

NOV-10-2005 THU 03:38 PM Shutts and Bowens

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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

SUNSET ELEMENTARY ENRICHMENT DRIVE, INC.

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Page Count	06
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
SUNSET ELEMENTARY ENRICHMENT DRIVE, INC.**

A Florida Not-For-Profit Corporation

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit, non-stock, perpetually existing corporation pursuant to Florida Statutes Chapter 617, as amended.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this Corporation is SUNSET ELEMENTARY ENRICHMENT DRIVE, INC. The principal address and office of the Corporation is 5120 S.W. 72 Street, Miami, Florida 33143.

ARTICLE II - NATURE OF CORPORATION

This is a not-for-profit Corporation, organized solely for general charitable purposes pursuant to the Florida Not-For-Profit Corporation Act as set forth in Florida Statutes Chapter 617.

ARTICLE III - PURPOSE

A. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax laws.

B. Without in any way limiting the foregoing general purposes, the specific purpose for which this Corporation is formed is to raise money to support educational programs at Sunset Elementary School.

C. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - DURATION

This Corporation is to exist perpetually.

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ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Barbara Alonso, Esq.
Shutts & Bowen LLP
201 South Biscayne Blvd.
Suite 1500
Miami, Florida 33131

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 201 South Biscayne Boulevard, Suite 1500 (BPA), Miami, Florida 33131, and the name of the initial registered agent of the Corporation is Corporation Company of Miami located at the address of the registered office.

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

A. The business and affairs of the Corporation shall be managed by a Board of Directors.

B. The number of Directors of this Corporation shall not be less than 3 nor more than 25. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws. Directors shall be elected, removed and hold office as provided in the Bylaws.

C. There shall be two classes of Directors initially, Class A Directors and Class B Directors. Class A Directors shall initially serve for a one year term and Class B Directors shall serve initially for a two year term. After the initial term, both Class A and Class B Directors will serve for two-year terms.

D. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer and Secretary and such other Officers as the Bylaws of the Corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VIII - LIMITATION OF DIRECTOR LIABILITY; INDEMNIFICATION

A. A Director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding the management of the Corporation or policy, unless (i) the Director breached or failed to perform his or her duties as a Director; and (ii) such failure constitutes (a) a violation of criminal law (unless the Director had reasonable cause to believe his or her conduct was lawful); (b) a transaction from which the Director derived an improper personal benefit; or (c) an act which was carried out in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

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B. The Corporation shall indemnify each Officer, Director, former Officer or former Director (collectively, the "Indemnified Persons"), to the full extent permitted by law, including (without limitation) for attorneys' fees and other expenses incurred by any Indemnified Person, relating to or in connection with any proceeding (including any appeal thereof) brought against or involving such Indemnified Person.

C. Any repeal or modification of the provisions of this Article VIII shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

D. If the Florida Not For Profit Corporation Act or, by reference, the Florida Business Corporation Act, hereafter is amended to authorize the further elimination or limitation of the liability of Directors or Officers, then the liability of a Director or Officer of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by any such amendment.

ARTICLE IX - DEDICATION OF 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, any Director or officer of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth in Article III hereof, and no Director or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation; *provided, however*, that the Corporation may confer benefits in the form of distributions upon dissolution or otherwise in the manner set forth in Article X hereof.

ARTICLE X - DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes, which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or corresponding provisions of any prior or future Code or to the federal, state or local government exclusively for public purposes.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in accordance with the procedures set forth in Chapter 617 of the Florida Statutes, as amended. The Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any Director, or officer of the Corporation or any other person to share in any of the Corporation's

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assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 10th day of November, 2005.

INCORPORATOR:


Barbara Alonso

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statute Section 608.0501, the following is submitted:

SUNSET ELEMENTARY ENRICHMENT DRIVE, INC., desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has designated 201 South Biscayne Boulevard, Suite 1500 (BPA), Miami, Florida, 33131, as its initial registered office and has named Corporation Company of Miami located at said address as its initial registered agent.

DATED THIS 10th DAY OF NOVEMBER, 2005

INCORPORATOR:

Barbara Alonso
Barbara Alonso

Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

DATED THIS 10th DAY OF November, 2005.

CORPORATION COMPANY OF MIAMI,
as Registered Agent

By: Felicia Tucker
Title: Authorized Signatory

Felicia Tucker, Asst. Secretary
of Corporation Company of Miami

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