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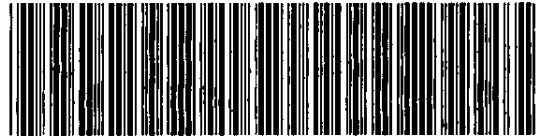
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers MAR 16 2010

COVER LETTER

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

SUBJECT: Miami Fire Fighters Charitable 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: Kathleen M. Phillips, Esq. - Incorporator
Name (Printed or typed)

9360 SW 72 Street, Suite 283
Address

Miami, FL 33173
City, State & Zip

305-412-8322
Daytime Telephone number

kphillips@phillipsrichard.com
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

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

**ARTICLES OF INCORPORATION
OF
MIAMI FIRE FIGHTERS CHARITABLE FUND, INC.
A Florida Not-for Profit Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

- A. NAME OF CORPORATION:** The name of the corporation is Miami Fire Fighters Charitable Fund, Inc.
- B. PRINCIPAL OFFICE:** The principal office of the corporation is located at 2980 NW South River Drive, Miami, Florida 33125-1146.
- C. MAILING ADDRESS:** The mailing address of the corporation is 2980 NW South River Drive, Miami, Florida 33125-1146.
- D. REGISTERD AGENT:** The name of the registered agent of the corporation is Kathleen M. Phillips. The address of this registered agent is 9360 SW 72nd Street, Suite 283, Miami, Florida 33173.
- E. BOARD OF DIRECTORS:** The initial Board of Directors shall consist of the following: Robert Suarez, Nelson Enriquez, Louis Marshall, Jorge Megias, Charlie Boyd, Carlos Gonzalez, Troy Sutton, David Brinson, Fidel Barreto, Art Gomez, Anthony Milan, Daniel Givens, Joe Burns, Richard Strosnider, and William Savoy. The method of selection and number of future members of the Board of Directors shall be stated in the bylaws.
- F. OFFICERS:** The initial Officers shall consist of Robert Suarez – President and Jorge Megias – Secretary/Treasurer.
- G. INCORPORATOR:** The name and address of the incorporator is Kathleen M. Phillips, 9360 SW 72nd Street, Suite 283, Miami, Florida 33173
- H. CORPORATE PURPOSES:** The purposes of this corporation shall consist of the following:

GENERAL:

- 1. To provide/offer: (i) fire prevention education to the general public; (ii) financial assistance and humanitarian aid to members of the Miami Association of Fire Fighters, Local 587, and the general public, who are victims of natural or man-made disasters; (iii) donations to other organizations who help the general public and community.

2. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trust, institutions, foundations, or governmental bureaus, departments or agencies.
 3. **501(c)(3) LIMITATION:** Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 4. **EXCLUSIVITY:** The corporation is organized exclusively for charitable and for educational purposes.
- I. LOBBYING AND POLITICAL CAMPAIGNS:** 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 in any candidate for public office.
- J. DISSOLUTION:** Upon the dissolution of the corporation, assets remaining after payment of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state and local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- K. INDEMNIFICATION:** Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) maybe entitled apart from this Article.

EXECUTION

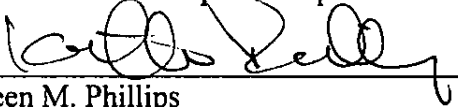
These Articles of Incorporation are hereby executed by the incorporator on this 12th day of March, 2010.



Kathleen M. Phillips, Incorporator

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Miami Fire Fighters Charitable Fund, Inc., a Florida not-for-profit corporation.



Kathleen M. Phillips

3/12/10

Date

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TALLAHASSEE, FLORIDA