

04:13:24 From T-89 P.0 05 878  
**No 8000003701**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H08000097210 3)))



H080000972103ABC

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 617-6381

From:  
Account Name : HUNTON & WILLIAMS  
Account Number : I20000000236  
Phone : (305) 810-2542  
Fax Number : (305) 810-2460

DIVISION OF CORPORATION

08 APR 15 PM 1:44

RECEIVED

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Key Biscayne Education Foundation, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 APR 15 AM 11:12

FILED

Electronic Filing Menu

Corporate Filing Menu

Hel

**ARTICLES OF INCORPORATION  
OF  
KEY BISCAYNE EDUCATION FOUNDATION, INC.  
(A Not for Profit Corporation Organized  
Under Chapter 617, Florida Statutes)**

FILED  
2008 APR 15 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I  
NAME**

The name of this corporation shall be KEY BISCAYNE EDUCATION FOUNDATION, INC. (hereinafter called the "Corporation").

**Article II  
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or the mailing address of the Corporation is: 151 Crandon Blvd., Apt. #741, Key Biscayne, Florida 33149.

**Article III  
PURPOSE**

This Corporation is a not-for-profit corporation that is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes, including for purposes of making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law (the "Code"), and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes, including but not limited to :

- (a) To source and pursue public and private partnerships, corporate funding and public sector resources to promote high quality, innovative and effective public community school education programs on Key Biscayne for residents of all ages.
- (b) To accept, hold, administer, invest and disburse for the establishment, educational, research, training and charitable purposes identified above, such funds or property as may from time to time be given to it by any person, persons, corporations, or other entities, or earned by it in its activities; and
- (c) To carry on such other activities in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Act and Section 501(c)(3) of the Code.

**Article IV**  
**MEMBERSHIP**

The Corporation shall have no members.

**Article V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is: 151 Crandon Blvd., Apt. #741, Key Biscayne, Florida 33149 and the name of the Corporation's initial registered agent at that address is Angel Martin.

**Article VI**  
**BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall not be less than three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

**Article VII**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

Angel Martin  
151 Crandon Blvd., Apt. #741  
Key Biscayne, Florida 33149

**Article VIII**  
**DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to the Corporation or, if the Corporation is no longer in existence or is not exempt from federal income tax under Section 501(c)(3) of the Code, then to one or more not-for-profit funds, foundations, or corporations which are organized and operated exclusively for charitable and educational purposes and which have established their tax exempt status under Section 501(c)(3) of the Code, as selected by the Board of Directors.

**Article IX**  
**LIMITATIONS**

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 the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on this 11 day of April, 2008.

  
\_\_\_\_\_  
Angel Martin  
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

That, Key Biscayne Education Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Angel Martin, 151 Crandon Blvd., Apt. #741, Key Biscayne, Florida 33149, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 11 day of April, 2008.

  
\_\_\_\_\_  
Angel Martin  
Registered Agent

**FILED**  
2008 APR 15 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA