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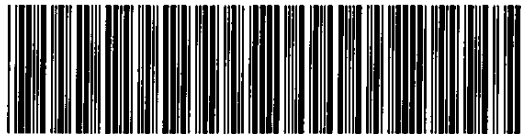
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TALLAHASSEE, FLORIDA

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Handwritten signature

William M. Grodnick
City Attorney

Telephone:
(305) 883-5854

Telecopier:
(305) 883-5896



City of Hialeah

Assistant City Attorneys

Lorena E. Bravo
Karen H. Callejo
Eduardo Fonseca, Jr.
Rafael E. Granado
Alan E. Krueger
Robert Lloyd-Still
Melissa Negron

May 1, 2007

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

**RE: Article of Incorporation for
The City of Hialeah Scholarship Fund, Inc.
A not-for-Profit Corporation
Our File No.: A-2007-66**

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 City of Hialeah's Check #155474 in the amount of \$78.75 payable to the Department of State, representing the filing fee and a certified copy fee.

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

Robert Lloyd-Still
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,

Robert Lloyd-Still
Assistant City Attorney

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Attachment

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

City of Hialeah Scholarship Fund, Inc.

A not for profit corporation

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 "City of Hialeah Scholarship Fund, 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 "City of Hialeah Scholarship Fund, Inc."

Article II Address

The principal place of business and mailing address of this not for profit corporation shall be the City of Hialeah Scholarship Fund, Inc., 501 Palm Avenue, 4th Floor, 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.

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

1. To recognize the need to financially assist Hialeah residents in the pursuit of post-secondary educational goals.
2. To financially assist at risk, low-income Hialeah residents who may not otherwise be able to afford higher education in the pursuit of post-secondary educational goals.
3. To solicit and accept contributions from the general public, public or private institutions, and government agencies to achieve the goals of this not for profit corporation.
4. To perform every lawful act and thing necessary, desirable and expedient, to be done, in carrying on the purposes of this not for profit corporation, and to accomplish the ends for which the body corporate is formed.

Article IV
Appointment of Board of Directors

- a. Five members of the Board of Directors shall be selected by the Mayor of the City of Hialeah.
- b. If the Board of Directors chooses to expand the number of board members beyond five, the board members that exceed five shall be selected by the Mayor of the City of Hialeah.
- c. The members of the Board of Directors shall come from the following business fields: education, real estate, government, recreation and leisure activities, engineering, education, economic development, accounting, business management, law, medicine, computer science, banking, advertisement, marketing and employment consulting.

Article V
Initial Board of Directors

- a. Within sixty-days (60) of incorporation, the Mayor of the City of Hialeah shall designate the members of the initial Board of Directors. Each year thereafter, the Mayor of the City of Hialeah shall designate the members of the Board of Directors and shall fill vacancies to their allotted members on the Board of Directors, except as otherwise provided herein.
- b. 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 VI
Resident Agent

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

Article VII
Incorporator

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

Name	Mailing Address
Mayor Julio Robaina	501 Palm Avenue, 4 th Floor Hialeah, FL 33010

Article VIII
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 nine (9) 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 call consist of the President, Vice President, Secretary, and Treasurer.

Article IX
Original Officer

The name and mailing addresses of the original officer is:

Office and Name	Mailing Address
President/Secretary Mayor Julio Robaina	501 Palm Avenue, 4 th Floor Hialeah, FL 33010

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

Article X
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, by a two-thirds vote of its members, adopts a resolution removing a Director for just cause.
- d. A vacancy occurring in any office shall be filled for the unexpired 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 unexpired term.

Article XI
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 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.

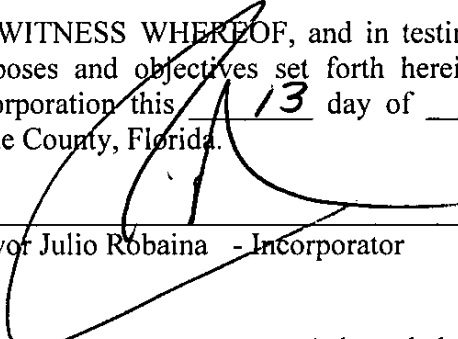
Article XVII
Assets

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 13 day of April, 2007, at Hialeah, Miami-Dade County, Florida.



Mayor Julio Robaina - 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 - Registered Agent

April 13, 2007

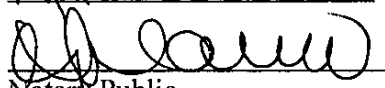
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Mayor Julio Robaina, 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 an official seal in the County and State last aforesaid this 13 day of April, 2007.



Notary Public

