

N10000001410

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

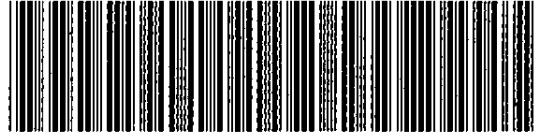
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700166261307

02/09/10--01026--011 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 FEB -9 P 3:13

FILED

01-01-2010

ARNSTEIN & LEHR LLP
ATTORNEYS AT LAW SINCE 1893

200 East Las Olas Boulevard · Suite 1700
Fort Lauderdale, Florida 33301
Phone 954.713.7600 · Fax 954.713.7700
www.arnstein.com

James C. Brady
954.713.7618
jcbrady@arnstein.com

February 8, 2010

FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
2010 FEB -9 P 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation for Friends of Miami Gardens, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for a not-for-profit corporation for Friends of Miami Gardens, Inc.. We have also enclosed our check in the amount of \$78.75, which represents the cost of filing the corporation and providing us with a certified copy, as well.

Very truly yours,


Janice L. Alfaro, Secretary to
James C. Brady

JCB:ja
Enclosures
cc: Sonja K. Dickens, Esq.

Pursuant to Internal Revenue Service guidance, be advised that any federal tax advice contained in this written or electronic communication, including any attachments or enclosures, is not intended or written to be used and it cannot be used by any person or entity for the purpose of (i) avoiding any tax penalties that may be imposed by the Internal Revenue Service or any other U.S. Federal taxing authority or agency or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

ARTICLES OF INCORPORATION
OF
FRIENDS OF MIAMI GARDENS, INC.

FILED
2010 FEB -9 P 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator for the purpose of forming a not-for profit corporation, pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be FRIENDS OF MIAMI GARDENS, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation is 1515 Northwest 167th Street, Building 5, Suite 200, Miami Gardens, Florida 33169

ARTICLE III

PURPOSE

(a) The primary purpose of the Corporation is to operate exclusively as a charitable, cultural, educational, or scientific corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), 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 section of any future federal tax code.

(b) The educational, cultural and non-political purposes which the Corporation will seek to advance, include: to fund projects or undertakings and coordinate educational and cultural programs; to encourage the overall beautification of the City of

Miami Gardens, through the establishment of culturally-thematic designs; to encourage the establishment of parks and recreation programs, designed to encourage good citizenship among participating youth; to support and encourage support for a strong community-connected police effort; to encourage the establishment of civic programs designed to promote cohesiveness among the citizenry; to support programs that benefit the residents of the City, and to seek grant opportunities and the establishment of partnerships to implement educational and cultural programs.

(c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

FILED
2000 FEB -9 P 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(d) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, educational or cultural organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its regulations as they now exist or as they may be amended.

ARTICLE IV

DIRECTORS

The City of Miami Gardens Mayor and City Council shall appoint the initial directors of the Corporation. At any time and from time to time the Mayor and City Council may remove an incumbent director, with or without cause. The Mayor and City Council shall appoint an individual to fill any vacancy occurring on the board of directors, whether on account of death, resignation, removal, or for any other reason or cause.

ARTICLE V

MEMBERS AND MEMBERSHIP

The initial members of the Corporation are Dr. Danny O. Crew, City Manager, and each of the Chairpersons of the following Miami Gardens City Advisory Committees: Junior Council, Miami Gardens Progressive Young Adults, Community Action Council, Commission on Women, Martin Luther King Jr. Committee, Elderly Affairs Committee, and Parks and Recreation Advisory Board. If any person holding any of such positions shall vacate the applicable position, such person's successor in such position shall become the substitute member by virtue of then holding such position.

An individual may be admitted to membership in the Corporation upon approval by the Mayor and City Council.

No person shall become a member unless his or her appointment has been approved by the City of Miami Gardens, City Council.

A member has the right to exercise all rights of membership of this Corporation, granted by these articles, the by-laws, and by law.

Additional membership requirements may be established in the by-laws.

ARTICLE VI

AMENDMENT

No alterations, changes or amendments shall be made to these Articles of Incorporation, without the consent of the Miami Gardens City Council.

No merger, sale or lease or exchange or other disposition of all or substantially all of the property and assets of the Corporation, or dissolution and winding up of the Corporation's affairs, shall occur without the consent of the Miami Gardens City Council.

ARTICLE VII

BY-LAWS

The board of directors shall adopt the initial by-laws, but the power to alter, amend or repeal the by-laws is vested in the members.

ARTICLE VIII

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The name of the initial registered agent of the Corporation and the street address of the Corporation's initial registered office are Sonja K. Dickens, Esq., City Attorney,

City of Miami Gardens, 1515 Northwest 167th Street, Building 5, Suite 200, Miami Gardens, Florida 33169.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator signing these articles is Dr. Danny O. Crew, City of Miami Gardens, 1515 Northwest 167th Street, Building 5, Suite 200, Miami Gardens, Florida 33169.

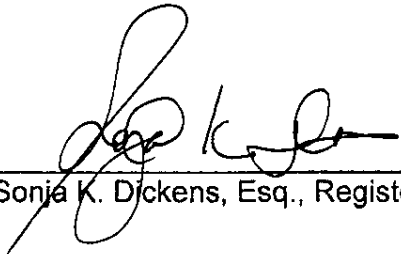
Dated February 1st, 2010


Dr. Danny O. Crew, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of FRIENDS OF MIAMI GARDENS, INC. I reside in the State of Florida. The address of my business office is City of Miami Gardens, 1515 Northwest 167th Street, Building 5, Suite 200, Miami Gardens, Florida 33169, which is the same address as the Corporation's registered office. My mailing address is City of Miami Gardens, 1515 Northwest 167th Street, Building 5, Suite 200, Miami Gardens, Florida 33169, which is the same as the Corporation's mailing address. I am familiar with, and I accept the obligations of the position of registered agent.

Dated: February 1st, 2010


Sonja K. Dickens, Esq., Registered Agent