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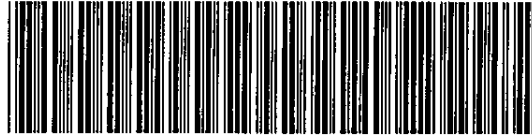
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



America SCORES Miami
220 Miracle Mile
Suite 242
Coral Gables, FL 33134
Phone (786) 859-2307
Fax (305) 446-5491

January 18, 2007

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

BOARD OF DIRECTORS

Officers

Mary Downing, Chair
Starbucks Coffee Company

Frank Massabki, Vice-Chair
Zuckerman Spaeder LLC

James Cavalaris, Treasurer
University of Miami

Jagdeep Wadhwani, Sec.
Gol TV

Re: America SCORES Miami, Inc.

Dear Sir or Madam:

For purposes of creating a Florida non-profit corporation, I enclose:

- the Articles of Incorporation for America SCORES Miami, Inc.,
- a copy of such Articles that I respectfully request be certified, and
- a check for \$ 78.75 made payable to the Department of State for the filing fee, designation of registered agent, and certified copy.

At Large Members

Dave Barry

Jeremey Chestler
Art Center/South Florida

Alys Daly
Ener1

Bill Geraghty
Shook, Hardy & Bacon

Richard Grodin
Merrill Lynch & Company

Will Prince
Stroock & Stroock & Lavan

Latoya Williams
Orange Bowl Foundation

Please file the enclosed Articles, please designate me as the registered agent of America SCORES Miami, Inc., and please return the certified copy to me at 220 Miracle Mile, Suite 242, Coral Gables, Florida 33134.

I can be contacted at (786) 859-2307 if you have any questions in the matter.

Thank you.

Sincerely,

Samuel Joseph
Executive Director
America SCORES Miami, Inc.

America SCORES Miami Staff

Samuel Joseph
Executive Director

Enclosures (as referenced above)

ARTICLES OF INCORPORATION
OF
AMERICA SCORES MIAMI, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to Chapter 617 of the Florida Statutes (titled, the "Florida Not For Profit Corporation Act"):

I. NAME

The name of the corporation is America SCORES Miami, Inc. (the "Corporation").

II. PRINCIPAL OFFICE, AND MAILING ADDRESS

The Corporation's principal office, and its mailing address, are located at 220 Miracle Mile, Suite 242, Coral Gables, Florida 33134.

III. DURATION

The duration of the Corporation shall be perpetual.

IV. PURPOSES

A. The Corporation is organized and will be operated exclusively for charitable, educational and cultural purposes. More specifically, the activities of the Corporation shall include, but not be limited to, providing, as an organization affiliated with AMERICA SCORES, after-school programs for inner-city school children, such programs to take the form of a soccer-based athletic program and community and school-based writing workshops.

B. In furtherance of these purposes, the Corporation shall have all powers granted to a corporation under the Florida Not For Profit Corporation Act and the power to do all things necessary, proper and consistent with maintaining its tax-exempt status under section 501(c)(3) as an affiliate and under the supervision and control of AMERICA SCORES. All references to sections in these Articles refer to the Internal Revenue Code of 1986, as amended, or to comparable or corresponding provisions of subsequent United States Internal Revenue laws.

C. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation shall be limited to reasonable amounts. No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted by section 501(h)) in a manner or to an extent which would disqualify the Corporation for tax exemption under section 501(c)(3). The Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (including publishing or distributing statements).

D. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3), or (b) a corporation, contributions to which are deductible under section 170(a) and (c)(2).

E. The Corporation shall seek sources of support and operate in such manner as will enable it to qualify as an organization that is not a private foundation within the meaning of section 509(a). However, for any period for which the Corporation may be a private foundation as defined in section 509(a), the Corporation shall be subject to the following restrictions and prohibitions:

1. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942.
2. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d).
3. The Corporation shall not retain any excess business holdings as defined in section 4943(c).
4. The Corporation shall not make any investments in such manner as to subject it to tax under section 4944.
5. The Corporation shall not make any taxable expenditure as defined in section 4945(d).

V. MEMBERS

A. The initial member of the Corporation shall be AMERICA SCORES. Additional members may be added by majority vote of the existing members. In the event that there is no member of the Corporation, the powers of the members shall be exercised by the board of directors of the Corporation.

B. Each member shall be entitled to one vote on all actions by the members.

one or more organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, provided that (a) transfers of property to such organizations shall, to the extent then permitted under the statutes of the United States, be exempt from federal gift, succession, inheritance, estate or death taxes (by whatever name called); (b) such organizations shall be exempt from federal income taxes by reason of section 501(c)(3); and (c) contributions to such organizations shall be deductible by reason of section 170.

VIII. REGISTERED OFFICE AND REGISTERED AGENT

- A. The address of the Corporation's initial registered office is 220 Miracle Mile, Suite 242, Coral Gables, Florida 33134.
- B. The Corporation's initial registered agent at such address is SAMUEL JOSEPH.

C. The members shall act by majority vote and shall have the exclusive authority to take any action (i) to amend these Articles of Incorporation; (ii) to amend the provisions of the By-laws relating to the election of directors and to meetings of the members; (iii) to add or remove members of the Corporation; (iv) that would result in a fundamental change in the purposes or nature of the Corporation; and (v) that would result in the disposition of all or substantially all the assets of the Corporation.

VI. BOARD OF DIRECTORS

The manner of election or appointment of the Board of Directors of the Corporation shall be as provided in the Articles and Bylaws of the Corporation.

VII. REGULATION OF INTERNAL AFFAIRS

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

B. The initial Bylaws shall be adopted by the Board of Directors, which may, subject to the provisions of the Articles of Incorporation, alter, amend or repeal the Bylaws or adopt new Bylaws.

C. In the event of the dissolution or final liquidation of the Corporation:

1. No property of the Corporation or any proceeds thereof shall be distributed to or divided among any of the Directors or Officers of the Corporation or inure to the benefit of any individual.

2. After all liabilities and obligations of the Corporation have been paid, satisfied and discharged, or adequate provision made therefor, all remaining property and assets of the Corporation shall be distributed to AMERICA SCORES or, if it shall no longer exist, to

IX. DIRECTORS

The number of Directors constituting the initial Board of Directors shall be three (3). The number of Directors may be increased or decreased from time to time by the Members, but shall in no event be less than three (3). The names and addresses of the persons who shall serve as initial directors until the first annual meeting of directors, or until their successors are elected and qualify, are:

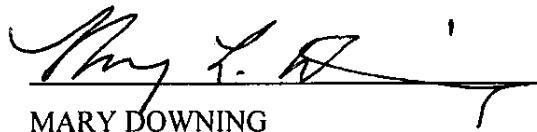
<u>NAME</u>	<u>ADDRESS</u>
JAMES CAVALARIS	5050 Brunson Drive, Allen Hall, 2nd Floor Coral Gables, FL 33146
MARY DOWNING	200 South Park Road, Suite 450 Hollywood, FL 33021
FRANK MASSABKI	201 South Biscayne Boulevard, Suite 900 Miami, FL 33131

X. INCORPORATORS

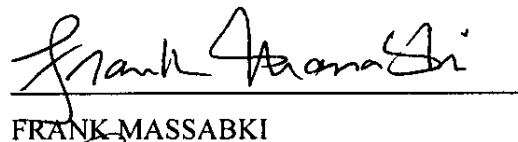
The name and addresses of the incorporators of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MARY DOWNING	200 South Park Road, Suite 450 Hollywood, FL 33021
FRANK MASSABKI	201 South Biscayne Boulevard, Suite 900 Miami, FL 33131
JAGDEEP WADHWANI	1666 John F. Kennedy Causeway, Suite 402 North Bay Village, FL 33141

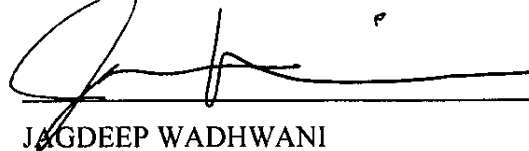
IN WITNESS WHEREOF, we subscribe and acknowledge these Articles of
Incorporation as of the 17th day of January, 2007.



MARY DOWNING



FRANK MASSABKI




JAGDEEP WADHWANI

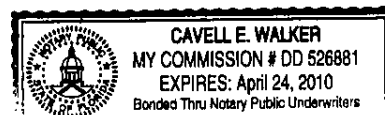
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I, Cavell E Walker, a Notary Public in and for the State of Florida, hereby certify that MARY DOWNING, FRANK MASSABKI, and JAGDEEP WADHWANI, whose names are signed to the foregoing Articles of Incorporation of America SCORES Miami, Inc. dated January 17, 2007, personally appeared before me in said State, said persons being personally known to me or producing their Florida driver's license as identification, executed said Articles of Incorporation and acknowledged before me that he or she executed the same.

GIVEN under my hand and seal this 17th day of January, 2007.



Notary Public

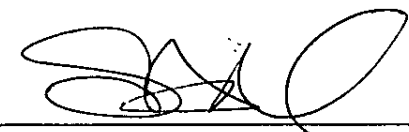


Name; Commission No.; Commission
Expiration (typed, printed or stamped)

Produced D license as identification.

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for America SCORES Miami, Inc., a Florida not for profit corporation, as of this 17 day of January, 2007.



SAMUEL JOSEPH