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**FLORIDA NON-PROFIT CORPORATION**

**The CHARLEE Foundation, Inc.**

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**ARTICLES OF INCORPORATION OF  
THE CHARLEE FOUNDATION, INC.**

THE UNDERSIGNED, acting as the incorporator of this not-for-profit corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation (the "Articles") of such corporation.

**ARTICLE I**

**NAME AND ADDRESS**

The name of this corporation is The CHARLEE Foundation, Inc. (the "Foundation"). The initial principal office and mailing address of the Foundation will be:

5915 Ponce de Leon Blvd., Suite 26  
Coral Gables, Florida 33146

**ARTICLE II**

**DURATION**

The Foundation will commence its existence with the filing of these Articles. The existence of the Foundation will be perpetual, unless dissolved according to law.

**ARTICLE III**

**PURPOSES AND LIMITATIONS**

The purposes for which the Foundation is organized are:

- (a) To engage in any activity or business permitted under the laws of the United States and the State of Florida governing the activities of charitable or not-for-profit entities, so long as such activity is consistent with paragraph (b) of this Article.
- (b) To qualify, act, and operate exclusively as a supporting organization of CHARLEE of Dade County, Inc. (the "Supported Organization"), a Florida corporation not-for-profit, consistent with the provisions of Section 509 of the Internal Revenue Code or

any successor statute; provided, however, that the Foundation may, but will never be required to, make payments to the Supported Organization, and the Foundation will not be required to make payments to any creditors of the Supported Organization.

No earnings of the Foundation will inure in whole or in part to private individuals, except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes.

The activities of the Foundation will not include attempting to influence legislation, except as permitted by applicable law.

Notwithstanding any other provisions of these Articles of Incorporation, the Foundation will not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.

#### ARTICLE IV

##### MEMBERSHIP

The Foundation will have no members.

#### ARTICLE V

##### BOARD OF TRUSTEES

The powers of the Foundation will be exercised by or under the authority of, and the business and affairs of the Foundation will be managed under the direction of, a Board of Trustees, which initially will consist of ten (10) persons elected by majority vote of all of the members of the Steering Committee of the Board of Directors of the Supported Organization, and each of whom will hold office until his or her qualified successor has been duly elected as provided in the Foundation's Bylaws. Trustees will serve staggered terms of two (2) years from the date of election or until their qualified successors have been duly elected; provided, however, that the Foundation's Board of Trustees must at all times include at least three (3) members of the Board of Directors of the Supported Organization, one (1) of whom will be the president of the Board of Directors of the Supported Organization. The Board of Trustees, by majority vote, may from time to time increase or decrease the number of Trustees to not more than fifteen (15) or not less than eight (8).

The names, street addresses and initial terms of office of the members of the first Board of Trustees are:

<u>Names:</u>	<u>Street Addresses:</u>	<u>Initial Term</u>
Berta Blocke	8750 Ponce de Leon Road Miami, FL 33143	2 years
Doris Capri	15545 Miami Lakeway Apartment 206 Miami, FL 33014	1 year
Dean Colson	Colson Hicks Law Firm 200 South Biscayne Blvd. Suite 4700 Miami, FL 33131	2 years
Claudia Kitchens	5191 S.W. 76 <sup>th</sup> Street Miami, FL 33143	1 year
Hank Klein	2 Alhambra Plaza Penthouse 2 Coral Gables, FL 33134	1 year
Cindy S. Lederman	Juvenile Justice Center 3300 N.W. 27 <sup>th</sup> Avenue Room 201 Miami, FL 33142	1 year
Chris Mendosa	1010 Kotoiro Coral Gables, FL 33146	2 years
Miriam Milgram	4120 Kiaora Street Coconut Grove, FL 33133-6350	1 year
Nan Rich	2748 Pinehurst Weston, FL 33332	2 years
Bill Walker	501 Brickell Key Drive Suite 509 Miami, FL 33131	2 years

**ARTICLE VI**

**NONSTOCK BASIS**

The Foundation is organized on a nonstock basis.

**ARTICLE VII**

**AMENDMENT**

Any amendment to these Articles must be approved by the two-thirds (2/3) vote of all of the Trustees of the Foundation and the majority vote of all of the members of the Steering Committee of the Board of Directors of the Supported Organization.

**ARTICLE VIII**

**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Foundation in the State of Florida will be:

5915 Ponce de Leon Blvd., Suite 26  
Coral Gables, Florida 33146

The name of the initial registered agent of the Foundation at the above-specified address will be:

Frances P. Allegra.

**ARTICLE IX**

**INCORPORATOR**

The name and street address of the incorporator of the Foundation (the "Incorporator"), who

is signing these Articles, is as follows:

H. William Walker, Jr.  
501 Brickell Key Drive  
Suite 509  
Miami, FL 33131

#### ARTICLE X

##### EXEMPT STATUS

Notwithstanding any other provision of these Articles, this Foundation will not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a supporting organization exempt from federal income tax under Section 509 of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue law.

#### ARTICLE XI

##### DISSOLUTION AND LOSS OF STATUS

In the event of the dissolution of the Foundation, after all of the Foundation's liabilities and obligations have been paid and discharged, any residual assets of the Foundation will be donated to the Supported Organization or, in the event that the Supported Organization no longer exists or has lost its exempt status as set forth in the following clause, to one or more exempt organizations, qualifying as such under Sections 170(c)(2) or 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any prior or future law enforced by the United States Internal Revenue Service, so long as such exempt organization(s) are operated for the benefit of the charitable class benefited by the Supported Organization.

In the event of the Supported Organization's substantial failure, abandonment or loss of status as an exempt organization qualifying as such under Sections 170(c)(2) or 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any prior or future law enforced by the United States Internal Revenue Service, the Foundation will be dissolved by majority vote of the Board of Trustees at a duly called meeting or, if it continues in existence, operated for the benefit of the charitable class benefited by the Supported Organization.

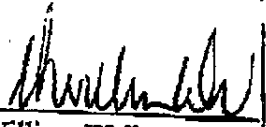
IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed these Articles, in the City of Miami, County of Miami-Dade, State of Florida, for the aforementioned uses and purposes in connection with the Foundation, on this 7th day of June, 2000.

By: \_\_\_\_\_

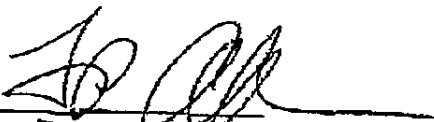
  
H. William Walker, Jr.

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT  
OF THE CHARLEE FOUNDATION, INC.**

Pursuant to Sections 48.091 and 617.0501 of the Florida Statutes (1993), The CHARLEE Foundation, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 5915 Ponce de Leon Blvd., Suite 26, Coral Gables, Florida, has named Frances P. Allegra, located thereat, as its registered agent and to accept service of process within the State of Florida.

By:   
H. William Walker, Jr.

Having been named as the registered agent and to accept service of process in the State of Florida for the above-named corporation at the location designated herein, I hereby accept the appointment 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.

By:   
Frances P. Allegra

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