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FLORIDA PROFIT/NON PROFIT CORPORATION

MIAMI JACKSON CLASS OF 1980 FOUNDATION, INC.

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**ARTICLES OF INCORPORATION  
OF  
MIAMI JACKSON CLASS OF 1980 FOUNDATION, INC.  
(A NON-PROFIT ORGANIZATION)**

In compliance with the requirements of F.S. Chapter 617, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a corporation not for profit.

**ARTICLE I**

The name of the Corporation is: **MIAMI JACKSON CLASS OF 1980 FOUNDATION, INC.**

**ARTICLE II**

The street address of the principal office of the Corporation is: 10640 Griffin Rd., Suite C-105, Cooper City, FL 33328.

**ARTICLE III**

The period of duration is perpetual. The qualification for members and the manner of their admission shall be regulated by the Bylaws.

**ARTICLE IV**

The name and street address of the person signing these articles of incorporation is: CHERYL L. MILTON, 10640 GRIFFIN RD., STE. 105, COOPER CITY, FL 33328

**ARTICLE V**

The initial street address of the Corporation's registered office is: 10640 Griffin Rd., Suite 105, Cooper City, Florida, 33328. The initial registered agent for the Corporation at that address is: Jacquelyn Lumpkin Wooden, Esq.

**ARTICLE VI**

The names and addresses of the initial Directors are as follows:

MINDA BROWN RICHARDSON, 9591 BELAIRE DR., MIRAMAR, FL 33025;  
FRANK BUGGS, 11622 MAPLE GLENN CT., ST. LOUIS, MO 63148  
KENT M. DAVIS, 3880 JAILETTE RD., COLLEGE PARK, GA 30349  
ROBERT DOLLAR, 10640 GRIFFIN RD., STE. C-105, COOPER CITY, FL 33328;  
DOUGLAS HILL, 19674 NW 84 CT., MIAMI, FL 33015  
CARLA D. KNIGHT, 1640 SW 54 TERR., PLANTATION, FL 33317.  
CHERYL L. MILTON, 10640 GRIFFIN RD., STE. 105, COOPER CITY, FL 33328;  
SERENA SINGLETON WEEMS, 3476 FOXCROFT RD #201, MIRAMAR, FL 33025;

\*\*\*\*\*  
PREPARED BY: JACQUELYN LUMPKIN WOODEN, ESQ., FLA. BAR NO. 078123  
10640 GRIFFIN RD., SUITE. 105, COOPER CITY, FL 33328  
954.434.5529, FAX 954.434.5545

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**ARTICLE VII**

The method of selection of Directors or Board of Directors, and number of directors shall be stated in the Bylaws.

**ARTICLE VIII**

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To provide relief and assistance to the community to or for the benefit of promoting high student achievement and quality of life throughout the Miami Jackson Senior High School Feeder pattern.
2. To lessen the burdens of government, lessen family stress, and promote a sense of independence for students who desire to attend college or receive post-high school training in an educational/vocational setting.
3. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
5. All of the foregoing purposes shall be exercised exclusively as charitable and educational or in such a manner as qualifies the Corporation as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**501(c)(3) LIMITATIONS**

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers,

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or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

**4. LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

**5. DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

**6. "PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE IX

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is

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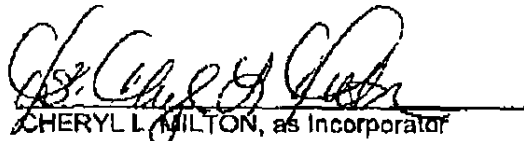
or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

**ARTICLE X**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

**EXECUTION BY INCORPORATOR**

These Articles of Incorporation are hereby executed by the incorporator on this day of August 13, 2009.

  
CHERYL L. MILTON, as Incorporator

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 acknowledgments, personally appeared CHERYL L. MILTON who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this day of 8/13, 2009.



VALENCIA J. SYDNEY  
MY COMMISSION # DD 786071  
EXPIRES: June 9, 2012  
Bonded Third Bridge Notary Services

  
NOTARY PUBLIC STATE OF FLORIDA

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for **MIAMI JACKSON CLASS OF 1980 FOUNDATION, INC.** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 617.0501.

  
\_\_\_\_\_  
Jacquelyn Lumpkin Wooden, Esq.  
as Registered Agent

August 13, 2009  
Date

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