

N07000011455

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000287404 3)))



H070002874043ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : STEARNS WEAVER MILLER WEISSLER ALHADEF & SITTERSON, P
Account Number : I20060000135
Phone : (305)789-3200
Fax Number : (305)789-3395

FLORIDA PROFIT/NON PROFIT CORPORATION

Breakthrough Miami, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

APPROVED
AND
FILED
07 NOV 28 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF INCORPORATION
OF
BREAKTHROUGH MIAMI, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 NOV 28 PM 12:05

APPROVED
AND
FILED

Pursuant to the provisions of Section 617.0202 of the Florida Not For Profit Corporation Act, the undersigned does hereby execute and submit for filing with the Florida Department of State these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the corporation is BREAKTHROUGH MIAMI, INC. (the "Corporation").

ARTICLE II - ADDRESS

The principal office and mailing address of the Corporation is 3575 Main Highway, Miami, Florida 33133.

ARTICLE III - PURPOSE

The Corporation is organized and shall be operated exclusively for the following charitable and educational purposes 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):

(a) To conduct academically rigorous educational programs, including but not limited to summer and after-school programs, for middle and high school students for the purpose of enriching and supplementing the basic public school program, taught by talented high school and college students, and designed:

(1) to improve and develop the intellectual and emotional capabilities of the students, especially those from low-income and diverse ethnic backgrounds, so that they may better achieve academic success in college preparatory high school classes and college completion; and

(2) to encourage talented high school and college students, especially those from ethnic groups currently under-represented in the field of education, to become teachers, and to improve and develop their capabilities as such.

(b) To carry on any other charitable or educational activity within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law) which is consistent with the

provisions of these Articles and which may be lawfully carried on by a corporation organized under the Florida Not For Profit Corporation Act, including without limitation, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law).

ARTICLE IV – DURATION

The period of the Corporation's duration is perpetual.

ARTICLE V – MEMBERS

The Corporation will not have members.

ARTICLE VI – DIRECTORS

Management of the affairs of the Corporation is to be vested in its Board of Directors. The Corporation's directors shall be elected or appointed as set forth in the Corporation's bylaws. The names and addresses of the persons who are to serve as the initial directors of the Corporation until the first annual meeting or until their successors are duly elected and qualified are:

| | |
|-----------------|---|
| John Flickinger | 3575 Main Highway Miami, Florida 33133 |
| Michael Elkin | 3575 Main Highway Miami, Florida 33133 |
| Patrick Range | 3575 Main Highway Miami, Florida 33133 |
| Bradley Stein | 3575 Main Highway Miami, Florida 33133 |
| Elissa Vanaver | 3575 Main Highway Miami, Florida 33133 |
| K. Taylor White | 3575 Main Highway Miami, Florida 33133 |

ARTICLE VII – REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 150 W. Flagler Street, Suite 2200, Miami, Florida 33130, and the name of the registered agent of the Corporation at such address is K. Taylor White.

ARTICLE VIII – LIMITATIONS

In administering its programs and activities and conducting its business, the Corporation shall be subject to the following limitations:

(a) In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States internal revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such exempt purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 IV hereof. 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 (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law), or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law).

(c) In any taxable year of the Corporation in which the Corporation is a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law, the Corporation:

(1) will distribute 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 Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law.

(2) will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal law.

(3) will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law.

(4) will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law.

(5) will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law.

ARTICLE IX – NON-DISCRIMINATION

In administering its programs and activities, the Corporation shall not discriminate on the basis of race, color, religious belief, national origin, ancestry, sex, or sexual orientation.

ARTICLE X – INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator are as follows:


Name

Address

K. Taylor White

150 W. Flagler Street, Suite 2200
Miami, Florida 33130


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 28th day of November 2007.


K. Taylor White, Incorporator

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for BREAKTHROUGH MIAMI, INC. at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 617, Florida Statutes.

Dated: November 28, 2007


K. Taylor White, Registered Agent