

N9500000799

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4800 NORTH FEDERAL HIGHWAY
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GLENN A. GERENA
ROBERT P. GIBEN
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DENNIS W. HILLIER
MICHAEL JAY SHAPIRO
JAMES E. WANLESS

February 14, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street (32399)
P.O. Box 6327
Tallahassee, FL 32314

Re: (The I Have A Dream Foundation of Miami, Inc.)

Dear Sir or Madam:

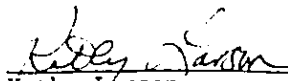
Enclosed are three original Articles of Incorporation and Registered Agent forms for the captioned not-for-profit corporation.

One original is to be filed in your office and two originals are to be certified and returned to this office. Also enclosed is a check from our client, Stephanie Trump, in the amount of \$175.00 for:

Receiving, filing and indexing Articles of Incorporation	\$35.00
Certified copy of Articles of Incorporation	105.00
Registered Agent Fee	<u>35.00</u>
Total	\$175.00

Please telephone me if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

Very truly yours,


Kathy Larson
Legal Assistant

Enclosures

cc: Stephanie Trump

D. BROWN FEB 17 1995

FILED
95 FEB 15 11:11 AM
FEDERAL BUREAU OF INVESTIGATION

SECRET
U.S. DEPARTMENT OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION

**ARTICLES OF INCORPORATION
OF
THE I HAVE A DREAM FOUNDATION OF MIAMI, INC.**

(A Not-For-Profit Corporation)

The undersigned hereby executes these Articles of Incorporation for the purpose of becoming incorporated under Chapter 617, Revised Florida Statutes, as a corporation not-for-profit, and certifies as follows:

ARTICLE I

NAME

The name of the Corporation shall be "The I Have A Dream Foundation of Miami, Inc." (hereinafter referred to as the "Corporation"). Its principal office shall be at 7900 Island Boulevard, Williams Island, Florida 33160 or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSE

The sole purpose for which this Corporation is formed is to promote the educational and scholastic achievement of students residing in Miami, Florida through academic, social, creative and recreational enrichment programs. The Corporation is organized exclusively for education and other nonprofitable purposes.

The Corporation intends that it qualify for exemption from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and these Articles of Incorporation shall be construed consistently with the requirements thereof.

FILED
95 FEB 16 AM 11:41
SECRET
TALLAHASSEE, FLORIDA

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

POWERS

The Corporation shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide.

ARTICLE V

PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Corporation is one which does not permit pecuniary gain or profit. No part of any net earnings shall inure to the benefit of any member, director or officer, and as such they will have no interest in or title to any of the property or assets of the Corporation. Nothing herein shall prohibit the Corporation from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation.

ARTICLE VI

CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VII

QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By-Laws of the Corporation.

ARTICLE VIII

VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By-Laws of the Corporation.

ARTICLE IX

LIABILITY FOR DEBTS

Neither the members nor the officers or directors of the Corporation shall be liable for the debts of the Corporation.

ARTICLE X

BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) persons who shall serve until the selection of their successors in accordance with the By-Laws. The Board of Directors of the Corporation shall have such number and terms as specified in the By-Laws of the Corporation. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Stephanie Trump	7900 Island Boulevard Williams Island, FL 33160
Eddie Trump	7900 Island Boulevard Williams Island, FL 33160
John Farrell	7025 N. Augusta Drive Miami, FL 33015

ARTICLE XI
INCORPORATOR

The name and address of the subscriber and incorporator is as follows:

<i>Name</i>	<i>Address</i>
Stephanie Trump	7900 Island Boulevard Williams Island, FL 33160

ARTICLE XII
INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as director or officer from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having been, or hereafter being, director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct.

ARTICLE XIII
DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the applicable Court of the county in which the

principal office of the Corporation is then 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.

ARTICLE XIV

INITIAL REGISTERED OFFICE AND AGENT

The registered office for the Corporation and the registered agent for the Corporation at that address are the following: John Farrell, 7900 Island Boulevard, Williams Island, Florida 33160.

IN WITNESS WHEREOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 31 day of December 1994.

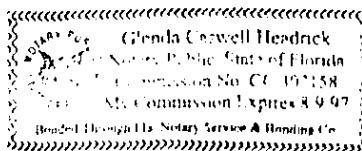
Stephanie Trump

Stephanie Trump, Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 31 day of December, 1994 by Stephanie Trump. She has produced _____ as identification and did not take an oath.
personally known to me.

Glenda Caswell Headrick
Printed Name: Glenda Caswell Headrick
NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
55 FEB 16 11:41
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST--THAT THE I HAVE A DREAM FOUNDATION OF MIAMI, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 7900 ISLAND BOULEVARD, WILLIAMS ISLAND, FLORIDA 33160.

SECOND--JOHN FARRELL, LOCATED AT 7900 ISLAND BOULEVARD, WILLIAMS ISLAND,
FLORIDA 33160 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Stephanie Trump
Stephanie Trump, as
Incorporator

DATE 1-12-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE John Farrell
John Farrell, as Registered
Agent

DATE 1-12-95

AUG-01 1996
8/01/96
10:45:19

N95000000799

BERMAN WOLFE & RENNERT
TALLAHASSEE
FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: BERMAN WOLFE & RENNERT,
P.A.

DEPARTMENT OF STATE 100 SE SECOND ST., STE.
3500

STATE OF FLORIDA INTERNATIONAL PLACE
409 EAST GAINES STREET MIAMI FL 33131-2130
TALLAHASSEE, FL 32399 CONTACT: KIM GREENBERG
FAX: (904) 922-4000 PHONE: (305) 577-4166
FAX: (305) 373-6036

DOCUMENT TYPE: BASIC AMENDMENT
NAME: THE I HAVE A DREAM FOUNDATION OF MIAMI, INC.
FAX AUDIT NUMBER: H96000010660 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/01/1996 TIME REQUESTED: 10:45:19
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 1 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$35.00 ACCOUNT NUMBER:

076103002011

Note: Please print this page and use it as a cover sheet when
submitting documents to the Division of Corporations. Your document cannot be
processed without the information contained on this page. Remember to type the
Fax Audit number on the top and bottom of all pages of the document.

((H96000010660))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

FILED
96 AUG - 1 PM 4: 24
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DIVISION OF CORPORATIONS

AUG-01-1996 14:56 FROM BERMAN WOLFE RENNERT TO TALLAHASSEE P.01/02



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 1, 1996

THE I HAVE A DREAM FOUNDATION OF MIAMI, INC.
7900 ISLAND BOULEVARD
WILLIAMS ISLAND, FL 33160

SUBJECT: THE I HAVE A DREAM FOUNDATION OF MIAMI, INC.
REF: N95000000799

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The FAX audit number must be on the top and bottom of each page of the document.

Please return 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 (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000010660
Letter Number: 696A00036890

22:30 PM 1-30-96

H96000010660

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF THE I HAVE A DREAM FOUNDATION OF MIAMI, INC.

The undersigned, being the President of The I Have A Dream Foundation of Miami, Inc., a Florida corporation (the "Corporation"), hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation, on behalf of the Corporation, and further states as follows.

- 1. ARTICLE VII of the ARTICLES OF INCORPORATION of the Corporation shall be amended in its entirety to read as follows:

ARTICLE VII - Qualifications of Membership


The corporation shall have no members.

The foregoing amendment was adopted by written consent in lieu of a joint special meeting of the Board of Directors of the Corporation as of the 24th day of July, 1996. The corporation has no members.

Accordingly, the number of votes cast for the amendment by the directors was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation as of the 24th day of July, 1996 all in accordance with Section 617.1006, Florida Statutes.

THE I HAVE A DREAM
FOUNDATION OF MIAMI, INC.

By: 
Stephanie Trump, President

G:\Lynch, Sheila TIT-z\Trump\Revised Articles of Amendment

FILED
96 AUG - 1 PM 4: 24
TALLAHASSEE, FLORIDA

This Document Prepared By:
Loon J. Wolfe, Esq., #327247
BERMAN WOLFE & RENNERT, P.A.
100 S.E. 2nd Street, #3500
Miami, FL 33131-2130
(305) 577-4167

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