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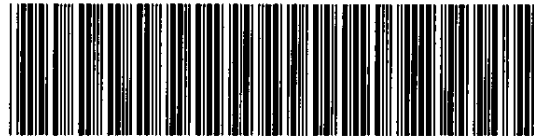
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers MAY 23 2006

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ATTORNEYS AT LAW
110 MERRICK WAY
SUITE 3-B

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J. PATRICK FITZGERALD
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PALM BEACH ADDRESS

P.O. BOX 4888
WEST PALM BEACH, FLORIDA 33402-4888
(561) 659-6438

Reply To:

Coral Gables

OF COUNSEL:

SUZANNE A. DOCKERTY
JOSEPH J. PORTUONDO
FLETA A. STAMEN
BARBARA DEL CASTILLO

May 18, 2006

Via Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

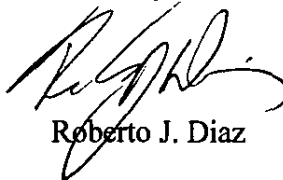
Re: Miami-Dade County Fair Foundation, Inc.

Dear Sir/Madam:

We have enclosed the original and one (1) copy of the Articles of Incorporation for Miami-Dade County Fair Foundation, Inc. along with a check for \$78.75 payable to the Department of State. Please file the articles and send us a certified copy for our records.

Thank you.

Sincerely,



Roberto J. Diaz

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
MIAMI-DADE COUNTY FAIR FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Miami-Dade County Fair Foundation, Inc., a Florida not for profit corporation, (hereinafter called the "Corporation") whose principal office is located at 10901 S.W. 24 Street, Miami, Florida 33165-2398.

**ARTICLE II
PURPOSE**

- (a) To provide endowments for scholarships and other programs to benefit the Miami-Dade County community with emphasis on Youth.
- (b) The general purposes for which this Corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.
- (c) Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE III
QUALIFICATIONS FOR MEMBERS AND THE
MANNER OF THEIR ADMISSION

The Members shall be the Directors of the Miami-Dade County Fair & Exposition, Inc., a Florida not for profit corporation.

ARTICLE IV
ADDRESS OF REGISTERED OFFICE AND
NAME OF REGISTERED AGENT

The street address of the registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134. The initial registered agent of the Corporation is J. Patrick Fitzgerald, Esquire.

ARTICLE V
BOARD OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors. The Members of the Corporation will be the Directors. The election and term of office of the Directors shall be set forth in the Bylaws.

The names and addresses of the persons who will serve as Directors until the next election are as follows:

Sandra K. Vanden

4265 Braganza Avenue
Miami, FL 33133

Willie L. Carpenter

10965 S.W. 175 Street
Miami, FL 33157

Eduardo F. Cora

8961 S.W. 57 Terrace
Miami, FL 33173

Manuel Rodriguez

5955 S.W. 88 Court
Miami, FL 33173

Richard Krinzman

2645 S. Bayshore Drive
Miami, FL 33133

Ivonne F. Alexander

12811 S.W. 148 Street Road
Miami, FL 33186

Roger Cuevas

12353 S.W. 104 Lane
Miami, FL 33186

Albert Dotson

17901 S.W. 78 Avenue
Miami, FL 33157

Jack Griffith

9490 S.W. 117 Terrace
Miami, FL 33176

Douglas S. Loria

3828 Kumquat Avenue
Coconut Grove, FL 33133

Robert Misick

11410 S.W. 110 Lane
Miami, FL 33176

Marcos A. Perez

631 Sevilla Avenue
Coral Gables, FL 33134

Mary E. Reilly

5050 N.W. 3 Court
Delray Beach, FL 33445

Phillip M. Clark

10302 S.W. 158 Court
Miami, FL 33196

ARTICLE VI
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII
COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

ARTICLE VIII
OFFICERS

The Corporation shall have a Chairman of the Board, a Chairman-Elect, a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers.

The names and positions of the persons who will serve as the officers until the next election are as follows:

<u>Sandra K. Vanden</u>	<u>Chairman of the Board</u>
<u>Willie L. Carpenter</u>	<u>Chairman - Elect</u>
<u>Phillip M. Clark</u>	<u>President</u>
<u>Eduardo Cora</u>	<u>Secretary</u>
<u>Manuel J. Rodriguez</u>	<u>Treasurer</u>

ARTICLE IX
POWERS

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida. Without limiting the generality of the powers specified above, the specific powers of the Corporation shall be:

- (a) To acquire through donation, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific, community and educational purposes of the Corporation and other affiliated organizations;

- (b) To make charitable contributions to any approved 501(c) (3) organizations;
- (e) To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and
- (f) To utilize its income in furtherance of the foregoing objectives.

ARTICLE X **LIMITATIONS ON ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate member described in Section 501(c)(3) of the Code. No substantial 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Code, or by an organization, contributions to which, are deductible under Section 170(c)(2) of the code.

ARTICLE XI
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, within their sole discretion, to an organization exempt of taxation under Section 501(c) (3) of the Internal Revenue Code, if still exempt at the time of such disposition, or if not still exempt, then to such organization or organizations organized and operated exclusively for charitable, education, community or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code, as the Members of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XII
AMENDMENT OF THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, altered, modified or revoked only upon the vote of the majority of the Directors.

IN WITNESS WHEREOF, I, the Incorporator, have subscribed my name this 8
day of MAY, 2006.

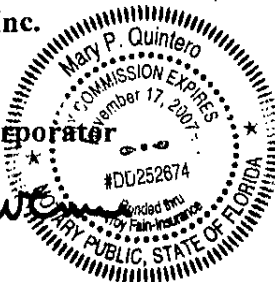
Miami-Dade County Fair Foundation, Inc.

By:

Sandra K. Vanden Incorporator

4265 Brazanza Avenue
(Street Address)

Miami, FL 33133
(City, State, Zip Code)



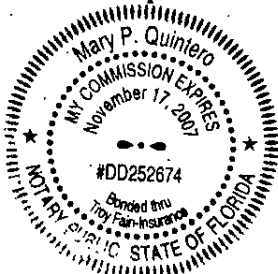
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 8 day of May, by SANDRA K. VANDEN, as Incorporator of Miami-Dade County Fair Foundation, Inc., a Florida not for profit corporation, on behalf of the Corporation.
(Check One) ☒ He is personally known to me or ☐ He has produced
KNOWN TO ME, as identification.

Mary P. Quintero

NOTARY PUBLIC-STATE OF FLORIDA
At Large

My Commission Expires:




Print, type or stamp Notary Name:

MARY P. QUINTERO

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of Miami-Dade County Fair Foundation, Inc., a Florida not for profit corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



J. Patrick Fitzgerald, Esq.
Registered Agent

DATED: May 15, 2006

FILED
06 MAY 19 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA