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William M. Grodnick  
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## City of Hialeah

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September 21, 2004

Department of State  
Division of Corporations  
Corporate Filings Department  
409 East Gaines Street  
Tallahassee, FL 32399

RE: *Articles of Incorporation for  
Hialeah Technology Center, Inc.  
A not for Profit Corporation*  
Our File No.: A-2004-121

To Whom It May Concern:

Enclosed are an original and two (2) copies of the Articles of Incorporation for Hialeah Technology Center, Inc., as well as a check for \$78.75 payable to the Department of State, representing the filing fee and a certified copy fee.

Please return the certified copy of the Articles of Incorporation to me as follows:

Rafael E. Granado  
Assistant City Attorney  
501 Palm Avenue – Fourth Floor  
Hialeah, FL 33010  
Telephone: 305- 883-5921  
Fax: 305-883-6902

If you have any questions, please feel free to contact me at the above telephone number.  
Thank you in advance for your cooperation and courtesies in this matter.

Very truly yours,

Rafael E. Granado  
Assistant City Attorney

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Enclosure

SECRET  
DIVISION  
CASE NO. 04-117

Articles of Incorporation

Hialeah Technology Center, Inc.

We, the undersigned, having heretofore associated ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, as a **not for profit corporation**, pursuant to Florida Statutes Chapter 617 under the name of "Hialeah Technology Center, Inc.," do hereby apply to the Secretary of State for the issuance of a Charter, as follows:

Article I

Name

The name of this not for profit corporation shall be "Hialeah Technology Center, Inc."

Article II

Address

The principal place of business and mailing address of this not for profit corporation shall be 601 West 20<sup>th</sup> Street, Hialeah, FL 33010.

Article III

Purposes

The purposes for which this not for profit corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this not for profit corporation shall not:

- a. Participate in any activity not permitted to be carried on by an organization exempt from Federal income tax under Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.
- b. Participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c. Attempt to influence legislation.

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The specific purposes of this not for profit corporation shall be to:

- a. Serve as a teaching facility for state of the art industrial technology development.
- b. Encourage companies based in the City of Hialeah to adopt new manufacturing technologies in order to create new products and lower manufacturing costs.
- c. Provide technical assistance in the development of first-run production lines, and rapid product development for small to medium size industries.
- d. Offer small and medium sized manufactures with the skills and knowledge necessary for them to apply advanced technology to the specific needs of their company.
- e. Attract high technology ("high-tech") companies to the City of Hialeah, creating more job opportunities for Hialeah residents.
- f. Provide cost effective technology to local companies, thus increasing productivity, and stimulate Hialeah's economy.

#### Article IV Management

- a. The Board of Directors shall have the general management of the property, business affairs and concerns of the not for profit corporation, and shall consist of not less than five (5) and not more than eleven (11) directors, the exact number to be fixed by the Board.
- b. Management of the daily operations of the not for profit corporation shall be conducted by the Officers, which shall consist of the President, Vice President, Secretary, and Treasurer.

#### Article V Appointment of Board of Directors

The members of the Board of Directors shall be selected by the City of Hialeah, and shall come from the following business fields: engineering, education, economic development, accounting, business management, law, medicine, computer science, banking and employment consulting.

Article VI  
Original Officer

The name and mailing addresses of the original officer is:

Office and Name	Mailing Address
President/Secretary Ernest Horsley	14160 Palmetto Frontage Road, Suite 22 Miami Lakes, FL 33016-1506

The original officer shall serve in his capacity until the initial Board of Directors elects the Initial Officers.

Article VII  
Initial Board of Directors

- a. The initial Board of Directors shall consist of five (5) members.
- b. Within sixty-days (60) of incorporation the City of Hialeah shall designate the members of the initial Board of Directors. Each year thereafter, the City of Hialeah shall designate the members of the Board of Directors and shall fill vacancies on the Board of Directors.
- c. Within one hundred and twenty-days (120) of incorporation, the initial Board of Directors shall convene to elect the Initial Officers. The election procedure of the initial Officers shall be identical to those established by Article VIII.

Article VIII  
Election

- a. Each year at the annual meeting, the new Board of Directors shall elect the Chairperson of the Board, who shall appoint an acting Secretary of the meeting. The Chairperson shall entertain nominations from among the Board members to serve as Officers of the not for profit corporation.
- b. After the Chairperson has declared that the nominations are closed, the Board of Directors shall vote on the Officers. However, if there is but one nominee for any office, it shall be in order to move that the collective ballot be cast for the nominee.
- c. A vacancy on the Board of Directors or in any office shall exist in the event of the death or resignation of a Director, or if the Board, for any reason adopts, by a two-thirds vote of its members, a resolution recommending to the City of Hialeah that a Director be removed and the City in fact removes the Director.

- d. A vacancy occurring in any office shall be filled for the un-expired term by another Director elected by a majority vote of the remaining members of the Board of Directors after written notice of such election has been mailed, certified receipt requested, to all Directors. However, in case a vacancy occurs in the office of the President, the Vice President shall serve as President of the not for profit corporation for the un-expired term.

Article IX  
Indemnification

The not for profit corporation shall indemnify any and all persons who may serve or who have served at any time as Incorporators, Directors or Officers, against any and all expenses (including, but not limited to, amounts paid upon judgments, attorneys' fees, costs and amounts paid in settlement) reasonably incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, may be involved by virtue of each person's being or having been such Incorporator, Director or Officer, except in relation to matters as to which any such Incorporator, Director or Officer shall be adjudged in any action, suit or proceeding to be liable for misfeasance or malfeasance in the performance of his or her duties as such Incorporator, Director or Officer. As a condition for this indemnification being effective, the not for profit corporation shall have the right, at its sole option, to control the defense and settlement of any such action. The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement or otherwise.

Article X  
Resident Agent

The Resident Agent of this not for profit corporation until a successor shall be appointed shall be *William M. Grodnick*, whose business address is *501 Palm Avenue, 4<sup>th</sup> Floor, Hialeah, FL 33010*.

Article XI  
Incorporator

The name and mailing address of the Incorporator is as follows:

Name	Mailing Address
Ernest Horsley	14160 Palmetto Frontage Road, Suite 22 Miami Lakes, FL 33016-1506

Article XII  
Membership

This not for profit corporation shall have no members.

Article XIII  
Term

This not for profit corporation shall have perpetual existence.

Article XIV  
By-Laws

The By-Laws of this not for profit corporation may be made, altered or rescinded by the vote of a majority of the members of the Board of Directors.

Article XV  
Amendments to Articles of Incorporation

Amendments to the Articles of Incorporation may be proposed by any Director of the not for profit corporation, and may be adopted by the vote of a majority of the members of the Board of Directors. Upon an amendment to the Articles of Incorporation being adopted, the amendment shall be filed with the Department of State in the manner provided by law.

Article XVI  
Meetings

The Board of Directors of this not for profit corporation shall meet annually at the time provided for in the By-Laws and at such other times as meetings may be duly called in accordance with the By-Laws.

Article XVII  
Assets

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that this not for profit 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.

Article XVIII  
Dissolution

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or to the Federal, State, or local government for exclusive public purposes.

IN WITNESS WHEREOF, and in testimony of my intention and good faith to carry out the purposes and objectives set forth herein, I hereunto subscribe my name to this Article of Incorporation this 20 day of September, 2004, at Hialeah, Miami-Dade County, Florida.

Ernest Horsley  
Ernest Horsley - Incorporator

Acknowledgement of Registered Agent

Having been named registered agent to accept service of process for the above stated not for profit corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

William M. Grodnick  
William M. Grodnick - Registered Agent

September 20, 2004  
Date

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements, personally appeared Ernest Horsley, Incorporator, and William M. Grodnick, Registered Agent, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 20<sup>th</sup> day of September, 2004.

Reana Albernas Rodriguez  
Notary Public  
Both are personally known

REGISTRATION 2004-121 - Bialski Technology Center/Virtudes of Incorporations RPT vpt 20.doc

 Reana Albernas Rodriguez  
My Commission DD278458  
My Commission Expires January 01, 2008