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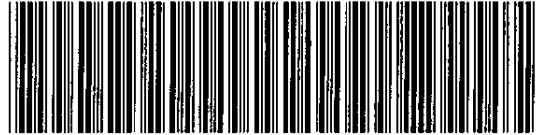
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 JUL 30 PM 12:32

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AND
FILED

1/4

COVER LETTER

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

SUBJECT: _____

Prop Miami, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: _____

Roy Gonzalez

Name (Printed or typed)

801 Brickell Avenue, Suite 1200

Address

Miami, FL, 33131

City, State & Zip

305-810-1479

Daytime Telephone number

roy_gonzalez@mastercard.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF
PREP MIAMI, INC.**

Pursuant to Section 617.0202 (Not for Profit), Florida Statutes, Prep Miami, Inc. ("Corporation") hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is Prep Miami, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal street address of the Corporation is:

Prep Miami, Inc.
915 Northwest 1st Avenue, Suite H-2611
Miami, Florida 33136

ARTICLE III - PURPOSE

The purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Such purposes include the facilitation and promotion of education for underprivileged young people in the Miami area.

ARTICLE IV - MANNER OF ELECTION

The manner in which the directors of the Corporation are elected is by unanimous vote of the Board of Directors.

The manner in which the officers of the Corporation are elected is by unanimous vote of the Board of Directors.

ARTICLE V - INITIAL DIRECTORS AND OFFICERS

The initial Board of Directors of the Corporation shall consist of:

Mr. Justin M. Routt - Director
Mr. Robert N. Scola, III - Director
Mr. David Blumberg - Director

The initial officers of the Corporation shall be:

Mr. Justin M. Routt - President
Mr. Robert N. Scola, III - Vice President and Secretary
Mr. David Blumberg - Treasurer

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TALLAHASSEE, FLORIDA

ARTICLE VI – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the Corporation's registered agent is:

Roy Gonzalez, Esquire
801 Brickell Avenue, #1200
Miami, Florida 33131

ARTICLE VII – INCORPORATOR

The name and address of the incorporator of the Corporation is:

Roy Gonzalez, Esquire
801 Brickell Avenue, #1200
Miami, Florida 33131

ARTICLE VIII – LIMITATION TO CHARITABLE ACTIVITIES


Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IX – ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the Corporation 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 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state or local government for exclusive public purpose.


Having been named as registered agent to accept services of process for the above stated 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.

REGISTERED AGENT



Roy Gonzalez
Date: July 27, 2009

INCORPORATOR



Roy Gonzalez
Date: July 27, 2009

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TALLAHASSEE, FLORIDA

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