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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 JAN -7 AM 8:15

FILED

W08-56054

B. McKnight JAN 08 2009

2009/01/08

Miami-Dade Police Foundation, Inc.

November 26, 2008

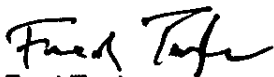
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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,



Fred Taylor
Interim Executive Director

From: Fred Taylor
7352 SW 120 Avenue
(305) 274-7556

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

Fred Taylor
7352 S. W. 120 Avenue
Miami, FL 33183
(305-274-7556)
Fax 305-595-5124

FAX SHEET

Faxing: 850-245-6804

**TO: Becky McKnight
Regulatory Specialist II
New Filing Section
Florida Department of State
Division of Corporations**

Regarding our phone conversation concerning submitting a letter of no intent to revoke the previous dissolution I am faxing you the letter of no intent from the original filers and two copies of the incorporation articles where I have eliminated the article concerning a starting date.

Thank you for assistance in resolving this matter.


Fred Taylor
Interim Director
Miami-Dade Police Foundation

RECEIVED
DEPARTMENT OF STATE
09 JAN - 7 PM 12: 22



Miami-Dade Police Department

Director's Office



An Internationally
Accredited
Police Service

January 4, 2009

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

Dear Sir or Madam:

This is to document that the parties which filed the Articles of Dissolution; Dissolving Miami-Dade Police Foundation, Inc., Document Number N08000006538, filed on October 16, 2008, have no intention of revoking this dissolution.

If you have any questions on this matter, please contact Ms. Susan Windmiller, of our Police Legal Bureau, at 305-471-3197.

Sincerely,

Robert Parker
Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 JAN -7 AM 8:15

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 18, 2008

FRED TAYLOR
7352 SW 120 AVENUE
MIAMI, FL 33183

SUBJECT: MIAMI-DADE POLICE FOUNDATION, INC.
Ref. Number: W08000056054

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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved nonprofit corporation. The name of a voluntarily dissolved nonprofit Florida corporation is not available for the assumption or use by another entity until 120 days after the effective date of dissolution.

An effective date **may** be added to the Articles of Incorporation **if a 2009 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.**

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) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 408A00060904

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09 JAN -7 AM 8:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION

ARTICLE I: Name

The name of this corporation shall be the MIAMI-DADE POLICE FOUNDATION, INC., a Florida non-for-profit organization (hereinafter "Foundation"). The Executive Council 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

The principal place of business is:
7352 S.W. 120 Avenue
Miami, Fl 33183

ARTICLE III: Purpose

The general purpose of the Foundation is to provide for the endowment of law enforcement innovation; evolving technology; capital projects and special equipment; training and sponsoring research and strategies by requesting, receiving, holding, investing, administering, granting and disbursing gifts of funds and property, and making expenditures for the benefit of law enforcement. The Foundation does not function as a policy-making or policy advisory board for law enforcement.

ARTICLE IV: Members

The Foundation shall have a maximum of 21 members.

ARTICLE V: Executive Council

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

- B. Composition – The Executive Council 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 Articles (Article V. Section C. – Election) and one (1) of whom shall serve on the Executive Council by virtue of being designated Executive Director.

Foundation members shall be appointed by the Executive Council and serve two year terms.

Each Executive Council or Foundation member must be at least nineteen years of age and a resident of the State of Florida.

- C. Election – Executive Council members shall be elected in accordance with the Foundation Bylaws.
- D. Terms - The Elected Members of the Executive Council shall serve 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 Executive Council member may be re-elected to office for any number of successive terms.
- E. Removal – A member of the Executive Council or Foundation may be removed from the Foundation by a majority vote of the members of the Executive Council at any time.

ARTICLE VI: Registered Agent

The Registered Agent of the initial corporation for purposes of service of legal process is Fred Taylor, 7352 S.W. 120 Avenue, Miami, Fl 33183.

ARTICLE VII: Incorporator

The Incorporator and Interim Executive Council Director is Fred Taylor, 7352 SW 120 Avenue, Miami, Florida 33183.

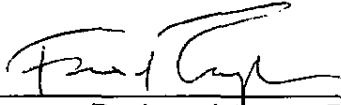
ARTICLE VIII: Incorporation of By-Laws

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 Executive Council dissolves it and distributes all of the principal and income, which action may be taken by the Executive Council 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/Incorporator/Registered Agent - Fred Taylor

7 January 2009
Date

FILED
09 JAN - 7 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA