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BASIC AMENDMENT

UNITED WAY OF MIAMI-DADE COUNTY, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
UNITED WAY OF MIAMI-DADE, INC.**

Pursuant to the provisions of § 617.1007 of the Florida Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

1. The name of this corporation is United Way of Miami-Dade County, Inc. (the "Corporation").

2. These Amended and Restated Articles of Incorporation of the Corporation were duly adopted by written consent executed by the board of trustees of the Corporation on June 28, 2000. The number of votes cast was sufficient for approval.

3. The Corporation has no Members and the Amended and Restated Articles of Incorporation contain no amendments which would require any Member approval.

4. On September 19, 2000 Restated and Amended Articles of Incorporation were filed, incorrectly indicating the name of the corporation to be "United Way of Miami-Dade County, Inc. when the correct name is "United Way of Miami-Dade, Inc."

5. These Amended and Restated Articles of Incorporation are being filed to correct the previously filed Restated and Amended Articles of Incorporation and reflect the correct name of the Corporation, United Way of Miami-Dade, Inc.

6. The effective date of these Amended and Restated Articles of Incorporation is September 19, 2000.

7. The Articles of Incorporation of the Corporation are hereby amended and restated as follows:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation is: **UNITED WAY OF MIAMI-DADE, INC.**

The address of the principal office and the mailing address of the Corporation is:

The Ansin Building
3250 Southwest Third Avenue
Miami, Florida 33129

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ARTICLE II**NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Trustees, Directors or Officers, except to the extent permissible under law.

ARTICLE III**DURATION**

The duration of the Corporation is perpetual.

ARTICLE IV**PURPOSES**

The Corporation is organized, and shall be operated exclusively for, the following purposes:

- (a) To raise funds in Miami-Dade County, Florida, for the financing, in whole or in part, of local, state and national organizations conducted for charitable, health, welfare and allied purposes, by means of a unified campaign, with the object of reducing duplication of effort and expense caused by separate campaigns; and to provide the plans, facilities, manpower and community leadership for such unified fund-raising campaigns.
- (b) To campaign for, to solicit, receive and hold money and property, both real and personal, by gift, contribution, bequest devise or otherwise; to sell and convert property into cash; to sell and convert stocks and bonds into cash; and to disburse funds and other property held by it to organizations, including community chests, local, state and national organizations, conducted for charitable, health, welfare and allied purposes for their use, operation and maintenance in the accomplishment of such purposes.
- (c) To assist contributors and the objects of their contributions by providing a central means for reviewing the appeals of such

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organizations and advising contributors regarding the nature of such organizations, their activities, methods of financing, use funds and such other information as may be desirable in that respect.

- (d) To provide financial support for agencies participating in the corporation's program through unified community-wide appeals; to assist such participating agencies in achieving higher standards of service, in correlating their aims, in coordinating their programs and in integrating, so far as practicable, the services rendered by them; to promote economy and efficiency in the administration and operation of such participating agencies and the elimination of overlapping and duplicating programs and services; to reduce the overhead cost of raising funds; to cooperate with other private and public agencies in studying and interpreting community needs and in seeking solutions for the problems disclosed by such studies; and to promote understanding of the needs for and the work of the Corporation and such agencies.
- (e) To receive gifts, devises and bequests of real and personal property and to hold, use, operate, mortgage, sell and dispose of the same for the objects and purposes herein described; to invest funds received, and to use such funds and the income therefrom and from any other property of the Corporation for its operating and other expenses and for the other purposes herein specified; to purchase, hire or otherwise acquire, hold or sell, convey, lease, encumber and otherwise dispose of and deal in and with all kinds of property real and personal; to borrow money, incur indebtedness and to secure the same by mortgage, pledge or otherwise; to contract for the services of employees, agents and other and to pay for said services; and to do all other acts and things, not prohibited to a corporation organized under the laws of the State of Florida relating to a corporation not for profit, which are necessary, desirable, or appropriate to the accomplishment of the objects and purposes of the Corporation.

ARTICLE V

MEMBERS

The Corporation shall have no members.

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ARTICLE VI**TRUSTEES AND DIRECTORS**

The method of election and the rights and privileges of the Trustees and Directors are as stated in the Bylaws.

ARTICLE VII**BYLAWS**

The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended, restated, or rescinded in the manner provided therein.

ARTICLE VIII**AMENDMENTS**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Trustees and Officers are subject to this reservation. These Articles of Incorporation may be amended by a majority vote of the entire Board of Directors at any regular or special meeting thereof, where notice of such proposed action has been announced in the notice of such meeting.

ARTICLE IX**SPECIAL PROVISIONS**

- (a) The income of the Corporation shall never inure in whole or in part to the benefit of any Trustee of the Corporation or of any Officer or Director thereof and said income shall be used only for carrying out the purposes of the Corporation. This shall not be construed to prohibit payment of reasonable compensation, when authorized by the Board of Directors, for services rendered.
- (b) No property, profits or other funds of the Corporation shall be distributed in the form of dividends, or otherwise but all of its funds

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and earnings, from whatever source, shall be devoted to the purposes stated herein.

- (c) Upon dissolution of the Corporation, all of its assets remaining, after payment of all costs and expenses of such dissolution, shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government for a public purpose, and none of the assets shall be distributed to any Director, Trustee, or Officer of the Corporation.

ARTICLE X

REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is 3250 SOUTHWEST THIRD AVENUE, MIAMI, FL 33129. and the name of its Registered Agent at that address is HARVE A. MOGUL.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation of United Way of Miami-Dade, Inc., are hereby executed this 1st day of March 2001.

United Way of Miami-Dade, Inc.

By: Harve Mogul
Name: Harve Mogul
Title: President & CEO