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FLORIDA PROFIT/NON PROFIT CORPORATION

The John H. McMinn Foundation, Inc.

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PAGE 001/001 Florida Dept of State



November 17, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

UCC FILING & SEARCH SERVICES

SUBJECT: THE JOHN H. MCMINN FOUNDTION, INC.
REF: W06000050501

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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Loria Poole
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ARTICLES OF INCORPORATION
OF
THE JOHN H. McMINN FOUNDATION, INC.
A NONPROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

The name of this corporation is:

THE JOHN H. McMINN FOUNDATION, INC.

ARTICLE II

The principal place of business of this corporation shall be 2530 S.W. 3rd Avenue, #206, Miami, FL 33129 and the mailing address shall be the same.

ARTICLE III

Said corporation is organized exclusively for charitable, religious, education, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

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 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal or a State, or local government for exclusively public purposes.

ARTICLE IV

The membership of this corporation shall consist of such persons as from time to time may become members upon a majority vote of the directors.

ARTICLE V

The name and address of the incorporator of these Articles is:

Leslie A. Share
Packman, Neuwahl & Rosenberg
1500 San Remo Avenue
Suite 125
Coral Gables, FL 33146

ARTICLE VI

This corporation is to exist perpetually.

ARTICLE VII

The business of this corporation shall be managed by the Board of Directors. The corporation shall have three (3) directors initially. The directors shall be elected in the manner stated in the bylaws of the corporation. The number of directors may be increased or (if permitted by law) decreased from time to time by the Bylaws.

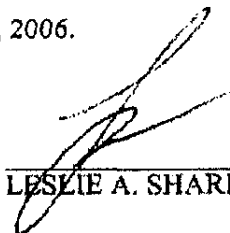
The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

John H. McMinn Director	2530 S.W. 3 rd Avenue, #206 Miami, FL 33129
David M. Turner Director	One Southeast 3 rd Avenue Suite 1440 Miami, FL 33131
Leslie A. Share Director	1500 San Remo Avenue Suite 125 Coral Gables, FL 33146

ARTICLE VIII

The street address of the initial registered office of this corporation shall be 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146, and the name of the initial registered agent of the corporation at that address is Atrium Registered Agents, Inc.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal on this 14th day of November, 2006.



LESLIE A. SHARE

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for THE JOHN H. MCMINN FOUNDATION, INC., Atrium Registered Agents, Inc., hereby agrees to accept service of process for said Nonprofit Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

ATRIUM REGISTERED AGENTS, INC.

By: 

Leslie A. Share, Vice President

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