

<https://efile.sco.tx.gov/servlets/efilcovr.exe>

## 01/22/2010 12:16 PM.

H10000015197 3

**ARTICLES OF INCORPORATION**  
**FOR**  
**MIAMI GARDENS LEASING CORPORATION**

**PREAMBLE**

I, the undersigned, being of legal age and a natural person, with the approval of the City Council of the City of Miami Gardens, Florida (the "City") do hereby subscribe to, acknowledge and file the following Articles of Incorporation to form a not-for-profit corporation for educational purposes under the provisions of Chapter 617, Florida Statutes.

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**MIAMI GARDENS LEASING CORPORATION** (the "Corporation"); and the principal place of business and the mailing address shall be at 1515 NW 167<sup>th</sup> Street, Building 5, Suite 200, Miami Gardens, Florida 33169.

**ARTICLE II**

**OBJECT AND PURPOSE**

The purposes for which this Corporation are formed are:

(a) To enter into, make, and perform contracts and agreements; to purchase or otherwise acquire, hold, lease, encumber, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of any real, personal, or intangible personal property in the same manner and to the same extent as a natural person might do for the benefit of and in furtherance of the municipal purposes of the City as provided by Florida law.

(b) To enter into ground leases, lease-purchase agreements, master lease-purchase agreements, trust agreements, assignment agreements, reimbursement agreements, interest rate exchange agreements, investment agreements, servicing agreements, construction contracts, development agreements, purchase orders, purchase agreements and related agreements for the purpose of financing or refinancing the acquisition, construction, renovation and improvement of real, personal or intangible personal property to serve as public facilities and sites and equipment for the benefit of the residents of the City to the extent permitted by law.

(c) To carry on or engage in any activity which the Corporation may deem proper or convenient in connection with the purposes hereinabove stated and to use any and all of its assets from whatever source obtained, either the principal or income therefrom, either immediately or in the future, for the furtherance of the corporate purposes and objects of the Corporation.

H10000015197 3

FILED  
2000 JAN 22 P 12:59  
TALLAHASSEE, FL  
SECRETARY OF STATE

H10000015197 3

(d) All assets and earnings of this Corporation shall be used exclusively for the purposes hereinabove stated including the payment of expenses incident thereto, and no part of the net earnings of the Corporation shall inure to the benefit of any private person, entity or individual.

(e) In the event of dissolution of this Corporation, all the remaining assets of the Corporation shall be distributed to the City and used only for public purposes.

### ARTICLE III

#### MEMBERSHIP

The sole member of the Corporation shall be the City. The sole membership, or any interest in such membership, shall not be assignable or otherwise transferable. Membership shall be evidenced by a Certificate of Membership which shall contain the statement, printed prominently on the face of the Certificate, that the Corporation is a not-for-profit corporation. The sole member shall have no voting rights.

### ARTICLE IV

#### TERM OF EXISTENCE

The term for which this Corporation shall exist shall be perpetual.

### ARTICLE V

#### NAME OF INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

Name

Dr. Danny O. Crew

Address

1515 NW 167<sup>th</sup> Street  
Building 5, Suite 200  
Miami Gardens, Florida 33169

H10000015197 3

**ARTICLE VI**

**DIRECTORS**

(a) The property, business and affairs of this Corporation shall be managed by a Board of Directors which shall consist of the Mayor, the Vice Mayor and the five (5) members of the City Council. Said Board of Directors shall have the rights and duties of directors of corporations under Chapter 617, Florida Statutes. Upon taking office as Mayor or Vice Mayor or as a member of the City Council, such member shall immediately become a member of the Board of Directors and shall continue to serve as a member of the Board of Directors as long as such member continues to serve as Mayor, Vice Mayor or on the City Council. In no event shall the number of Directors be less than five (5). If the number of Directors determined as provided above shall ever be less than five (5), the remaining Directors shall appoint temporary Directors to act in such capacity until the number of members of the Board of Directors determined as provided above shall at least equal five (5). In the event there is no Mayor and Vice Mayor and there are no members of the City Council, the City Manager shall appoint five (5) temporary Directors to serve until there is at least one duly elected Mayor, Vice Mayor or member of the City Council.

(b) The name and address of each person who is to serve as an initial Director of this Corporation are set forth below.

<u>Name</u>	<u>Address</u>
Shirley Gibson	1515 NW 167 <sup>th</sup> Street Building 5, Suite 200 Miami Gardens, Florida 33169
Oliver Gilbert III	1515 NW 167 <sup>th</sup> Street Building 5, Suite 200 Miami Gardens, Florida 33169
Melvin Bratton	1515 NW 167 <sup>th</sup> Street Building 5, Suite 200 Miami Gardens, Florida 33169
Barbara Watson	1515 NW 167 <sup>th</sup> Street Building 5, Suite 200 Miami Gardens, Florida 33169
Andre Williams	1515 NW 167 <sup>th</sup> Street Building 5, Suite 200 Miami Gardens, Florida 33169
Sharon Pritchett	1515 NW 167 <sup>th</sup> Street Building 5, Suite 200 Miami Gardens, Florida 33169
Aaron Campbell Jr.	1515 NW 167 <sup>th</sup> Street Building 5, Suite 200 Miami Gardens, Florida 33169

H10000015197 3

**ARTICLE VII**  
**BY-LAWS**

The By-laws of this Corporation may be adopted, amended, modified or rescinded by the Directors of this Corporation.

**ARTICLE VIII**  
**REGISTERED OFFICE**

The initial registered office of this corporation shall be at 1515 NW 167<sup>th</sup> Street, Building 5, Suite 200, Miami Gardens, Florida 33169. The initial registered agent at that address shall be Sonja K. Dickens.

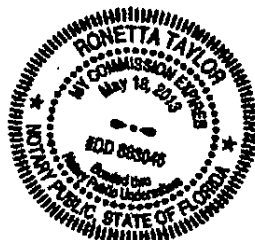
IN WITNESS WHEREOF, I have hereunto set my hand this 20 day  
of January, 2010.

  
\_\_\_\_\_  
Dr. Danny O. Crew  
Incorporator

STATE OF FLORIDA                     )  
  ) SS:  
COUNTY OF MIAMI-DADE            )

BEFORE ME, the undersigned notary, personally appeared Dr. Danny O. Crew, to me known to be the signer of the foregoing Articles of Incorporation of MIAMI GARDENS LEASING CORPORATION, who after being by me first duly sworn did depose and say that it is the intent of such signer in good faith to carry out the purposes and objects as set forth in the foregoing Articles.

WITNESS my hand and official seal of the State and County aforesaid, this 20 day  
of January, 2010.



  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:

[NOTARIAL SEAL]

H10000015197 3

**CERTIFICATE ACCEPTING APPOINTMENT  
AS REGISTERED AGENT**

**WITNESSETH:**

That Miami Gardens Leasing Corporation, a not-for-profit corporation duly organized under the laws of the State of Florida, which has its principal office in Miami Gardens, Florida, has named Sonja K. Dickens, located at 1515 NW 167<sup>th</sup> Street, Building 5, Suite 200, Miami Gardens, Florida 33169 as its registered agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated not-for-profit corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Sections 617.0501 and 617.0503 Florida Statutes.

Dated this 21<sup>st</sup> day of January, 2010.

  
\_\_\_\_\_  
Sonja K. Dickens  
Registered Agent

181,025,256MLAv 1

**FILED**  
2010 JAN 22 P 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA