

750878

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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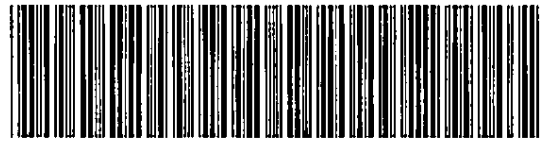
(Business Entity Name)

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CLERK OF COURT  
STATE OF FLORIDA

2022-109189  
*[Handwritten signature]*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Miami Board of Realtors Educational Foundation, Inc.

DOCUMENT NUMBER: 750878

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Teresa King Kinney  
(Name of Contact Person)

MIAMI REALTORS® FOUNDATION, INC.  
(Firm/ Company)

700 S. Royal Poinciana Blvd., Suite 400  
(Address)

Miami, FL 33166  
(City/ State and Zip Code)

tkinney@miamire.com  
E-mail address: (to be used for future annual report notification)

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2022 SEP 27 AM 10:26  
TALLAHASSEE, FL

For further information concerning this matter, please call:

Evian White De Leon at ( 305 ) 468-7020  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 14, 2022

TERESA KING KINNEY  
MIAMI REALTORS FOUNDATION, INC.  
700 S. ROYAL POINCIANA BLVD., SUITE 400  
MIAMI, FL 33166

SUBJECT: MIAMI BOARD OF REALTORS EDUCATIONAL FOUNDATION,  
INC.  
Ref. Number: 750878

We have received your document for MIAMI BOARD OF REALTORS  
EDUCATIONAL FOUNDATION, INC. and your check(s) totaling \$35.00.  
However, the enclosed document has not been filed and is being returned for the  
following correction(s):

Only one document can be filed either the Amendment to the articles or the  
amended articles you have drawn up not both. Please select which document  
you want filed and resubmit to our office.

If you have any questions concerning the filing of your document, please call  
(850) 245-6050.

Tammi Cline  
Regulatory Specialist II Supervisor

Letter Number: 022A00020433

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September 22, 2022

**SENT VIA FIRST CLASS U.S. MAIL**  
**TRACKING NO. 9405 5036 9930 0352 6610 88**

Florida Department of State  
Division of Corporations  
Attn.: Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

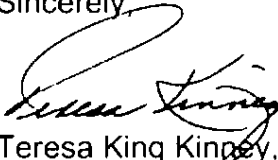
**RE: Miami Board of Realtors Educational Foundation, Inc.**  
**Ref. no. 750878**

Dear Ms. Cline:

We received letter no. 022A00020433, a copy of which is enclosed for your convenience. Pursuant to the instructions in that letter, enclosed is the "Amended Articles of Incorporation for MIAMI REALTORS FOUNDATION, INC."

If you have any questions or need any additional information, please do not hesitate to contact our legal counsel, Evian White De Leon, Esq., at (305) 468-7020 or at [evian@miamire.com](mailto:evian@miamire.com). Thank you, for your assistance with this matter.

Sincerely,

  
Teresa King Kinney, President  
MIAMI REALTORS Foundation, Inc.

Enclosures as indicated.

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STATE OF FLORIDA  
TALLAHASSEE

**AMENDED  
ARTICLES OF INCORPORATION  
FOR  
MIAMI REALTORS' FOUNDATION, INC.**

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MIAMI, FLORIDA

**ARTICLE I  
NAME**

The name of this Florida not-for-profit corporation is MIAMI REALTORS' FOUNDATION, INC. (hereafter "Foundation," and formerly known as Miami Board of Realtors Educational Foundation, Inc.). The principal office or headquarters for the transaction of business shall be located at 1800 Oakwood Drive, Miami, FL 33166, located within Miami-Dade County, Florida. The mailing address shall be 700 S. Royal Poinciana Blvd., Suite 400, Miami, FL 33166. The Foundation shall have and shall continuously maintain not-for-profit status in the State of Florida.

**ARTICLE II  
DURATION**

The Foundation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

1. The exclusive purpose of this Foundation is to engage in charitable, educational, religious, and/or scientific activities, including, for such purpose, the making of distributions to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
2. This Foundation shall undertake any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

**ARTICLE IV  
REGISTERED OFFICE/AGENT**

The street address of the registered office is 700 S Royal Poinciana Blvd., Suite 400, Miami, FL 33166. The name of the registered agent at said address is Teresa King Kinney.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The Board of Directors ("Board") and the names and addresses of the persons who are to serve as Directors until such time as their successors are qualified and appointed or elected are as follows:

- |  |  |
|--|--|
| <b>President:</b>                      | Chief Executive Officer of the<br>MIAMI Association of REALTORS®, Inc.<br>Teresa King Kinney<br>700 S. Royal Poinciana Blvd., Suite 400<br>Miami, FL 33166                                 |
| <b>Vice President &amp; Secretary:</b> | Government Affairs Director of the<br>MIAMI Association of REALTORS®, Inc.<br>Danielle Blake<br>700 S. Royal Poinciana Blvd., Suite 400<br>Miami, FL 33166                                 |
| <b>Treasurer:</b>                      | Chief Financial Officer of the<br>MIAMI Association of REALTORS®, Inc.<br>Eurecka Christopher<br>700 S. Royal Poinciana Blvd., Suite 400<br>Miami, FL 33166                                |
| <b>Director:</b>                       | Current Chairman of the Corporate Board of the<br>MIAMI ASSOCIATION OF REALTORS®, Inc.<br>Fernando Arencibia, Jr.<br>700 S. Royal Poinciana Blvd., Suite 400<br>Miami, FL 33166            |
| <b>Director:</b>                       | Immediate past Chairman of the Corporate Board of the<br>MIAMI Association of REALTORS®, Inc.<br>Jennifer Wollmann<br>700 S. Royal Poinciana Blvd., Suite 400<br>Miami, Florida 33166      |
| <b>Director:</b>                       | Chairman of the Board-Elect of the Corporate Board of the<br>MIAMI Association of REALTORS®, Inc.<br>Ines Hegedus-Garcia<br>700 S. Royal Poinciana Boulevard, Suite 400<br>Miami, FL 33166 |

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The provisions regarding the Foundation's Board (roles, responsibilities, appointment, terms, voting, etc.) are fully enumerated in the Bylaws.

**ARTICLE VI**  
**MONETARY CONTRIBUTIONS**

The Foundation is authorized to receive monetary contributions or services from any individual or organization, as fully set forth in the Bylaws, to carry out the purposes of the Foundation.

**ARTICLE VII**  
**501(c)(3) LIMITATIONS**

1. **Corporate Purposes.** Notwithstanding any other provision of these Amended Articles, this Foundation shall not carry on activities that are not permitted to be carried on by an organization exempt from federal and state income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
2. **No Private Inurement.** The Foundation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Foundation shall not distribute any gains, profits, or dividends to the Directors, officers, or members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Foundation's charitable and educational purposes. The property, assets, profits, and net income of the Foundation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.
3. **Lobbying and Political Campaigns.** No substantial part of the activities of the Foundation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
4. **Dissolution:** Upon winding up and dissolution of the Foundation, the assets of the Foundation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes, at the Direction of the Board. If the Foundation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Foundation's principal office is located, upon petition thereof by the Attorney General, or by any person concerned in the liquidation.

**ARTICLE VIII**  
**INDEMNIFICATION**

The Foundation does hereby indemnify any and all Directors, officers, employees, incorporators, counsel, agents, volunteers, and/or contractors of the Foundation from any and all liability with regard to the Foundation and the business of the Foundation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Foundation, or as otherwise provided under applicable Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act").

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INTERNAL SECURITY

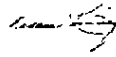
**ARTICLE IX**  
**AMENDMENTS TO THE ARTICLES OF INCORPORATION**

Further amendments to these Amended Articles of Incorporation may be proposed at any meeting of the Board and may be adopted by a majority vote of the Board. The manner of voting and meeting is prescribed by the Bylaws.

**ARTICLE X**  
**CORPORATE GOVERNANCE**

All other matters regarding the Foundation's rules of corporate governance are contained within Foundation's Bylaws.

IN WITNESS WHEREOF, for the purpose of forming this Foundation under the laws of the State of Florida, we the undersigned, constituting the Directors of this Foundation, have executed these Amended Articles of Incorporation on this 13th day of May, 2022.

BY:   
\_\_\_\_\_  
Teresa King Kinney, Member

BY: Deborah Boza Valledor  
Deborah Boza Valledor (May 13, 2022 15:11 EDT)  
Deborah Boza Valledor, President/Director

BY: Thomas E. Byrne  
Thomas E. Byrne (May 13, 2022 14:10 EDT)  
Thomas E. Byrne, Vice President/Director

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2022 SEP 27 AM 10:26  
FALL ANNUAL MEETING  
FALL ANNUAL MEETING