

No1000008299

Law Offices

James W. Moore, P.A.

PLEASE REPLY TO

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Miami, Florida 33137

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November 16, 2001

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

Re: Miami Country Day School Foundation Inc.

Dear Sirs:

Enclosed please find this firm's check in the amount of \$78.85 representing the filing fees and fee for certified copy in regard to the enclosed Articles of Incorporation for the above.

Should you have any questions, please let me know.

Patricia R. Davis GAVE
AUTHORIZATION BY PHONE TO
CORRECT R.A. acceptance
Enc. DATE 11-27-01
DOC. EXAM gy

Sincerely,



Patricia R. Davis
Legal Assistant

FILED
01 NOV 20 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
MIAMI COUNTRY DAY SCHOOL FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation shall be: MIAMI COUNTRY DAY SCHOOL FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be: 601 N.E. 107 Street, Miami, FL 33161-7165.

ARTICLE III - PERPETUAL EXISTENCE

The Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV - MEMBERSHIP

(1) The members of the Corporation will be its Board of Directors.

ARTICLE V - OBJECTS AND PURPOSES

- (a) To operate exclusively for charitable and philanthropic purposes within the meaning of §501(c)(3) of the Internal Revenue code of 1986, as amended ("Code") or the

corresponding provision of any future applicable law;

(b) To advance Miami Country Day School; in this regard, the Corporation shall observe as its purpose, in all respects, the perpetuation and advancement of Miami Country Day School. The Corporation's policies and initiatives shall support Miami Country Day School. In observing its policies and initiatives, the Corporation will exercise its independent authority.

(c) To solicit, receive and accept grants and contributions;

(d) To make grants and contributions for charitable purposes;
and

(e) To engage in such other charitable endeavors, not for profit,
as may be permitted.

ARTICLE VI - NO DISCRIMINATION

The Corporation shall be operated so that there shall be no discrimination on the basis of race, sex, religion, color, ethnic or national origin.

ARTICLE VII - CORPORATE POWERS

Except as limited by these Articles or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereinafter be confirmed for not for profit corporations under the laws of the state of Florida.

ARTICLE VIII - LIMITATIONS ON CORPORATE ACTIVITIES AND CONDUCT

The Corporation shall not conduct any activities unless permitted to be carried on by

(a) a corporation exempt from federal income tax under §501(c)(3) of the Code or the corresponding provisions of any future United States Internal Revenue Law; or (b) a corporation to which contributions are deductible under § 170(c)(2) of the Code or any other corresponding provision of any future United States revenue law.

No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and it shall make no donation to any institution or individual engaged in carrying on propaganda or otherwise attempting to influence legislation;

The Corporation shall not participate in political activity or make financial contribution for the benefit of any political party or cause or candidate for public office;

The Corporation shall have no authority to issue capital stock, and is not organized for profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, 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 distributions in furtherance of the purposes of the Corporation.

ARTICLE IX - MANAGEMENT OF THE CORPORATION BY THE BOARD OF DIRECTORS

- (1) The direction and management of the affairs of the Corporation and the control of its property shall be vested in a board of not less than three (3) Directors, subject to the limitations set forth hereinafter;
- (2) The Board of Directors shall adopt and may amend from time to time by laws to regulate the conduct of the Corporation's business; however, no by-law or amendment thereof may be adopted which is contrary to or

inconsistent with the provisions of these Articles.

(3) The initial directors, who are to serve until the first election thereof are:

Michael J. Franco

Osmond C. Howe, Jr.

Richard S. Banick

Gerald W. Moore

Howard Premer

John Davies

James W. Moore

ARTICLE X - OFFICERS

The Corporation shall have such officers as may be provided for by the By-Laws. The officers shall be elected by the Directors at the time, for the terms and in the manner provided by the By-Laws. The officers shall have such powers and responsibilities as provided in the By-Laws.

ARTICLE XI - DISSOLUTION

1. The Corporation may be dissolved upon the affirmative vote of three-quarters of all Directors then holding office.

2. Should the Corporation be dissolved, the Board of Directors shall, after payment or provision for payment of all obligations of the Corporation, transfer all remaining assets to a qualified 501(c)(3) organization as determined by the Board of Directors.

ARTICLE XII – AMENDMENT

These Articles of Incorporation may be amended upon the affirmative vote of three-quarters of all Directors then holding office.

ARTICLE XIII - ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action by Directors that may be taken at a meeting of Directors may also be taken by unanimous written consent without meeting.

ARTICLE XIV – INDEMNIFICATION

The Corporation shall, to the extent legally possible, and only to the extent that the status of the Corporation as an organization exempt under §501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors and officers against all liabilities and expenses.

ARTICLE XV – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

James W. Moore
James W. Moore, P.A.
333 NE 23rd Street
Miami, FL 33137

ARTICLE XVI – INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are:

James W. Moore
James W. Moore, P.A.
333 NE 23rd Street
Miami, FL 33137

Dated this 16th day of Nov., 2001.

I accept duties of registered Agent.
MIAMI COUNTRY DAY SCHOOL FOUNDATION, INC.

By: _____

James W. Moore

Incorporator/Registered Agent.

FILED
01 NOV 20 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA