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Corporation(s) Name

Miami-Dade School Readiness Coalition, Inc.

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ARTICLES OF INCORPORATION

OF

Miami-Dade School Readiness Coalition, Inc.

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The undersigned, a citizen of the United States of America, being a natural person of at least the age of eighteen years, for the purpose of forming a not-for-profit corporation under Section 617.0202 of the Florida Statutes, does hereby make, subscribe and file these Articles for that purpose and certifies as follows:

FIRST: The name of the corporation is MIAMI-DADE SCHOOL READINESS COALITION, INC. (hereinafter referred to as the "Corporation").

SECOND: The address of the principal office of the Corporation shall be c/o Early Childhood Initiative, Florida International University, University Park/DM 216A, Miami, Florida 33199. The corporation's mailing address shall be the same.

THIRD: The Corporation is formed and shall be operated exclusively for the following charitable and educational purposes within the meaning of I.R.C. Sections 170(c)(2)(B) and 501(c)(3):

(A) To implement Section 411.01 of the Florida Statutes, which was enacted by the Florida Legislature to create the Florida Partnership for School Readiness (the "Partnership") to act as the lead agency in Florida responsible for the enhancement of school readiness for Florida children by partnering with new organizations set up in or for each county for the following purposes:

(1) To prepare children from birth through five years of age so that they enter first grade ready and eager to learn;

(2) To implement and oversee a comprehensive program of school readiness services that enhance the cognitive, emotional, social and physical development of children to achieve the performance standards and outcome measures specified by the Partnership;

(3) To work with existing school readiness service providers to ensure that gaps in services are filled and that the best and most efficient services are made available to Miami-Dade County's pre-natal through age five population;

(4) To ensure that there is a community plan to address the school readiness needs of all pre-natal through age five children in Miami-Dade County;

(5) To accommodate the needs of children for extended-day and extended-year services, without compromising the quality of the program, by providing extended-day and extended-year services to meet the needs of parents who work outside the home;

(6) To provide expanded access to community services and resources for families to help achieve economic self-sufficiency;

(7) To ensure a single point of entry and a unified entry list for school readiness services in Miami-Dade County;

(8) To serve at least as many children as were served prior to creation of the Corporation, as long as neither funding nor eligible populations decrease;

(B) To make the general public of Miami-Dade County aware of the urgency of adequately readying pre-natal through age five children for learning in school;

(C) To bring together the best thinking and analyses concerning school readiness needs and solutions in Miami-Dade County; and

(D) To cooperate with and learn from similar undertakings in other parts of the United States and elsewhere;

(E) To engage in any and all lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted herein.

FOURTH: The Directors of the Corporation shall be elected or appointed in the manner set forth in the Corporation's By-Laws. The composition of the Board of Directors must conform to the provisions of Section 411.01(5)(a) of the Florida Statutes.

FIFTH: The corporate powers of the Corporation are as provided in section 617.0302, Florida Statutes, together with the power to solicit grants and contributions for the Corporation's exempt corporate purposes.

SIXTH: The street address of the Corporation's initial registered office shall be c/o Early Childhood Initiative, Florida International University, University Park/DM

216A, Miami, Florida 33199. The name of the Corporation's initial registered agent at that address shall be David Lawrence, Jr.

SEVENTH: The name and street address of the incorporator for these Articles of Incorporation are: JoAnn Luehring, c/o Roberts & Holland LLP, 825 Eighth Avenue, New York, New York 1019.

EIGHTH: The Corporation shall have no members.

NINTH: Notwithstanding any other provision herein, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation (i) which is exempt from Federal income taxation under I.R.C. Section 501(a) as an organization described in I.R.C. Section 501(c)(3) or (ii) contributions to which are deductible under I.R.C. Sections 170(c)(2), 2055(a)(2) and 2522(a).

TENTH: The Corporation is not formed for pecuniary profit or financial gain, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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, and no director or officer of the Corporation nor any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution.

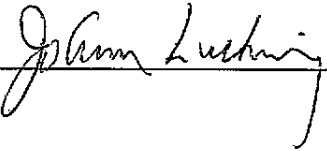
ELEVENTH: Upon the dissolution of the Corporation, its Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, shall arrange for the application of the remaining assets and property of the Corporation to accomplish the exempt charitable and educational purposes of the Corporation or for the distribution of all of the remaining assets and property of the Corporation to one or more organizations which then qualify for exemption under the provisions of I.R.C. Section 501(a) as organizations described in I.R.C. Sections 501(c)(3) and the regulations thereunder, as the Board of Directors may determine. Any of such assets not so distributed within a reasonable period of time after the dissolution of the Corporation shall be disposed of in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation last was located, exclusively in such manner as in the judgment of such court would accomplish the purposes for which the Corporation was formed.

TWELFTH: The Corporation is organized and operated exclusively for purposes qualifying it for exemption from taxation under I.R.C. Sections 501(a) and 501(c)(3). Except as may otherwise be permitted by any provision of the Internal Revenue Code as now in effect or hereafter amended to organizations exempt from tax under I.R.C. Sections 501(a) and 501(c)(3), no substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and no part of the activities of the Corporation shall be participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

THIRTEENTH: All references herein to "I.R.C. Section" are to provisions of the Internal Revenue Code of 1986, and shall be deemed to include both amendments thereto and statutes which succeed such provisions (i.e., the corresponding provisions of future United States Internal Revenue Laws).

The undersigned incorporator has executed these Articles of Incorporation this 10th day of April, 2000.

Signature of Incorporator:

A handwritten signature in cursive script, appearing to read "JoAnn Luehring", is written over a horizontal line.

JoAnn Luehring
Typed name of Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

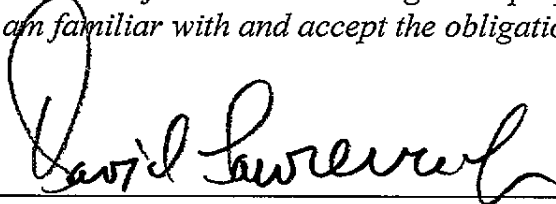
- Miami-Dade School Readiness Coalition, Inc.

2. The name and address of the registered agent and office is:

David Lawrence, Jr.
c/o Early Childhood Initiative
Florida International University
University Park/DM 216A
Miami, Florida 33199

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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.



DAVID LAWRENCE, JR.

4-11-2000

(Date)