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TRANSMITTAL LETTER

FILED STATE  
SECRETARY OF CORPORATIONS  
98 AUG 21 AM 9:52

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

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-08/21/98--01035--004  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: The Miracle Foundation, 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

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: The Miracle Foundation, INC.  
Name (Printed or typed)

Lucy Puello - Capone  
20120 Bel Aire Drive  
Address

Miami, Florida, 33189  
City, State & Zip

305 254-0242 (Home) - 305 247-4221 (Work)  
Daytime Telephone number

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

D. BROWN AUG 27 1998

**Articles of Incorporation**  
**OF**  
**The Miracle Foundation, Inc.**  
**(A not for profit corporation)**

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We the undersigned, being desirous of forming a not for profit educational and community services foundation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not for profit, according to the provisions of Chapter 617 of the Florida Statutes do agree and hereby adopt the following Articles of Incorporation:

**ARTICLE I- NAME**

The name of the corporation shall be  
**The Miracle Foundation, Inc.**  
**20120 SW Bel Aire Drive**  
**Miami, Florida, 33189**

**ARTICLE II- PURPOSES**

The foundation is organized and shall be operated exclusively for educational and community needs purposes in the State of Florida including such purposes as the following:

1. To provide programs that will support quality infant through child care developmental education programs in compliance with the guidelines of the State of Florida Human Resource Services, Children and Families Division and the county of Miami Dade.
2. To provide necessary community based programs, services, and projects that will, promote parental and community involvement, define the roles of the citizens of the community, project the needs of the community and provide programs to promote and address the welfare of the community.
3. To support program development, innovation and expansion of education by sponsoring programs or services limited to the following needs: Developmental Stages of Childhood; Prenatal to Adolescence, Seminars, Outreach Advocacy Programs for the Homeless and Disadvantaged, Health care, Housing, Employment, Literacy, Counseling, Temporary Shelter, Teenage Pregnancy, Job Training, Job Placement and Acquisition, Substance Abuse Awareness and Prevention, Tutoring, AIDS Awareness and Prevention, Elderly Care and Crime Prevention Programs.
4. To encourage private and public philanthropic support of education, cultural awareness, and distributions to non-profit educational, community based, cultural and other qualified exempted organizations under Section 501 (c ) (3) of the Internal Revenue Code of 1954.
5. To engage any and all lawful activities for which corporations may be incorporated within the guidelines and laws of the United States of America and the State of Florida.
6. To establish a modeled public school ( K-8) and Adult Training Programs to facilitate

the training and retraining of people, provide resources, support staff and assist the people in entering the work force.

The foundation shall be a not for-profit, non-partisan foundation with trustees. This foundation shall operate with other Florida public and private educational systems and other corporations, organizations, agencies, and individuals in order to promote, organize and provide educational and community services; particularly to teachers, children, welfare recipients, childcare programs, teenage counseling services, cultural programs, homeless services, and conduct activities which will develop and enhance education locally in Miami and in the State of Florida.

Portions of the net profits will be used to support and carry out other community projects as needed within the state and federal guidelines. All assets will be reported to the County of Dade, State of Florida and the United States Internal Revenue Service in accordance with the laws. Distributions and contributions will be used to expand the educational and community services of Miami Dade County. These state of the art, quality educational and community programs will utilize the most current developmental, cultural, and instructional materials and model research resources.

No substantial part of its activities or earnings shall be used for the carrying on of propaganda or otherwise attempting to influence legislation : and it shall not participate in, nor intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office or referendum. Notwithstanding any other provision of these articles, this foundation, or any of its subsidiaries or corporations shall not carry on any other activities, not permitted to be carried on by a corporation.

### ARTICLE III-TERMS OF EXISTENCE

This foundation is to exist perpetually and commence with filing with the secretary.

### ARTICLE IV-BOARD of DIRECTORS

The Board of Directors will consist of the officers. The names and addresses of the first board of directors are:

<u>Name</u>	<u>Address</u>
Shirley James	14816 SW 164th Terrace Miami, Florida, 33187
Barbara Nickerson	14201 Polk Street Miami, Florida, 33176
Conester Johnson	11246 SW 166th Street Miami, Florida, 33157
Gwen S. Coverson	19320 NW 8th Street Pembroke Pines, Florida 33029

Lucy Puello-Capone	20120 Bel Aire Drive Miami, Florida 33189
Dr. Gustavo Roig	90 Edgewater Drive Apt.424 Coral Gables, Florida 33133
Attorney Edward P. Ludovici, Esquire	17415 South Dixie Highway Miami, Florida 33157
Dr. Dorothy Wallace	12605 SW 93 Avenue Miami, Florida 33176
Mr. John Webb	7624 SW 178th Terrace Miami, Florida 33157
Brenda Wallace	3310 NW 97th Avenue Sunrise, Florida 33351
Fred Wallace	3310 NW 97th Avenue Sunrise, Florida 33351
Rosalind Webb	7624 SW 178th Street Miami, Florida 33157
Dr. Judith Stein	3500 N 46th Avenue Hollywood, Florida 33021
Larry Souter	1000 NW 201 Street Miami, Florida 33169
Yvonne Hinson	109955 SW 179th Street Miami, Florida 33157

Manner of Election of Directors

The manner in which the Directors are Elected is as stated in the by-laws.

**ARTICLE V- OFFICER(S) and INCORPORATORS**

**Section I.** The officers of the foundation are the incorporators and shall consist of a President, Executive Vice President, a Vice President, a Corresponding Secretary, a Recording Secretary, a Financial Secretary, a Treasurer, a Grant Writer, a Public Relations Officer, a Fundraiser Chairperson, a Legal Counsel, a Technical Assistance, and a Business Consultant; Governmental Relations Consultant, Educational Partnership Consultant and such other officers as may be provided in the by-laws.

<u>Office</u>	<u>Name</u>
President	Dr. Judith Stein
Executive Vice President	Lucy P. Capone
Vice President	Conester Johnson
Recording Secretary	Yvonne Hinson
Corresponding Secretary	Shirley James
Financial Secretary	Gwen S. Coverson
Treasurer	Barbara Nickerson
Grant Writer	Brenda Wallace
Public Relations Officer	Dr. Dorothy Wallace
Fundraiser Chairperson	Fred Wallace
Legal Counsel	Edward P. Ludovici, Esquire
Business Consultant	John Webb
Governmental Relations	Larry Souter
Parliamentarian	Rosalind Webb
Educational Partnership	Dr. Gustavo Roig

**Section II.** The name(s) and address(es) of the person(s) who are incorporators and are serving as officers for the ensuing year, or until the first annual meeting of the corporation are the same as listed in Section I OF ARTICLE V.

**Section III.** The Officers will be elected thereafter every three years at a specified meeting of the Board of trustees or as provided in the by-laws.

#### ARTICLE VI-BY-LAWS

**Section I.** The Board of Directors of this foundation shall provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

**ARTICLE VII-AMENDMENTS**

Section I. These articles of Incorporation may be amended at a special meeting of the stockholders called for that purpose by a two-third vote of those present.

Section II. Amendments may also be made at a annual meeting of the stockholders upon given, as provided by the by-laws, of intention to submit such amendments.

**ARTICLE VIII- REGISTERED LOCATION**

The location of this corporation shall be 20120 Bel Aire Drive Florida, in the city of Miami, County of Dade, State of Florida. The registered agent at the above address is Lucy Puello-Capone.

**ARTICLE IX NON-STOCK**

The corporation is organized on a non-stock basis.

**ARTICLE X CORPORATE EXISTENCE**

In accordance with Section 607.167, Florida Statues, the date when the corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

**Article XI**

In the event of dissolution, the residual assets of the 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, or to the Federal, State, or Local government for the exclusive public purpose.

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

In pursuance of Chapter 48.091, Florida Statues, the following is submitted, in compliance with said Act: First---That The Miracle Foundation, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, at the City of Miami, County of Dade, State of Florida, has stated the location to be 20120 Bel Aire Drive , Miami, Florida, 33189 (Street address and number of building), and has named Lucy Puello-Capone as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENTS)**

Having been named to accept service of process for the above stated corporation, at place

designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said ACT relative to keeping open said office.

BY: Ray S. Quello-Copas  
(Resident Agent)

BY: Fred Wallace

BY: Brenda Wallace

BY: Shirley A. James

BY: Shirley A. James

BY: Luren S. Coverson

BY: Jake M. Wolf

BY: Rosalind G. Webb

BY: Yvonne Wilson

BY: Henry E. Souter, Sr

BY: Conester Johnson

BY: Judy Stein

BY: \_\_\_\_\_

BY: Barbara L. Nickerson

BY: Margaret Raiz

BY: Dorothy M. Wallace

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In WITNESS WHEREOF, I the undersigned subscribing incorporator have set my hand and seals, this \_\_\_\_\_ day of July, 1998, for the purpose of forming this corporation, not for profit, under the laws of the State of Florida.

Conester Johnson

STATE OF FLORIDA

( COUNTY OF MIAMI DADE )

BEFORE ME, the undersigned authority, personally appeared Conester Johnson to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of, and before me she acknowledge her signature to be her free act and deed for the uses and purposes stated herein.

WITNESS MY HAND and official seal at the City of Miami, County of Miami Dade, State of Florida, this 19th day of July, 1998.

Elizabeth A. Sewell

My commission expires:

