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FLORIDA NON-PROFIT CORPORATION
COCONUT GROVE COMMUNITY FOUNDATION, INC.

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ARTICLES OF INCORPORATION

of

COCONUT GROVE COMMUNITY FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)**Article I.**
NAME

The name of this corporation shall be Coconut Grove Community Foundation, Inc. (hereinafter called the "Corporation").

Article II.
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is 701 Brickell Avenue, Suite 3150, Miami, Florida 33131.

Article III.
PURPOSE

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article III to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

Article IV.
MEMBERSHIP

The Corporation shall not have members.

Article V.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, Suite 3150, Miami, Florida 33131, and the name of the Corporation's initial registered agent at that address is Arthur J. Murphy.

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Article VI.
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws.

Article VII.
AMENDMENT

These Articles of Incorporation may be altered, amended, or repealed, and new Articles of Incorporation adopted as provided in the Bylaws of the Corporation.

Article VIII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Arthur J. Murphy, 701 Brickell Avenue, Suite 3150, Miami, Florida 33131.

Article IX.
DURATION OF CORPORATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

Article X.
FISCAL YEAR

The fiscal year for the Corporation shall be the calendar year January 1 through December 31.

Article XI.
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

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Article XII
RESTRICTIONS

A. 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 III hereof.

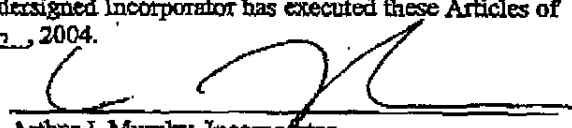
B. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or 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 Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(e)(2), 2055, 2106(a)(2), and 2522 of the Code, or corresponding sections of any future federal tax code.

D. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future federal tax code.

E. The Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 31st day of March, 2004.


Arthur J. Murphy, Incorporator

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CORPORATION SVC CO

NO. 409 P. 5

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Coconut Grove Community Foundation, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §617.0501.


Arthur J. Murphy

Dated: March 31, 2004

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