

NO00000002863

CORPORATE ACCESS, INC.

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1.) Miami Beach Community Foundation, Incorporated
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**ARTICLES OF INCORPORATION
OF
MIAMI BEACH COMMUNITY FOUNDATION, INCORPORATED**
(a corporation not for profit)

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as the incorporator of Miami Beach Community Foundation, Incorporated, a Florida not for profit corporation (the "Corporation"), hereby adopts and files these Articles of Incorporation in accordance with Chapter 617, Florida Statutes.

ARTICLE I - NAME AND ADDRESS OF PRINCIPAL OFFICE

The name of this Corporation shall be the Miami Beach Community Foundation, Incorporated. Its principal office and mailing address is NationsBank Tower, 100 S.E. 2nd Street, Suite 2800, Miami, Florida 33131.

ARTICLE II - ENABLING LAW

This Corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not for profit.

ARTICLE III - PURPOSES AND POWER

A. The purposes for which this Corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of § 501(c)(3)¹ of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"), and notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code § 501(c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes. More specifically, the Corporation shall:

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws ("Code") and the regulations promulgated thereunder ("Treasury Regulations") as they now exist or as they may hereafter be amended.

- (1) Help preserve, beautify and maintain the City of Miami Beach, Florida ("Miami Beach") as well as enhance the community;
- (2) Act as a clearinghouse of information pertaining to the heritage, and cultural and educational amenities, of Miami Beach while promoting the advancement of the arts;
- (3) Assist the government of Miami Beach in studying and solving local problems pertaining to such matters as transportation, law enforcement, cultural differences, housing, waste disposal, medical care, drugs, recycling and taxes; and
- (4) Support other non-profit tax exempt organizations and enterprises that assist in building the community of Miami Beach, its visual beauty and the quality of life for its residents, and combat deterioration of its neighborhoods.

B. In furtherance of the Corporation's foregoing purposes, the Corporation shall be further authorized:

i) To receive and maintain personal and real property, or both: and, subject to the restrictions and limitations herein set forth, to use and apply the whole or any part of the income therefrom, and the principal thereof, exclusively for the foregoing charitable purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, contributions to which are deductible for federal and state income, gift and estate tax purposes (and, if applicable, contributions to which may be made by a community foundation in accordance with all applicable provisions of the Code and Treasury Regulations).

ii) Do all such acts as are necessary or convenient to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding Treasury Regulations for an entity which qualifies for exemption under Code § 501(c)(3) of the Code.

C. This Corporation does not contemplate any pecuniary gain or profit to directors or officers thereof and no part of any earnings of the Corporation shall inure to the benefit of, or be

distributable to, any director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and the Corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation), and no director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. However, the Corporation may confer benefits in the form of distributions, upon dissolution or otherwise, upon any organizations described in Code §§ 501(c)(3) and 170(c)(2) as specified below.

D. No substantial part of the activity of the Corporation shall include or consist of the carrying on of propaganda or of otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in or do any other act in connection with, any political campaign on behalf of, or in opposition to, any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate).

E. All the property of this Corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes. In the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all liabilities of the Corporation, be distributed to one or more organizations which are organized and exist exclusively for charitable, scientific, literary or educational purposes which, at the time of such dissolution, qualify as an organization described in Code §§ 501(c)(3) and 170(c)(2), or any corresponding section of any prior or future Internal Revenue Code, or to the City of Miami Beach, the County of Miami-Dade, the State of Florida, the United States, or any other governmental agency for exclusive public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for

such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE IV - TERM

The period of duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is KTG&S Registered Agent Corporation, 100 S.E. 2nd Street, 28th Floor, Miami, Florida 33131.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 100 S.E. 2nd Street, 28th Floor, Miami, Florida 33131 and the name of the initial registered agent of this Corporation at that address is KTG&S Registered Agent Corporation.

ARTICLE VII - MEMBERS

This Corporation will have Members. The classes of Members, and the manner in which Members will be admitted to membership, shall be as set forth in the By-Laws of this Corporation.

ARTICLE VIII - MANNER IN WHICH BOARD OF DIRECTORS ARE APPOINTED

The manner in which the Board of Directors will be appointed, elected, and hold office shall be as set forth in the By-Laws of this Corporation.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Members, and the By-Laws shall be hereby adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed in whole or in part in the manner provided therein.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Articles of Incorporation may be proposed by any Member or Director, and presented as provided in the By-Laws to a quorum (as defined therein) of the Members for their vote. Amendments may be adopted by a majority of the Members of the Corporation at a meeting in which a quorum exists.

ARTICLE XII - MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of directors herein provided shall be set forth in the By-Laws of the Corporation. This Corporation shall have three (3) directors initially. The number of directors may either be increased or decreased from time to time as provided in the By-Laws, but shall never be less than three (3).

ARTICLE XIII - STOCK

This Corporation shall not have capital stock.

ARTICLE XIV - PRIVATE FOUNDATION

In any tax year in which the Corporation can be or has been characterized as a private foundation within the meaning of Section 509 of the Code, the Corporation:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Incorporation this 27 day of April, 2000.

KTG&S REGISTERED AGENT CORPORATION

By: Michael Kosmicki
Vice-President
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for MIAMI BEACH COMMUNITY FOUNDATION, INCORPORATED, a Florida not for profit corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, as Registered Agent and on behalf of the Corporation, hereby state that I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of the registered agent.

Dated: April 27, 2000

REGISTERED AGENT:

KTG&S Registered Agent Corporation

By: Michael Kramlich, Vice-President

APPROVED
AND
FILED

00 APR 28 AM 10:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA