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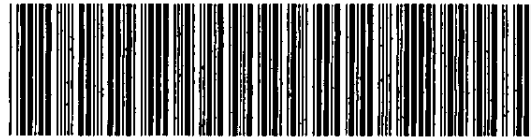
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07/02/08--01018--005 , \*\*87.50

FILED

2008 JUL 11 PM 4:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch JUL 11 2008

## ***Miami-Dade Police Foundation, Inc.***

June 12, 2008

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

SUBJECT: Miami-Dade Police Foundation, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$87.50 Filing Fee, Certified Copy and Certificate.

Sincerely,



Robert Parker  
Director

From: Robert Parker  
9105 NW 25<sup>th</sup> Street  
Miami, Florida 33172  
(305) 471-3518

Enclosures:  
Articles of Incorporation (original and one copy)  
Check made payable to Department of State



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

08 JUL 11 AM 8:00

DIVISION OF CORPORATIONS

July 2, 2008

ROBERT PARKER  
9105 NW 25TH STREET  
MIAMI, FL 33172

SUBJECT: MIAMI-DADE POLICE FOUNDATION, INC.  
Ref. Number: W08000031740

RECEIVED  
REGULATORY OFFICE  
2008 JUL -8 AM 11:48

We have received your document for MIAMI-DADE POLICE FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Subsequent directors may be elected or appointed by directors, but the initial board must be appointed or elected by the founder, incorporators etc.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 808A00039481

POLICE LEGAL BUREAU  
08 JUL -9 AM 11:03

7/8 RB  
12/12

FOR APPROPRIATE ACTION

To - Mike - for  
coordination with  
Susan Windmiller  
7/9/08  
76

**MIAMI-DADE POLICE FOUNDATION, INC.  
A Florida Non-profit Corporation**

**ARTICLES OF INCORPORATION**

**ARTICLE I: Name (Required)**

The name of this corporation shall be the MIAMI-DADE POLICE FOUNDATION, INC., a Florida non-for-profit organization (hereinafter "Foundation"). The Board of Directors of the Foundation from time to time may adopt additional names that may be used by the Foundation for special purposes.

**ARTICLE II: Principal Place of Business (Required)**

The principal place of business is:  
9105 NW 25<sup>th</sup> Street  
Miami, Florida 33172

**ARTICLE III: Purpose (Required)**

The general purpose of the Foundation is to serve as the development arm of the MIAMI-DADE POLICE DEPARTMENT, (hereinafter "Department"), primarily for the endowment of law enforcement innovation; evolving technology and other special equipment; and training by requesting, receiving, holding, investing, administering, granting and disbursing gifts of funds and property, and making expenditures to or for the benefit of the Department. The Foundation does not function as a policy-making or policy advisory board for the Miami-Dade Police Department.

**ARTICLE IV: Members**

The Foundation shall have no members.

**ARTICLE V: Board of Directors**

- A. Function – All corporate powers of the Foundation shall be exercised by, or under the authority of the Board.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- B. Composition – The Board shall be composed of not less than seven (7) members, six (6) of whom shall be elected at the Foundation’s Annual Meeting in accordance with these Bylaws (Article V.C. – Election) and one (1) of whom shall serve on the Board by virtue of their office and during the term of such office (hereinafter “Ex Officio Director”) as follows:  
Director, Miami-Dade Police Department.

Each Director must be at least nineteen years of age and a resident of the State of Florida.

- C. Election (Required) – Board of Directors shall be elected in accordance with the Foundation Bylaws.
- D. Terms - The Elected Members of the Board shall serve staggered three-year terms. A term shall begin at the end of the Annual Meeting each year and end at the end of the Annual Meeting three years later. Any Director of the Board may be re-elected to office for any number of successive terms.
- E. Removal – A Director may be removed from the board by a majority vote of the other members of the Board at any time.

#### **ARTICLE VI: Registered Agent (Required)**

The Registered Agent of the initial corporation for purposes of service of legal process is Glenn Theobald, Chief Counsel, Miami-Dade Police Department, 9105 NW 25<sup>th</sup> Street, Miami, Florida 33172.

#### **ARTICLE VII: Incorporator (Required)**

The Incorporator is Robert Parker, Director, Miami-Dade Police Department, 9105 NW 25<sup>th</sup> Street, Miami, Florida 33172.

#### **ARTICLE VIII: Incorporation of By-Laws**

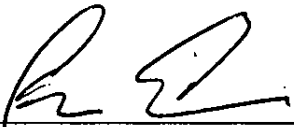
The conduct of the affairs of the Foundation and all matters relating thereto shall be regulated by the By-Laws of the Foundation, which may be amended as provided in the By-Laws.

**ARTICLE IX: Dissolution of Assets**

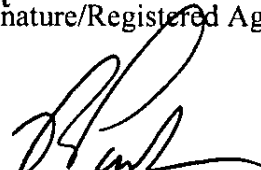
The Foundation shall continue forever unless the Directors dissolve it and distribute all of the principal and income, which action may be taken by the Directors in their discretion at any time. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appoint as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Signature/Registered Agent – Glenn Theobald

6/13/08  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator – Robert Parker

6/16/08  
\_\_\_\_\_  
Date