

100000003511

TRANSMITTAL LETTER

FILED
00 MAY 22 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

800003261518--1
-05/22/00--01090--002
*****70.00 *****70.00

SUBJECT: Ev Clay / PRSA Miami Chapter Endowment Fund, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is 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

ADDITIONAL COPY REQUIRED

FROM: Robert C. Ross
Name (Printed or typed)

6701 SW 94th Street
Address

Pinecrest, FL 33156
City, State & Zip

(305) 666-0012
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF**

Ev Clay/PRSA Miami Chapter Endowment Fund, Inc.

A Florida Not for Profit Corporation

The undersigned, acting as incorporator of the Ev Clay/PRSA Miami Chapter Endowment Fund, under the Florida Not for Profit Act, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is the Ev Clay/PRSA Miami Chapter Endowment Fund, Inc, a Florida Not for Profit Corporation.

ARTICLE II. INCORPORATOR

The name and address of the incorporator is as follows:

Robert C. Ross
6701 SW 94th Street
Pinecrest, Florida 33156

ARTICLE III. TERM

The corporation is to have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE IV. PURPOSE

Section 1. A. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and, subject to the foregoing, the primary objects of the corporation shall be, within Miami-Dade County, Florida, to provide financial scholarship support to students who have an interest in public relations as a career without regard to their gender, race, creed or religion. Attendant to this purpose, the corporation will be entitled to receive gifts of cash or real or personal property for this purpose, all in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code").

FILED
00 MAY 22 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. The corporation shall operate exclusively in a manner which is consistent with Section 501(c)(3) of the Code.

C. The corporation is organized and shall be operated exclusively for not-for-profit purposes.

D. The corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida, provided, however, that the corporation is not empowered to engage in any activities that, in itself, is not in furtherance of the purposes set forth herein.

Section 2. No part of the income of the corporation shall inure to the benefit of or be distributed to its members or officers, or other private persons, except that the corporation may, when necessary, pay reasonable compensation for services rendered, and may make payments and distributions in furtherance of the purposes set forth herein.

Section 3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

Section 4. Notwithstanding any other provisions of these Articles of Incorporation, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV. ELECTION OF DIRECTORS

Directors shall be elected at an annual meeting of the membership.

ARTICLE V. MEMBERSHIP

Membership shall be open to all individuals interested in furthering the purposes of the corporation, subject to such classifications, definitions and procedures as may be set forth in the bylaws. Such membership shall be without regard to gender, race, creed or religion.

ARTICLE VI. DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after making payment for provision of all liabilities, dispose of all the assets of the corporation exclusively for the purposes of the corporation, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 Code (or the corresponding provision of any future United States Internal Revenue law), or to Federal, State, or local government for a public purpose as the Board of Directors shall determine. Any of such assets not so disposed shall be disposed of by the appropriate court of the State of Florida of the county where the principal office of the corporation is located, exclusively for such purpose or to such organization or organizations as the court shall determine are organized and operated exclusively for such purposes.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

1. Rosanna Fiske
c/o Communique
526 San Antonio Ave.
Coral Gables, Florida 33146
2. Gail Shivel
5783 SW 40th Street
Miami, Florida 33155
3. Tim Dodson
c/oCooper HMS Partners Advertising Inc.
806 Douglas Road, 11th floor
Coral Gables, Florida 33134
4. Bob Ross
6701 SW 94th Street
Pinecrest, Florida 33156
5. Joy Satterlee
c/o Miami Museum of Science
3280 South Miami Ave.
Miami, Florida 33129
6. Michael J. Gibaldi
c/o BusinessWire
One Oakwood Blvd., Suite 218
Hollywood, Florida 33020

7. Lisa Brumfield
c/o Ryder System
3600 NW 82nd Ave.
Miami, Florida 33166
8. Jessica Merz
c/o Johnson & Wales University
1701 NE 127th Street
North Miami, Florida 33181
9. Bob Holtzman
c/o Citigate Dewe Rogerson
444 Brickell Ave., Suite 1050
Miami, Florida 33131
10. Debbie Iannaci
c/o Amadeus Global Travel Distribution
9250 NW 36th Street
Miami, Florida 33178
11. Catherine Pacheco
c/o Broward General Medical Center
1600 S. Andrews Ave.
Ft. Lauderdale, Florida 33316
12. Monique Catoggio
c/o FIU College of Business Administration
University Park, BA 310
Miami, FL 33199

ARTICLE VIII. INDEMNIFICATION

Every person who now or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with, or resulting from, any action, suite or proceedings of whatever nature, to which such Director or Officer is or shall be made a party by reason of being, or having been a Director or Officer of the corporation (whether or not such person is a Director or Officer of the corporation at the time such person is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon such person) except in relation to matters as to which such person shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of such person's duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE IX. BYLAWS

The power to adopt, amend or repeal bylaws shall be vested in the Board of Directors of this corporation.

ARTICLE X. AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Director or member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors of this corporation.

ARTICLE XI. INITIAL REGISTERED AGENT AND OFFICE

The address of the Registered Office and principal place of business of the corporation is 6701 SW 94th Street, Pinecrest, Florida 33156 and the initial registered agent of this corporation at such address is Robert C. Ross

IN WITNESS THEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on the 18th day of May, 2000, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

I HEREBY ACCEPT THE DESIGNATION
AS REGISTERED AGENT.

Robert C. Ross

Robert C. Ross , INCORPORATOR/REGISTERED AGENT

FILED
00 MAY 22 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA