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REFERENCE : 595612 4312767

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ORDER DATE : February 21, 2000

ORDER TIME : 11:40 AM

ORDER NO. : 595612-005

CUSTOMER NO: 4312767

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CUSTOMER: Arthur J. Kline, Esq
KLINE MOORE & KLEIN
KLINE MOORE & KLEIN
Suite 903
2665 S. Bayshore Drive
Coconut Grove, FL 33133

DOMESTIC FILING

NAME: MOUNT EVERGLADES PARK
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
00 FEB 21 PM 12:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. Lazzarini

ARTICLES OF INCORPORATION

OF

**Mount Everglades Park Foundation, Inc.
A Not for Profit Corporation**

FILED
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00 FEB 21 PM 2: 22

I, the undersigned incorporator, hereby make, subscribe, acknowledge, and file with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Mount Everglades Park Foundation, Inc.

ARTICLE II

Initial Principal Office

The initial principal office address of the corporation is 9015 S.W. 78th Court, Miami, Florida 33156.

ARTICLE III

Existence

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE IV

Powers, Purposes and Dissolution

The purposes for which this corporation is organized are exclusively 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 (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Code Section 501

(c) (3). The corporation activities are to be particularly dedicated to projects which improve the environment and agriculture.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities if such activities are not permitted to be carried on by (a) organization exempt from Federal income tax under Code Section 501 (c), (3), (b) a corporation contributions to which are deductible under (b) Code Section 170 (c) (2), or (c) a nonprofit corporation organized under the laws of the State of Florida.

No part of the net earnings of the corporation shall be to the benefit of, or to be distributable to, its members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and contributions in furtherance of the purposes set forth in this Article.

Upon the termination, dissolution, or winding up of the corporation, the residual assets of this corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Code Sections 501 (c) (3) and 170 (c) (2) or to the Federal, State or local government for exclusive public purposes.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Subject to and in accordance with Florida Statutes Section 617.0105, the corporation, during any period when it is a "private foundation" under Code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941 (d) which would give rise to any liability for the tax imposed by Code Section 4941 (a), (2) retain any excess business holdings as defined in Code Section 4943 (c) which would give rise to any liability for the tax imposed by Code Section 4943 (a), (3) make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code Section 4944 so as to give rise to any liability for the tax imposed by Code Section 4944 (a), (4) make any taxable expenditures as defined in Code Section 4945 (d) which would give rise to any liability for the tax imposed by Code Section 4945 (a), nor (5) fail to distribute, for the purposes specified in these articles, for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942 (a).

ARTICLE V

Membership in the Organization

The original members of the organization shall be the initial members of the Board of Directors. Membership shall be open only to such persons as determined in the absolute discretion of the Board of Directors. The manner of admission of members and the right and duties of the members shall be provided for in the organization's by laws.

ARTICLE VI

Registered Office and Agent

The initial registered office of this corporation shall be at 9015 S.W. 78th Court, Miami, Florida 33156, and the name of its initial registered agent shall be Murray I. Mantell.

ARTICLE VII

Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than three (3) and not more than 150 members, the number of the same to be fixed by the corporate by-laws. A quorum for the transaction of business shall consist of seven (7) directors, or a majority of the Board, whichever number is the smaller; and the act of three-fourths (3/4) of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of the corporation, meetings of the directors may be held within or without the State of Florida. The Board of Directors shall be responsible for electing and removing directors. Members of the Board of Directors shall consist primarily of ex-officio representatives from universities, professional societies, environmental organizations, Federal agencies, local governments, local agricultural organizations, and organizations involved in projects undertaken by the corporation.

ARTICLE VIII

Initial Directors

The names and addresses of the initial directors are as follows:

Murray I. Mantell
9015 SW 78 Court
Miami, FL 33156

Ahmad Namini
6110 SW 90 Court
Miami, FL 33173

Andrea Seidel
5709 LaGorce Drive
Miami Beach, FL 33140

ARTICLE IX

Incorporators

The name and address of the incorporator is Murray I. Mantell, 9015 SW 78 Court, Miami, Florida 33156.

ARTICLE X

By-Laws

The power to adopt, alter amend, or repeal the by-laws of this corporation, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation. The by-laws of the corporation shall be for the government of the corporation and may contain any provisions or requirements for the management, conduct of the affairs and business of the corporation, providing the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

The corporation, through its Board of Directors, reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribe by statute, and all rights conferred upon the members herein are subject to this reservation.

ARTICLE XII

Officers

The corporation shall have a President, Vice-President, Secretary and Treasurer, who shall be appointed by the Board of Directors.

ARTICLE XIII

Indemnity

The corporation shall be empowered to indemnify any officer, director or any former officer or director, by a majority vote of the quorum of directors, who are not parties to such action, suit or proceeding, in a manner provided under Florida Statute 607.014 as amended. If such indemnification is authorized by the directors, expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding in a manner prescribed in subsection 5 of Florida Statute 607.014, as amended, on receipt an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless he or she is found to be entitled to such indemnification.

ARTICLE XIV

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Power and Authorities of Corporation

The corporation shall have all power, right, authorities and privileges provided under Florida Statute 617.01 et seq. As provided for or otherwise authorized for Florida No-Profit Corporation.

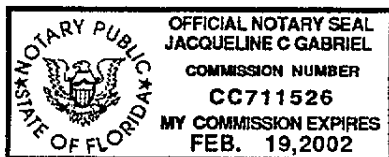
IN WITNESS WHEREOF, I the undersigned, have executed the: Articles for the uses and purposes herein stated.

Murray I. Mantell
Murray I. Mantell

STATE OF FLORIDA
SS
COUNTY OF DADE

Before me personally appeared Murray I. Mantell, to me well known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed a instrument for the purposes therein expressed.

Witness my hand and official seal this 18th day of February, 2000.



Jacqueline C. Gabriel
NOTARY PUBLIC, State of Florida at
Large

My Commission Expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named a Registered Agent for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of law in relation thereto.

Murray I. Mantell
Murray I. Mantell