

N98000002430

Requestor's Name _____

FOR ADVERTISING
291 SW 27TH AVE
MIAMI, FL 33135

 City/State/Zip _____ Phone # _____

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) **700002485427--8**
 -04/10/98--01104--001
 *****61.25 *****61.25
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #) **700002485427--8**
 -04/28/98--01003--015
 *****8.75 *****8.75
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 98 APR 24 PM 1:14
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

BB
W98-8156

Examiner's Initials	_____
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 13, 1998

STANLEY J. BODNER
291 SW 27TH AVENUE
MIAMI, FL 33135

SUBJECT: ADVERTISING FEDERATION OF GREATER MIAMI
SCHOLARSHIP FOUNDATION, INC.
Ref. Number: W98000008156

We have received your document for ADVERTISING FEDERATION OF GREATER MIAMI SCHOLARSHIP FOUNDATION, INC. and your check(s) totaling \$61.25. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of ~~\$8.75.~~ *herewith*

The name of the entity must be identical throughout the document. *corrected*

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.") *herewith*

Please return the 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) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 698A00019517

ARTICLES OF INCORPORATION OF
ADVERTISING FEDERATION OF GREATER MIAMI
SCHOLARSHIP FOUNDATION

(A Florida Corporation, not-for-profit)

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

Name and Location of Principal Office

The name of the corporation is Advertising Federation of Greater Miami Scholarship Foundation, Inc. a Florida corporation, not-for-profit. Its initial office shall be at 291 SW 27th Avenue, Miami, Florida 33135.

ARTICLE II

Term

The corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporators

The name and address of the Incorporator of these Articles of Incorporation is Stanley J. Bodner, 291 SW 27th Avenue, Miami, Florida 33135.

ARTICLE IV

General Purposes

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational 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.

ARTICLE V

Activities Not Permitted

Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on by (a) a corporation 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 or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any member, Director, or Officer of the corporation or any 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 private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

in the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

ARTICLE VII

Management of Corporate Affairs

(a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have two (2) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of Directors is stated on the Bylaws of this corporation.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of

Incorporation and Bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first Members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Stanley J. Bodner	291 SW 27th Avenue Miami, Florida 33135
Thomas L. Green	5470 SW 70 Place Miami, Florida 33155

(b) Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer, and Secretary and such other Officers as the Bylaws of the corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VIII

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE IX

Membership

The membership of the corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors.

ARTICLE X

Bylaws

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these articles of Incorporation on this 7 day of April 1998 for the purpose of forming the corporation not-for-profit under the laws of the state of Florida.



Stanley J. Bodner

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this 7 day of April 1998 personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Stanley J. Bodner, to me well known and known to me to be the individual described in and who executed the foregoing instrument as Incorporator of the Articles of Incorporation of Advertising Federation of Greater Miami Scholarship Foundation, Inc. and acknowledge to and before me that he/she signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Florida, the day and year last above written.



Notary Public, State of Florida

My commission expires:



ELEANOR WALLACE
COMMISSION # CC 573793
EXPIRES JUL 30, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

afaol

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

*Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the under-
signed corporation, organized under the laws of the state of Florida, submits the following
statement in designating the registered office/registered agent, in the state of Florida.*

1. The name of the corporation is: ADVERTISING FEDERATION OF GREATER
MIAMI SCHOLARSHIP FOUNDATION, INC.


2. The name and address of the registered agent and office is:

STANLEY J. BODNER
(Name)

291 SW 27TH AVE
(P.O. Box NOT acceptable)

MIAMI, FL 33135
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the appointment
as registered agent and agree to act in this capacity. I further agree to comply with the
provisions of all statutes relating to the proper and complete performance of my duties, and
I am familiar with and accept the obligations of my position as registered agent.*

SIGNATURE 

DATE April 17, 1998

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA