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FLORIDA NON-PROFIT CORPORATION

Miami-Dade Public Library Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
MIAMI-DADE PUBLIC LIBRARY FOUNDATION, INC.**

We, the undersigned, do hereby associate ourselves under the following articles for purposes of forming a Corporation Not for Profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be "Miami-Dade Public Library Foundation, Inc.", and its address is 101 West Flagler Street, Miami, FL 33130, Miami-Dade County, Florida.

ARTICLE II - DURATION

This Corporation shall be of perpetual duration.

ARTICLE III - PURPOSE

The primary purpose of the Corporation shall be to provide financial support for the Miami-Dade Public Library System's collections, programs and services.

This Corporation is organized exclusively for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the correspondent division of any future United States Internal Revenue Law).

**ARTICLE IV -
GENERAL STATEMENT AS TO FEDERAL INCOME TAX CONSEQUENCES**

I. At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary or by operation of law:

- A. This corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify, as a Corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereafter sometimes referred to as "the Code"), contributions to which are deductible for federal income tax purposes, nor shall it engage directly or indirectly in any activity which might cause the loss of such qualifications.
- B. No part of the assets or net earnings of this Corporation shall ever be used, nor shall this Corporation be organized or operated, for purposes that are not exclusively

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religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Code.

- C. This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
 - D. No substantial part of the activities of this Corporation shall consist or carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate or intervene in any manner, to any extent, in any political campaign on behalf of (or in opposition to) any candidate for public office, whether by publishing or distributing statements, or otherwise.
 - E. At no time shall this Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Internal Revenue Code of 1986.
 - F. No compensation, loan or other payment shall be paid or made to any officer, director, incorporator, of this Corporation, or substantial contributor to it, unless such payment is permissible under paragraph H of this article and except as a reasonable allowance for authorized expenditures incurred on behalf of this Corporation; and no part of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among any such person or persons, or be distributed to or divided among any such person or persons, or inure to, be sued for; accrue to or to the benefit of any such person or private individual (pursuant to the prohibition contained in Section 501 (c)(3) of the Code).
 - G. No solicitation of contributions to this Corporation shall be made, and no gift, bequest or devise to this Corporation shall be accepted, upon any condition or limitation which, in the opinion of the Corporation, may cause the Corporation to lose its exemption from payment of federal income taxes.
 - H. Notwithstanding any other provisions of these articles, if at any time or times the Corporation shall be a "private foundation" as defined in Section 509 of the Code, then during such time or times the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code; shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Code; shall not make any investment in any manner as to subject the Corporation to tax under Section 4944 of the Code; and shall not make any taxable expenditure as defined in Section 4945(d) of the Code.
2. Upon the termination, dissolution or winding up of this Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, one or more organizations described

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in Section 501(c)(3) of the Code, and such organization or organizations shall not be "private foundations" within the meaning of the Internal Revenue Code and shall be "publicly supported" within the meaning of the Code.

3. Any references herein to any provision of the Internal Revenue Code of 1986 shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded as the case may be.

ARTICLE V - MEMBERSHIP

Membership in the Corporation is divided into two classes, one class to be known as the directors, and the other class to be known as general members. The directors shall be the members of this Corporation with the sole voting power in the management, control and operation of the Corporation. Collectively, the directors shall constitute the Board of Directors.

General members of this Corporation may be natural persons, corporations, foundations, or other legal entities, including governmental bodies, and such members may be admitted to the Corporation by a majority vote of the Board of Directors. The directors may establish categories of general membership. The conditions and regulations of general membership and the rights and other privileges of the various categories of general membership in the Corporation shall be determined by the directors.

ARTICLE VI - BOARD OF 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, its Board of Directors. The Board of Directors shall consist of any number to be determined by the Board of Directors from time to time, except that the number can never be less than three (3). The manner in which the directors are to be elected shall be determined by the bylaws.

ARTICLE VII - LIMITATION OF MEMBERS' LIABILITY

The private property of the officers, directors and members of this Corporation shall not be liable for its corporate debts. To the extent permitted by Florida Statutes and by the applicable provisions of the Internal Revenue Code and regulations governing 501 (c)(3) organizations, the Corporation shall indemnify and defend its officers and its directors and members from and against liability arising from their offices or for their acts on behalf of the Corporation.

ARTICLE VIII- NON STOCK CORPORATION

The Corporation shall be non-stock, and no dividends or pecuniary benefits shall be declared or paid to the members thereof.

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ARTICLE IX - ELECTION OF OFFICERS

The officers shall be elected by the Board of Directors.

ARTICLE X - AMENDMENT OF ARTICLES

These articles may be amended in the manner provided by statute at the time of the amendment, provided however, that no such amendment shall be made or effective unless a resolution approving same shall have been duly adopted by the Board of Directors of the Corporation.

ARTICLE XI -
STREET ADDRESS AND DESIGNATION OF INITIAL REGISTERED AGENT

The initial registered office of the Corporation is Maria C. Arriola Vélez, 35 Almeria Avenue, Coral Gables, FL 33134, has been named the initial registered agent of the Corporation.

ARTICLE XII - INCORPORATORS

The name and address of the original incorporator of the Articles of Incorporation is Maria C. Arriola Vélez, 35 Almeria Avenue, Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 22nd day of January, 2002.


Maria C. Arriola Vélez, Incorporator

STATE OF FLORIDA

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: ss

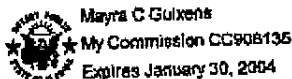
COUNTY OF MIAMI-DADE

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BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set above, personally appeared Maria C. Arriola Velez, who is personally known to me and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22nd day of January, 2002.



NOTARY PUBLIC, State of Florida



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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.


Maria C. Arriola Velez, Registered Agent

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