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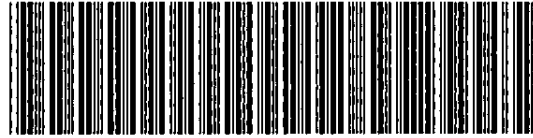
(Business Entity Name)

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02/24/12--01026--018 **78.75

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12 MAR -9 PM 2:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRB
3/13/12

Cover Letter

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

Subject: North Miami Educational Foundation, Inc.
(Proposed Corporate Name)

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 for the Filing fee and Certificate of Status.

From: City of North Miami
Stephen E. Johnson, City Manager
776 NE 125th Street, 4th Floor
North Miami, FL 33161
(305) 895-9888



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

12 MAR -9 AM 11:47

DIVISION OF CORPORATIONS

February 27, 2012

CITY OF NORTH MIAMI
STEPHEN E. JOHNSON, CUTY MANAGER
776 NE 125TH STREET, 4TH FLOOR
NORTH MIAMI, FL 33161

SUBJECT: NORTH MIAMI EDUCATIONAL FOUNDATION, INC.
Ref. Number: W12000011105

We have received your document for NORTH MIAMI EDUCATIONAL FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles must be in numeric order. After Article VIII, you have Article ~~V~~IX. Also, the registered agent name need to be listed in Article VI.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 212A00007957

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

North Miami Educational Foundation, Inc.

A not for profit corporation

We, the undersigned, having heretofore associated ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, as a not for profit corporation pursuant to Chapter 617, Florida Statutes, under the name of "North Miami Educational Foundation, Inc.," do hereby apply to the Secretary of State, Division of Corporations for the issuance of a Charter, as follows:

ARTICLE I - NAME

The name of this not for profit corporation shall be "North Miami Educational Foundation, Inc."

ARTICLE II - ADDRESS

The principal place of business and mailing address of this not for profit corporation shall be the North Miami Educational Foundation, Inc., c/o City of North Miami, Attn: Stephen E. Johnson, City Manager, 776 NE 125th Street, 4th Floor, North Miami, FL 33161.

ARTICLE III - PURPOSES

The purposes for which this not for profit corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning ascribed by Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or revised.

Notwithstanding any other provision of these Articles, this not for profit corporation shall not:

- a. Participate in any activity not permitted to be carried on by an organization exempt from federal income tax under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code.
- b. Participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c. Attempt to influence legislation.

The specific purposes of this not for profit corporation shall be:

- a. To recognize the need to financially assist deserving at-risk students and economically disadvantaged North Miami residents in the pursuit of educational goals.
- b. To financially assist at-risk, economically disadvantaged North Miami residents in the pursuit of post-secondary educational goals.
- c. To solicit and accept contributions from the general public, public or private institutions, and governmental agencies to achieve the goals, purposes and mission of this not for profit corporation.
- d. To perform every lawful act and thing necessary, desirable and expedient, to be done, in carrying on the purposes of this not for profit corporation, and to accomplish the ends for which the body corporate is formed.

ARTICLE IV – APPOINTMENT OF BOARD OF DIRECTORS

- a. Nine (9) members of the Board of Directors shall be selected and appointed by the Mayor and City Council of the City of North Miami.
- b. The members of the Board of Directors shall come from the following professional fields: education, real estate, members of not for profit entities, government, sports, engineering, economic development, accounting, business, law, medicine, computer science, banking, advertisement, marketing, and employment consulting.

ARTICLE V – BOARD OF DIRECTORS

- a. Within ninety (90) days of incorporation, the Mayor and City Council of the City of North Miami shall designate the members of the Board of Directors. The initial Board of Directors shall be comprised of the following individuals:
 - i. A principal of a North Miami Middle School;
 - ii. A principal of the North Miami High School;
 - iii. A Vice-Provost or Administrator of a local university
 - iv. A resident of the City of North Miami
 - v. An Executive Director of a not for profit organization;
 - vi. Two business owners of businesses situated within the City of North Miami;
 - vii. Two employees of the City of North Miami
- b. Each year thereafter, the Mayor and City Council shall appoint the members of the Board of Directors and shall fill vacancies to their allotted members on the Board of Directors, except as otherwise provided herein.

- c. Within one hundred and twenty (120) days of incorporation, the initial Board of Directors shall convene to elect the initial Officers. The election procedure of the initial Officers shall be identical to those established by Article VIX, Elections.

ARTICLE VI – REGISTERED AGENT

Until such time a successor is appointed by the Board of Directors, the Registered Agent of this not for profit corporation shall be the Roland C. Galdos, Interim City Attorney of the City of North Miami, whose business address is 776 NE 125th Street, 1st Floor, North Miami, FL 33161.

ARTICLE VII – INCORPORATOR

The name and mailing address of the Incorporator is as follows:

Name:

Mailing Address:

Stephen E. Johnson
City Manager

776 NE 125th Street, 4st Floor
North Miami, FL 33161

ARTICLE VIII – MANAGEMENT

- a. The Board of Directors shall have the general management of the property, business affairs and concerns of this not for profit corporation, and shall consist of not less than five (5) and not more than nine (9) Directors, the exact number to be fixed by the Board of Directors.
- b. Management of the daily operations of this not for profit corporation shall be conducted by the Officers, which shall consist of the President, Vice President, Secretary, and Treasurer.

ARTICLE IX – ELECTIONS

- a. Each year at the annual meeting, the new Board of Directors shall elect the President of the Board, who shall appoint an acting Secretary of the Board for its meetings. The President shall entertain nominations from among the Board members to serve as Officers of this not for profit.
- b. After the President has declared that the nominations are closed, the Board of Directors shall vote on the Officers. If there is but one nominee for any office, it shall be in order to move that the collective ballot be cast for the nominee.
- c. A vacancy on the Board of Directors or in any office shall exist in the event of the death or resignation of a Director, or if the Board of Directors, by a majority of vote of its members, adopts a resolution removing a Director for just cause.

- d. A vacancy occurring in any office shall be filled for the unexpired term by another Director elected by a majority vote of the remaining members of the Board of Directors. In the event a vacancy occurs in the office of the President, the Vice President shall serve as President of this not for profit corporation for the unexpired term.

ARTICLE X – INDEMNIFICATION

This not for profit corporation shall indemnify the City of North Miami and any and all persons who may serve or who have served at any time as Incorporators, Directors or Officers, against any and all expenses including, but not limited to, amounts paid upon judgments, attorneys' fees, costs and amounts paid in settlements, incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, may be involved by virtue of having been such Incorporator, Director or Officer of this not for profit corporation. The aforementioned indemnity shall not apply in matters to which any such Incorporator, Director or Officer, shall be adjudged in any action, suit or proceeding to be liable for misfeasance or malfeasance in the performance of his or her duties as such Incorporator, Director or Officer. As a condition for this indemnification being effective, this not for profit corporation shall have the right, at its sole option, to control the defense and settlement of any such action. The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement or Florida law.

ARTICLE XI – MEMBERSHIP

This not for profit corporation shall have no members.

ARTICLE XII – TERM

This not for profit corporation shall have perpetual existence.

ARTICLE XIII – AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by any Director of this not for profit corporation and may be adopted by a majority of the members of the Board of Directors. Upon an amendment to the Articles of Incorporation being adopted, the amendment shall be filed with the Florida Department of State in the manner provided by law.

ARTICLE XIV – BYLAWS

The Bylaws of this not for profit corporation may be made, altered or rescinded by the vote of a majority of the members of the Board of Directors.

ARTICLE XV – MEETINGS

The Board of Directors of this not for profit corporation shall meet least once during the year to hold its annual meeting at the time provided for in the Bylaws, and at such other times as meetings may be duly called in accordance with the Bylaws.

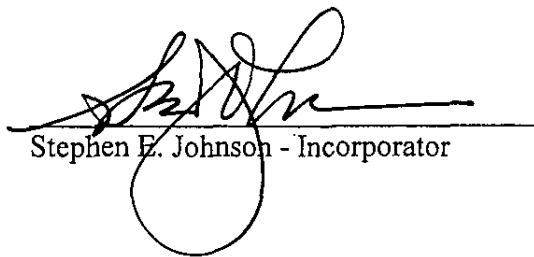
ARTICLE XVI – ASSETS

The property of this not for profit corporation is irrevocably dedicated to charitable purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that this not for profit 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, Purposes.

ARTICLE XVII – DISSOLUTION

In the event of dissolution, the residual assets of this organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, or to the corresponding provision of any federal, state or local government law or regulation.

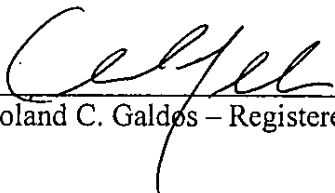
IN WITNESS WHEREOF, and in testimony of my intention and good faith to carry out the purposes and objectives set forth herein, I subscribe my name to this Article of Incorporation this 3rd day of MARCH, 2012, at North Miami, Miami-Dade County, Florida.


Stephen E. Johnson - Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acknowledgement of Registered Agent

Having been named Registered Agent to accept service of process for the above stated not for profit corporation at the place designated in this Certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



Roland C. Galdos – Registered Agent

3/5/12
Date

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to make acknowledgments, personally appeared Stephen E. Johnson, Incorporator, and Roland C. Galdos, Registered Agent, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the aforesaid State and County this 5th day of March, 2012.



Notary Public Signature

ANDREA A. McDONALD

Print Name
Notary Public – State of Florida
Commission No: EE 069974
My Commission Expires:

