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**COVER LETTER**

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

**SUBJECT:** Miami Gardens Kiwanis Fund, Incorporated  
(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

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate
<b>ADDITIONAL COPY REQUIRED</b>	

**FROM:** Tiffany Britton, Esq.  
Name (Printed or typed)

1020 NW 163 Drive  
Address

Miami, Fl. 33169  
City, State & Zip

(305) 474-1525  
Daytime Telephone number

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

**Articles of Incorporation for the**

**Miami Gardens Kiwanis Fund, Incorporated**

The undersigned, being a natural persons of age eighteen (18) years or more, acting as incorporators of a Corporation under the Florida Law (Chapter 617 of the Florida Statutes), adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I**  
**NAME**

The name of the Corporation is Miami Gardens Kiwanis Fund, Inc.

**ARTICLE II**

**PERIOD OF EXISTENCE**

The period of existence of the Corporation shall be perpetual.

**ARTICLE III**

**PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 2009, as amended, or the corresponding provisions of any successor statute, (the "Code"). To the extent consistent with the foregoing, the specific purposes of the Corporation is to provide assistance to charitable, educational, religious or scientific institutions including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future Internal Revenue law.

**ARTICLE IV**

**POWERS**

The Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 617 of the Florida Statutes provisions thereto now enacted or hereafter amended, but shall exercise full powers only in fulfillment of its above stated purposes.

**ARTICLE V**  
**MEMBERS**

The Corporation shall have members as provided in the Bylaws of the Corporation.

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**ARTICLE VI**  
**PRINCIPAL OFFICE**

The mailing address of the principal office of the Corporation is 1020 Northwest 163<sup>rd</sup> Drive, Miami Gardens, Florida. The principal office is located in Miami Gardens Florida.

**ARTICLE VII**  
**REGISTERED AGENT**

The name and address of the registered agent of the Corporation is Steven List, 1020 Northwest 163<sup>rd</sup> Drive, Miami Gardens, Florida.

**ARTTICLE VIII**  
**BOARD OF DIRECTORS**

The Corporation shall be managed by a Board of Directors. The number of directors, their powers and duties, qualifications, tenure, manner of election, and all other matters pertaining to the directors shall be as provided in the Bylaws of the Corporation, but the number of directors shall not be less than three (3).

**ARTICLE IX**  
**RESTRICTIONS**

At all times the Corporation shall carry on only those activities which are permitted to be carried on by a corporation that is exempt from Federal income tax under Code Section 501 (c)(3) and to which contributions are deductible under the applicable Code Section. No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, officer or director of the Corporation or any private individual within the meaning of Code Section 501(c)(3). The Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda or otherwise attempting to influence legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Code Section 501(h). At any time that the Corporation is or becomes a private foundation as described in Code Section 509(a) and Section 617 of the Florida Statutes, the Corporation:

1. Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income;
2. Shall not engage in any act of self;
3. Shall not retain any excess business holdings;

4. Shall not make any investments in a manner as to subject the Corporation to tax; and

5. Shall not make any taxable expenditures as defined in Code Section 4945(d).

#### **ARTICLE X** **DISSOLUTION**

The Corporation may be dissolved upon the adoption of a plan of dissolution adopted and approved by two-thirds (2/3) of the members of the Board of Directors. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore; and

2. All remaining assets of the Corporation shall be distributed to one or more organizations organized and operated for purposes similar to those set forth in Article II above and recognized as exempt from Federal income taxation under Code Section 501(c)(3), or the corresponding provisions of any future Code.

#### **ARTICLE XI**

#### **AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended or restated as provided by the Bylaws of this Corporation.

#### **ARTICLE XII**

#### **INCORPORATORS**

The names and addresses of the incorporators) are:

Paul Miller, 1020 N.W. 163<sup>rd</sup> Drive, Miami Gardens, Florida 33169

Steven List, 1020 N.W. 163<sup>rd</sup> Drive, Miami Gardens, Florida 33169

Dated this 29<sup>th</sup> day of December 2009.

Paul Miller  
Paul Miller, President

Steve List  
Steve List, Treasurer

This document was drafted by:

Tiffany Britton, Esq.

1020 Northwest 163<sup>rd</sup> Drive

Miami Gardens, Florida 33169

(305) 474-1525

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