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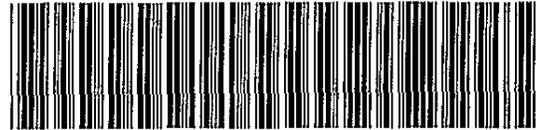
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TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

Ps 1/30/03

# Boys & Girls Clubs of Miami, Inc.

The **Positive Place For Kids**  
Since 1940

## EXECUTIVE COMMITTEE

President - Jack Langer  
Vice President - James T. Bernhardt  
Vice President - Olga Guilarte  
Vice President - Patrick F. Smith  
Secretary - Arthur H. King, Sr.  
Treasurer - Larry Rentz  
General Counsel - Thomas G. Schultz  
Of Counsel - Richard M. Sepler

Sean M. Cleary  
J. R. Crews  
Charles H. Gray  
Bertha Hamilton  
Bernard Janis  
Robert M. Kramer  
Gustavo I. Lopez  
Raul Marnoi  
Tomas A. Mestre  
Alvin Moore  
Eric Poms  
Charles W. Reynolds

## EXECUTIVE DIRECTOR

Wayne Blanton

## ASSISTANT EXECUTIVE DIRECTOR

Alex Rodriguez-Roig

## ASSOCIATE GENERAL COUNSEL

Norma Lindsey

## ADMINISTRATIVE ASSISTANT

Raquel Fernandez

## ASSOCIATE DIRECTOR

Charles Brown

## GRANT ADMINISTRATOR

Debra Dowling

## DIRECTOR OF FUNDRAISING/ EVENTS

Jeff Greene

## COMPTROLLER

Thomas M. Winston, Jr.

## DIRECTORS

Dr. Joseph W. Accurso  
Michael Applebaum  
Ralph Arza  
Richard Baker  
Eugene E. Becker  
Dr. Von N. Beebe  
Peter L. Bermont  
Matt Bernhardt  
Thomas J. Bezold  
George V. Crawford  
Stephen C. Dechert  
Horace E. Drew  
John E. Duvall  
Thomas A. Dye  
Clint Gulley  
A. D. Harrison, Jr.  
Edward R. Harrison  
David Hill, Sr.  
Willie Ivory  
Syd Josepher  
L.D. Kennedy, Jr.  
Donald H. Krasner  
Thom Lehman  
Robert C. Maland  
Howard Master  
Frances E. McDonald  
Gerald W. McSwiggan  
Robert L. Parks  
Spence Pass  
Frank Poe  
Domenico Rabuffo  
C. Fred Rebozo  
Michael Reiner  
Alex "A-Rod" Rodriguez  
Sam Scamecchia  
Robert D. Shapiro  
Frank N. Trotta  
Ana Veciana-Suarez  
Paul Warfield  
\*William O. Yates  
Warren Zimmerman  
\*Emeritus

January 8, 2003

*Via Certified Mail # 7000 0520 0016 7558 2912*  
*Return Receipt Requested*

The Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Boys & Girls Clubs of Miami, Inc.  
FEI No.: 59-0879227  
Amendments to Articles of Incorporation

Dear Sir or Madam:

Enclosed please find for filing amendments to our Articles of Incorporation.

Please do not hesitate to contact me should you have questions or desire additional information. Thank you in advance for your assistance.

Sincerely,

  
Norma Lindsey  
Associate General Counsel

Wayne Blanton, Executive Director  
Tom Winston, Comptroller  
Richard Sepler, Esq.  
Gus Lopez, Esq.



**ARTICLES OF AMENDMENT**

to

**ARTICLES OF INCORPORATION**

of

Boys and Girls Clubs of Miami, Inc.  
(present name)

725628  
(Document Number of Corporation (If known))

**FILED**

03 JAN 30 AM 11:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.*

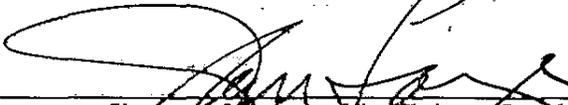
**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

Articles 1-10 are being deleted and amended with the attached Articles 1-10. In addition, Articles 11-13 are being added.

**SECOND:** The date of adoption of the amendment(s) was: November 13, 2002

**THIRD:** Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

  
\_\_\_\_\_  
Signature of Chairman, Vice Chairman, President or other officer

Jack Lager  
\_\_\_\_\_  
Typed or printed name

President 1-6-03  
\_\_\_\_\_  
Title Date

Certificate of Amendment of  
Articles of Incorporation  
Of  
Boys and Girls Clubs of Miami, Inc.

The Articles of Incorporation are hereby amended as follows:

**Article 1**

The corporation shall hereinafter be known as the Boys and Girls Clubs of Miami, Inc., a not for profit corporation. The street address is 2805 S.W. 32<sup>nd</sup> Avenue, Miami, Florida.

**Article 2**

The purpose, general nature and objects of said corporation shall be to provide behavior guidance, promote physical, mental and moral well being of boys and girls by providing activities looking towards the health, social, education, vocational and character development of boys and girls; to receive, invest and disburse funds and to hold property for the purpose of and in direct relation to the activities and objects of such work.

**Article 3**

The Board of Directors of said corporation shall consist of no less than 36 persons and no greater than 75.

**Article 4**

The Board of Directors shall conduct all business and manage all the affairs of said corporation. Directors shall be elected annually at a meeting called for that purpose each year at the directions of the President. In the event of death, disability or resignation of a Director, the Directors during the interim period, may replace Director(s). Directors shall be elected by Directors.

**Article 5**

Directors are empowered not inconsistent with the law to have all powers authorized by law.

#### **Article 6**

The street address of the corporation's registered office is 2805 S.W. 32<sup>nd</sup> Avenue, Miami, Florida and its registered agent is Jack Langer who will file a written acceptance of appointment as registered agent as required by Florida Statute 617.0501.

#### **Article 7**

The names and addresses of the original incorporators are restated as if set forth herein.

#### **Article 8**

The names and addresses of the original directors are restated as if set forth herein.

#### **Article 9**

The corporation shall exist in perpetuity.

#### **Article 10**

The Directors shall elect officers consisting of a President and Vice Presidents in numbers as determined by the Board and a Secretary, a Treasurer and an Executive Committee, pursuant to By-Laws to be hereinafter adopted. Said Officers and Executive Committee shall be elected annually at the Annual Board Meeting.

#### **Article 11**

Boys and Girls Clubs of Miami is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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### **Article 12**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 set forth in Article Third hereof. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Article 13**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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Since 1940

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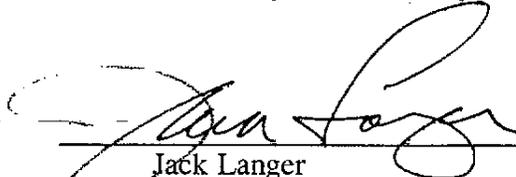
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Richard Baker  
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Willie Ivory  
Syd Josepher  
L.D. Kennedy, Jr.  
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Robert C. Maland  
Howard Master  
Frances E. McDonald  
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Robert L. Parks  
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Domenico Rabuffo  
C. Fred Rebozo  
Alex "A-Rod" Rodriguez  
Sam Scamecchia  
Robert D. Shapiro  
Ana Veciana-Suarez  
Paul Warfield  
\*William O. Yates  
Warren Zimmerman  
\*Emeritus

## BOYS and GIRLS CLUBS OF MIAMI, INC.

### ACCEPTANCE OF JACK LANGER AS REGISTERED AGENT

I, Jack Langer, President of the Board of the Boys and Girls Clubs of Miami, Inc., 2805 S.W. 32<sup>nd</sup> Avenue, Miami, Florida 33133, hereby accept the duties and responsibilities of Registered Agent for the Boys and Girls Clubs of Miami, Inc.

  
\_\_\_\_\_  
Jack Langer  
1/17/03  
\_\_\_\_\_  
Date