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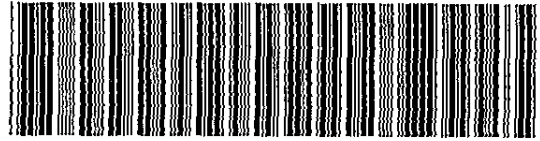
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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## TRANSMITTAL LETTER

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

**SUBJECT:** Miami Youth Community Foundation, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                    & Certificate of  
                                    Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Frandlely DeFilie

Name (Printed or typed)

1020 NE 152 Terrace

Address

North Miami Beach, Florida, 33162

City, State & Zip

305-776-0706

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

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**Articles of Incorporation  
Of  
Miami Youth Community Foundation, Inc.**

I, the undersigned natural person being over the age of eighteen years, acting as incorporator under the Florida Non-Profit Corporation Act, adopt the following Articles of Incorporation for such Corporation:

Article I NAME

The name of this corporation shall be the Miami Youth Community Foundation, Inc.

Article II DURATION

The period of duration of this corporation is perpetual.

Article III PURPOSE

(a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Florida, and to act and operate as a charitable organization in lessening the burdens of government, providing assistant, resources and services to the under-privileged and at-risk youths in the communities that need it the most.

(b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.

(c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Florida Nonprofit Corporation Act, as amended and supplemented.

(d) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

(i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein;

(ii) 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 except as authorized under the Internal Revenue Code of 1954, as amended;

(iii) 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 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

#### Article IV MEMBERS

The corporation shall not have any class of members  
Manner of election of director shall be stated in the by-laws.

#### Article V Officer

The number of officers of this Corporation shall be one (1), or more than one, as fixed from time to time by the By-Laws of the Corporation. The name and address of the person who is the officer is:

Frandlely DeFilie  
1020 NE 152<sup>nd</sup> Terrace  
North Miami Beach, Florida 33162

#### Article VI INCORPORATOR

The name and address of the incorporator is:

Frandlely DeFilie  
1020 NE 152<sup>nd</sup> Terrace  
North Miami Beach, Florida, 33162

Article VII REGISTERED OFFICE AND AGENT

The address of the corporation's initial registered office shall be:

910 NE 154<sup>th</sup> Street  
North Miami Beach, Florida 33162

Such office may be changed at any time by the officer without amendment of these Articles of Incorporation.

The corporations initial registered agent at such address shall be:

Keefe Flynn

I hereby acknowledge and accept appointment as corporate registered agent:

  
Signature

Article VIII PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 633 NE 167<sup>th</sup> Street, Suite 622, North Miami Beach, Florida, 33162.

Article IX DISTRIBUTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, 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 III hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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, as

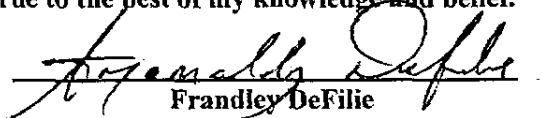
amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended or supplemented.

#### Article X DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

I, Frandley DeFilie, have executed these Articles of Incorporation in duplicate this 4 day of November, 2003 and say:

that I have read the above and foregoing Articles of Incorporation; know the contents thereof and that it is true to the best of my knowledge and belief.

  
Frandley DeFilie

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