

N960000000033

MIAMI POLICE ATHLETIC LEAGUE, INC.

October 17, 1995

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

Re: MIAMI POLICE ATHLETIC LEAGUE, INC.

Dear Secretary of State:

Enclosed are documents that were prepared for the MIAMI POLICE ATHLETIC LEAGUE'S incorporation. Please feel free to contact me if their any questions or problems: (305) 579-6184.

Very truly yours;

a/d
Officer John J. Carey
Incorporator
MIAMI POLICE ATHLETIC LEAGUE, INC.
Dept.

*400 NW 2nd Ave.
Miami, FL 33128*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Dmc
1.3.96*

**ARTICLES OF INCORPORATION
OF
MIAMI POLICE ATHLETIC LEAGUE, INC.
A Florida "Not for Profit" Corporation**

FILED
95 DEC 28 AM 10:45
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:

1. NAME OF CORPORATION:

The name of the corporation is MIAMI POLICE ATHLETIC LEAGUE, INC..

2. PRINCIPAL OFFICE:

The principal office of the corporation is located at 400 NW 2nd Ave., Miami, FI 33128.

3. MAILING ADDRESS:

The mailing address of the corporation is 400 NW 2nd Ave., Miami, FI 33128.

4. REGISTERED AGENT

The name of the registered agent of the corporation is Lynda Roberts. The address of this registered agent is 400 NW 2nd Ave., Miami, FI 33128.

5. DURATION/MEMBERSHIP:

The period of duration is perpetual. The sole "Member" of the Corporation shall be the incumbent Chief of Police for the Police Department of the City of Miami, Florida (i.e. the actual identity of the "Member" shall change from time to time as the identity of the Chief of Police changes). These Articles of Incorporation may not be amended without the written approval of the Member.

6. BOARD OF DIRECTORS

Following the initial organization of this Corporation by the Incorporator, the Member shall appoint all directors on the Board of Directors in the manner specified in the bylaws. The number of directors shall be stated in the bylaws.

7. INCORPORATORS

The name and address of the incorporator is: John Carey, 400 NW 2nd Ave., Miami, FI 33128.

8. CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

- 1.) To raise the economic, educational and social levels of the residents of Dade County Florida, including members of the minority community, who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines, to foster and promote community wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated.
- 2.) To initiate and promote athletic and other programs for the benefit of low income youth.
- 4.) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- 5.) 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, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
- 6.) All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

9. 501(C)(3) LIMITATIONS:

- a. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

b. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

c. **NO PRIVATE INNUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

d. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

e. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

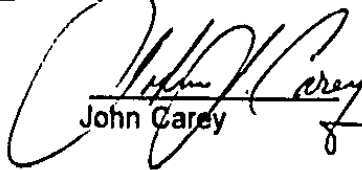
f. **PRIVATE FOUNDATION STATUS:** In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

10. 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 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 (or by his 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 gross negligence or misconduct in the performance of his 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) may be entitled apart from this Article.

Execution

These Articles of Incorporation are hereby executed by the incorporator on this 12th day of October, 1995.


John Carey

STATE OF FLORIDA)

ss:

COUNTY OF DADE]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared John Carey who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

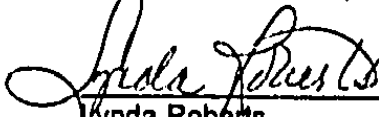
WITNESS my hand and official seal in the County and State last aforesaid this 12th day of October, 1995.


NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:

 **MARCIA E. GREENIDGE**
COMMISSION # CC 385037
EXPIRES JUN 20, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I Lynda Roberts, hereby accept my appointment as registered agent for the
MIAMI POLICE ATHLETIC LEAGUE, INC., a Florida not for profit corporation.


Lynda Roberts
9-29-95
Date

FILED
95 DEC 28 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA