

N000000002863

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

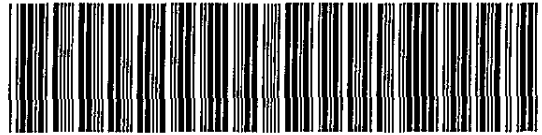
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

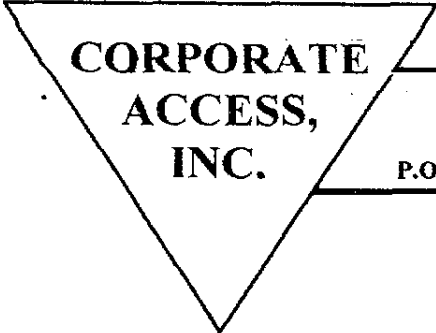


500021330855

07/22/03--01029--012 **43.75

RECEIVED
03 JUL 22 AM 9 34
DIVISION OF CORPORATION
FILED
03 JUL 23 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Ceullette JUL 23 2003



236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

7/22 TS

CERTIFIED COPY

CUS

PHOTO COPY

FILING

Amend

1.) Miami Beach Community Foundation, Incorporated
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"

CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 22, 2003

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: MIAMI BEACH COMMUNITY FOUNDATION, INCORPORATED
Ref. Number: N00000002863

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 JUL 23 PM 3:20

RECEIVED

We have received your document for MIAMI BEACH COMMUNITY FOUNDATION, INCORPORATED and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

There is no provision in chapter 617, Florida Statutes, for an incorporator to amend a nonprofit corporation -- the proper form setting forth the requirements for filing a nonprofit amendment is attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 803A00042593

Corrected
Thanks,
Glinda

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MIAMI BEACH COMMUNITY FOUNDATION, INCORPORATED
(A Not For Profit Corporation)
as of July 3, 2003**

The undersigned, as a Director 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. This Corporation has no members, therefore, the Board of Directors adopted the foregoing amendments on July 21, 2003.

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:

3907 Adra Avenue
Miami, Florida 33010

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. This corporation is organized and shall operate exclusively for educational, cultural, charitable, and scientific purposes. The primary purpose of the corporation is to engage in community development activities in Miami-Dade County, Florida and to engage in other community development activities. The purposes of the

FILED
03 JUL 23 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

corporation shall, however, be limited in all events to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes, the corporation may promote, establish, conduct, and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations, and institutions carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

(1) To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, for an of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated;

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law;

(3) To borrow money, but only as authorized by its Board of Directors, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies

borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated;

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift;

(5) To contract with for profit or other not-for-profit entities and individuals in order to accomplish its mission and goals; and

(6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the power so conferred or conducive to the attainment of the purposes of the corporation subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contract, this corporation may exercise such powers as are in furtherance of the exempt purpose of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and its Regulation as the same now exist or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

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

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether involuntary or voluntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations then described in Section 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

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, FL 33131.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 3907 Adra Avenue, Miami, FL 33010 and the name of the registered agent of this Corporation at that address is Rolando Tapanes.

ARTICLE VII - MEMBERS

This Corporation will have no Members.

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; provided that this Corporation shall have at least three (3) directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Directors of the corporation. The Directors shall have the sole voting power.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors, and the By-Laws shall be hereby adopted by the unanimous consent 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 Director, and presented as provided in the By-Laws to a quorum (as defined therein) of the Directors for their vote. Amendments may be adopted by a majority of the Directors of the Corporation at a meeting in which a quorum exists.

ARTICLE XII - 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, director of the Corporation has executed these Amended and Restated Articles of Incorporation this 21 day of July, 2003.

ROLANDO TAPANES

By: R. G. Tapanes
Rolando Tapanes, Director

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: 7/21, 2003

REGISTERED AGENT:

By: Rg. Tapanes
Rolando Tapanes