up time, Certified Copy, Mail out, Will wait, Photocopy, Certificate of Status

Table with 2 columns: NEW FILINGS, Profit, NonProfit, Limited Liability, Domestication, Other

Table with 2 columns: AMENDMENTS, Amendment, Resignation of R.A., Officer/ Director, Change of Registered Agent, Dissolution/Withdrawal, Merger

Table with 2 columns: OTHER FILINGS, Annual Report, Fictitious Name, Name Reservation

Table with 2 columns: REGISTRATION/ QUALIFICATION, Foreign, Limited Partnership, Reinstatement, Trademark, Other

Handwritten initials and date: 6-12-96

Examiner's Initials

METROPOLITAN DADE COUNTY CHAMBER of COMMERCE

June 3rd, 1996


Florida Dept. of State
Division of Corporations
Att: Ms. Kathy Hyman
109 East Gain Street
Tallahassee, Florida 32399

Dear Ms. Hyman:

Our office has corrected the requested information, we have also enclosed an Express Mail Envelope with postage included and pre-addressed. Please return the registered corporation in the Express envelope.

Thank you for your attention to this matter.

Cordially,


Jesus R. Amado
Metropolitan Dade County
Chamber of Commerce Director/Registered Agent



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 30, 1996

JESUS H. AMADO
3421 N.E. 170 STREET
NORTH MIAMI BEACH, FL 33160

SUBJECT: METROPOLITAN DADE COUNTY CHAMBER OF COMMERCE,
INC.
Ref. Number: W96000011383

We have received your document for METROPOLITAN DADE COUNTY CHAMBER OF COMMERCE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

In article VI you have stated that the board of directors shall not be less than fifteen (15); however, in article VII only thirteen (13) directors are listed.

Please return 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 (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 796A00026943

ARTICLES OF INCORPORATION
OF
METROPOLITAN DADE COUNTY
CHAMBER of COMMERCE, INC.

FILED
96 JUN 12 AM 5:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned Incorporators, all being of full age, have associated ourselves together for the purpose of forming a CORPORATION NOT FOR PROFIT, without capital stock, under the provisions of CHAPTER 617, FLORIDA STATUTES; and we do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said laws, and we do hereby make, subscribe, acknowledge, and file these Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation shall be:

**METROPOLITAN DADE COUNTY
CHAMBER of COMMERCE, INC.**

ARTICLE II

TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

OBJECTS AND PURPOSES

The objects and purposes for which this corporation is to be formed, are as follows:

A) To organize and maintain an organization for the promotion of the communities economic development, employment, crime prevention health and welfare of, and the social intercourse among, its volunteers; to erect, maintain, purchase, rent, hire, lease, let, or otherwise acquire or dispose of buildings or structures for said purposes; to acquire, sell, mortgage, lease, or otherwise acquire or dispose of real or personal property necessary or convenient to such purposes.

B) To promote economic development, employment, charity balls, clothing, medical, and food collection drives and fund raisers of every kind and description; to provide and maintain therefore buildings, grounds, and facilities, including houses for the accommodation of its volunteers; to elevate the standards of health by collection drives and charity events; to maintain a high plane of physical and moral excellence and to enlist the cooperation of all persons to that end; to hold collection drives and fund raisers and exhibitions of every kind; to give and grant to others, so far empowered by law, the right of privilege to hold collection drives, fund raisers and exhibitions under its auspices or otherwise, in accordance with its prescribed rules and regulations and subject to such conditions as it may lawfully impose; to enact and establish rules and regulations governing such governing such collection drives, fund raisers and exhibitions, classifying those participating therein, determining and defining rewards and prizes for such events, defining and displaying literature, concerning such events, and determining and defining breaches and

infractions of its rules and regulations and imposing reprimand therefore in accordance with law; to exercise disciplinary authority so far as is lawful over all persons engaged in such collection drives, fund raisers and exhibitions to the end that such collection drives, fund raisers, and charity functions of every kind may be conducted in an orderly and lawful manner; to promote the communities economic development, employment, health, medical and moral well-being of all men; to inform public opinion; and by all lawful means to elevate, impose, and promote clothing, medical, food collection drives, fund raisers, exhibitions, economic development, employment and charity events.

C) To raise, receive and maintain funds and real property or personal property, or both, and to distribute and administer the fund or funds, including any income or interest generated therefrom, exclusively for the accomplishment of all the objects and purposes of this organization.

ARTICLES IV

CORPORATE POWERS

In furtherance of and not in limitation of the general powers conferred by the laws of Florida, and the objects and purposes set forth in this instrument, it is expressly provided that this organization shall also have the following powers:

1) Acting through its Board of Directors, its President and other officers, subject to powers and restrictions stipulated by law, by these Articles of Incorporation, and its By-laws, to do all such acts as are necessary or convenient to the accomplishment of the objects set forth herein, the attainment of the objects and purposes set forth in this instrument and to the same extent and as fully as any natural person might or could do.

2) To have succession by its corporate name for the period set forth in its Articles of Incorporation.

3) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

4) To adopt and use a common corporate seal and alter the same, provided, however, that such seal shall always contain the words "Corporation Not For Profit".

5) To elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

6) To adopt, change, amend and repeal by-laws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.

7) To increase, by a vote of its members cast as the by-laws may direct, the number of its directors, managers or trustees, so that the number shall not be less than three, but may be any number in excess thereof.

8) To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all and any of its property, franchises or income.

9) To conduct its affairs, carry on its operation, and have offices and exercise the powers granted by the laws of FLORIDA in any state, territory, district, or possession of the United States or any foreign country.

10) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

11) To acquire, enjoy, utilize and dispose of patents, copy rights and trademarks and any licenses and other rights or interests thereunder or therein.

12) To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

13) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

14) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

15) To make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

16) To merge and consolidate with other corporations not for profit, domestic or foreign, provided that the surviving corporation is a corporation not for profit.

17) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

ARTICLE V

MEMBERSHIP

The members shall consist of the incorporates and any natural person of full age, approved by the Board of Directors, provided that he or she proves the willingness to work towards the accomplishments of the objects and purposes of this organization, subject to any admission requirements contained in the By-laws of the organization.

Membership to this corporation is granted without regard to race, creed, color, sex, age, or natural origin.

Any applicant meeting the qualifications set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues as the Board of Directors may from time to time determine.

ARTICLE VI

MANAGEMENT

The activities and affairs of the corporation shall be managed by a board of directors. The number of directors which shall constitute the whole board shall be such as from time to

time shall be fixed by, or in the manner provided, in the By-laws, but in no case shall the number be less than THIRTEEN (13) and/or more than SEVENTEEN (17).

The Directors need be members of the corporation unless so not required by the By-laws. The Board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the By-laws may provide, and shall hold office until their successors are respectively elected and qualified. The Founder/Directors shall maintain life-time voting seat on the Board of Directors. The By-laws shall specify the number of directors necessary to constitute a quorum.

The board of directors may, by resolution or resolutions, passed by a majority of the whole board, designate one or more committees, which to the extent provided in the resolution or resolutions or in the By-laws of the corporation shall have and may exercise the powers of the board of directors in the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the By-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

The Chairperson and/or the board of directors may in its discretion appoint a BOARD OF TRUSTEES and determine the number of its members, their tenure of office and their power and duties. The board of directors of the corporation may allot to such board of trustee functions and powers of the board of directors, subject to the general direction, approval and control of the board of directors.

The members of the board of trustees need not be members of corporation.

The officers of the corporation shall be a President, one or more Vice-Presidents, one Secretary and one Treasurer. The board of directors may appoint assistant Secretary and Assistant Treasurer.

These officers shall be elected or appointed by the Chairperson if said office is vacated by resignation, by natural causes or by proven dereliction of duties but, must be approved by the board of directors and shall hold office in the manner provided in by the By-laws of the corporation.

ARTICLE VII

DIRECTORS

This Corporation shall have Thirteen (13) directors initially. The number of directors may be increased or diminished from time to time by the By-laws of the Corporation.

The names and mailing addresses of the initial Directors who shall hold office until their successors are elected and have qualified, are as follows:

JESSIE HAYDEL
Founder/Director/Chairman

126 S.W. 32nd Ct. Rd.
Miami, Fl. 33135

JESUS H. AMADO
Director

126 S.W. 32nd Ct. Rd.
Miami, Fl. 33135

KATHEREN GIDDARIE
Director

126 S.W. 32nd Ct. Rd.
Miami, Fl. 33135

PAULA HAWKS <i>Director</i>	126 S.W. 32nd Ct. Rd. Miami, Fl. 33135
BRENT A. PHILLIPS <i>Director</i>	126 S.W. 32nd Ct. Rd. Miami, Fl. 33135
ROBERT A. KING SR. <i>Director</i>	126 S.W. 32nd Ct. Rd. Miami, Fl. 33135
NORA SWAN <i>Director</i>	126 S.W. 32nd Ct. Rd. Miami, Fl. 33135
PABLO AROCHA <i>Director</i>	126 S.W. 32nd Ct. Rd. Miami, Fl. 33135
HAYDELY RODRIGUEZ <i>Director</i>	126 S.W. 32nd Ct. Rd. Miami, Fl. 33135
VICTOR LEMONGELLO <i>Director</i>	126 S.W. 32nd Ct. Rd. Miami, Fl. 33135
TARCI MONTARULI <i>Director</i>	126 S.W. 32nd Ct. Rd. Miami, Fl. 33135
WADE J. CLARK <i>Director</i>	126 S.W. 32nd Ct. Rd. Miami, Fl. 33135
RONILDA GOODRICH <i>Director</i>	126 S.W. 32nd Ct. Rd. Miami, Fl. 33135

ARTICLE VIII

OFFICERS

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

ARIEL HEMINGWAY PRESIDENT	126 S.W. 32ND Ct. Rd. MIAMI, FL. 33135
JESSIE HAYDEL SR. VICE-PRESIDENT	126 S.W. 32nd Ct. Rd. MIAMI, FL. 33135
KATHERIN GIDDARIE ASST. VICE-PRESIDENT	126 S.W. 32nd Ct. Rd. MIAMI, FL. 33135
WILLIAM PRAZUELA ASST. VICE-PRESIDENT	126 S.W. 32nd Ct. Rd. MIAMI, FL. 33135
MANUEL JOMARRON ASST. VICE-PRESIDENT	126 S.W. 32nd Ct. Rd. MIAMI, FL. 33135
JESUS H. AMADO TREASURER	126 S.W. 32nd Ct. Rd. MIAMI, FL. 33135

AYARI MARQUEZ-PHILLIPS
SECRETARY

126 S.W. 32nd Ct. Rd.
MIAMI, FL. 33135

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE

The corporation's Resident Agent for Service in the State of Florida shall be:

JESUS H. AMADO
3421 N.E. 170 STREET
North Miami Beach, Florida 33160

The address of the Registered Office of this Corporation shall be:

3421 N.E. 170 STREET
North Miami Beach, Florida 33160

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XI

PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities without a 2/3 majority vote of the Board of Directors.
2. Allow any part of its net income to inure to the benefit of officers, directors or member of the Corporation, or to any other individuals, except in the furtherance of its object and purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office without a 2/3 majority vote of the Board of Directors.
4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended or by any organization, contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

5. Conduct any other activities prohibited under the provisions of Florida Statutes, Section 617.0105 and by any other law of the State of Florida and of the United States of America.

ARTICLE XII

GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers, or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, officers or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered; may confer benefits upon its members in conformity with its purposes.

ARTICLE XIII

BY-LAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The By-laws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the By-laws change, has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting at which such By-laws alteration is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two-thirds (2/3) vote of the voting membership present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the Articles of Incorporation change, has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting at which such Article of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to articles of incorporation of non-profit corporations.

ARTICLE XIV

DEDICATION OF ASSETS

The Corporation dedicated all assets which it may acquire to the objects and purposes set forth in Article III hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal Government or to a state or local government for exclusive public purpose.

ARTICLE XV

INCORPORATOR

The name and mailing address of the incorporator are as follows:

NAME	STREET ADDRESS
JESUS H. AMADO	3421 N.E. 170 STREET North Miami Beach, Florida 33160

FILED
96 JUN 12 AM 5:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

IN WITNESS WHEREOF, the above named Incorporator have hereunto subscribed their names, this 12th day of May, 1996.



JESUS H. AMADO
Incorporator/Director/Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)


BEFORE ME, the undersigned authority, personally appeared

 Jesus H Amado

who is to me well known to be the person described in and who subscribed the foregoing articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida, City of Miami, County of Dade, this 12th day of May, 1996.

JESSIE HAYDEL
Notary Public, State of Florida
My Commission Expires Dec. 3, 1998
Commission No. CC244141
My commission expires



NOTARY PUBLIC, State of Florida,
at Large

FOR OFFICIAL USE

DATE

NUMBER

TO : DEPARTMENT OF STATE

P96000049880

STATE OF FLORIDA
OFFICE OF STATE TREASURY
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	3,250.50	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	3,250.50	OTHER	4

CROSS REF	SAMAS CODE	DISTRIBUTION	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00		1	35.00
12	45-20-2-130001-45300000-00-000100-00		1	50.00
12	45-20-2-130001-45300000-00-000100-00		1	50.00
12	45-20-2-130001-45300000-00-000100-00		1	70.00
12	45-20-2-130001-45300000-00-000100-00		1	122.50
12	45-20-2-130001-45300000-00-000100-00		4	122.50
12	45-20-2-130001-45300000-00-000100-00		1	122.50
12	45-20-2-130001-45300000-00-000100-00		2	122.50
12	45-20-2-130001-45300000-00-000100-00		1	122.50
12	45-20-2-130001-45300000-00-000100-00		1	200.00
12	45-20-2-130001-45300000-00-000100-00		1	200.00
12	45-20-2-130001-45300000-00-000100-00		4	200.00
12	45-20-2-130001-45300000-00-000100-00		1	225.00
12	45-20-2-130001-45300000-00-000100-00		1	225.00
12	45-20-2-130001-45300000-00-000100-00		1	225.00
12	45-20-2-130001-45300000-00-000100-00		1	225.00
12	45-20-2-130001-45300000-00-000100-00		1	225.00
12	45-20-2-130001-45300000-00-000100-00		1	358.00
12	45-20-2-130001-45300000-00-000100-00		1	575.00

GRAND TOTAL: \$ 3,250.50

Process Date: 05/29/96

63958-4

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

State Treasurer



L & L MEDICAL CENTER CORP.
4750 N.W. 7TH ST., #3
MIAMI, FL 33126

(H) 1023

63 243/670
589

PAY
TO THE
ORDER OF

Division of Laboratories May 19 1976 \$ 123.50

DOLLARS

ACCOUNT CLOSED

NationsBank
Nation Bank of Florida, N.A.
Miami Beach, Florida 33139

FOR

#001023# #067002436# 3603120507# #0000012250#

[Signature]

2000 1/01 020 1000000001 027.01 1000000000

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21401070
BARNETT JBX
800-6239498
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05-23 212575 05-23

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STATIONER
88102

DEPT OF STATE 4500453
FOR DEPOSIT ONLY
-05/22/96--01124--021
-----***122.50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 6, 1996

L & L Medical Center Corp.
4750 NW 7th St., #5
Miami, FL 33126

SUBJECT: METROPOLITAN DADE COUNTY CHAMBER OF COMMERCE,
INC.
Ref. Number: P96000049880

Debit Memo #: 63958-H

This is to inform you that your check #1023 dated May 19, 1996 in the amount of \$122.50 and submitted for METROPOLITAN DADE COUNTY CHAMBER OF COMMERCE, INC. has been returned to us by your bank because of Account Closed.

We request that you remit a cashier's check or money order in amount of \$137.50 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations
Attn: Melinda Lilliston
P.O. Box 6327
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call
(904) 487-6900.

Sincerely,
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 896A00037396

cc:Metropolitan Dade Co. Chamber of Commerce, Inc.
126 SW 32nd Ct., Rd.
Miami, Florida 33135



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 9, 1996

L & L Medical Contor Corp.
4750 NW 7th St., #5
Miami, FL 33126

SUBJECT: METROPOLITAN DADE COUNTY CHAMBER OF COMMERCE,
INC.
Ref. Number: P96000049880

Debit Memo #: 1023

Due to your failure to respond to our previous letter advising you of the returned check #63958-H, the Articles of Incorporation for METROPOLITAN DADE COUNTY CHAMBER OF COMMERCE, INC. have been cancelled and are considered not filed as of September 9, 1996.

The name of your corporation is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 696A00041935

cc:Metropolitan Dade Co.Chamber of Comm. Inc.
126 SW 32nd Ct., Rd.
Miami, Florida 33135