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FLORIDA NON-PROFIT CORPORATION

miami milers, inc.

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ARTICLES OF INCORPORATION
OF FLORIDA NON-PROFIT CORPORATION
MIAMI MILERS, INC.

ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is:
MIAMI MILERS, INC.

The principal office of this corporation is:
250 BIRD ROAD, SUITE 200, CORAL GABLES, FL 33146

The mailing address of this corporation is:
250 BIRD ROAD, SUITE 200, CORAL GABLES, FL 33146

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized for purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. Community services.
- C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

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ARTICLE V
MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be 4, provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at Miami, Florida on May 16th of each year, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Antonio Luis Varona, Jr.	250 Bird Road, Suite 200 Coral Gables, Florida 33146
Manuel J. Mari	250 Bird Road, Suite 200 Coral Gables, Florida 33146
Ada G. Llerena	250 Bird Road, Suite 200 Coral Gables, Florida 33146

ARTICLE VI
EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 set forth in Article IV hereof.

B. 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.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII
DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE IX
SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:
(a minimum of one (1) only is required)

<u>NAME:</u>	<u>ADDRESS:</u>
Antonio Luis Varona, Jr.	250 Bird Road, Suite 200 Coral Gables, Florida 33146
Manuel J. Mari	250 Bird Road, Suite 200 Coral Gables, Florida 33146
Ada G. Llerena	250 Bird Road, Suite 200 Coral Gables, Florida 33146

ARTICLE X
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XI
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII
REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 250 BIRD ROAD, SUITE 200, CORAL GABLES, FLORIDA 33146 and the name of its registered agent at said address shall be MANUEL J. MARI.

ARTICLE XIII
OFFICERS

The names and addresses of the officers who will serve until the first election of appointment under these Articles of Incorporation of Florida Non-Profit Corporation are:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>POSITION:</u>
Antonio Luis Varona, Jr.	250 Bird Road, Suite 200 Coral Gables, Florida 33146	President
Manuel J. Mari	250 Bird Road, Suite 200 Coral Gables, Florida 33146	Vice-President
Ada G. Llerena	250 Bird Road, Suite 200 Coral Gables, Florida 33146	Secretary

ARTICLE XIV
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 18 day of May, 2003.

WITNESSED BY:

[Signature]
Laura Cuadras
Laura Cuadras

[Signature]
ANTONIO LUIS VARONA, JR.

[Signature]
MANUEL J. MARI

[Signature]
ADA G. LLERENA

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared ANTONIO LUIS VARONA, JR., MANUEL J. MARI, and ADA G. LLERENA, who is/are known to me to be the person(s) described in and who executed the foregoing Articles, acknowledged it to be the act and deed of the signers respectively, and stated that the facts and matter therein set forth are true and correct.

WITNESS my hand and seal this 18 day of May, 2003.

My Commission Expires:

[Signature]
NOTARY PUBLIC
State of Florida at Large



Ofelia Vazquez
Commission # DD 018167
Expires May 29, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act

That the **MIAMI MILERS, INC.**, a Corporation Not For Profit desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Coral Gables, County of Miami-Dade, State of Florida has named **MANUEL J. MARI**, located at **250 BIRD ROAD, SUITE 200, CORAL GABLES, FL 33146**, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept and agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: _____

MANUEL J. MARI

Resident Agent

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