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Amend/cc
① 5/4/10

ARNSTEIN & LEHR LLP
ATTORNEYS AT LAW SINCE 1893

200 BISCAYNE BOULEVARD
SUITE 3600
MIAMI, FLORIDA 33131
TELEPHONE 305.374.3330
FACSIMILE 305.347.4744

Ronald R. Fieldstone
305.428.4521
rrfieldstone@arnstein.com

April 29, 2010

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

Attn: Irene Albritton, Regulatory Specialist II

Re: The Miami Gardens Excellence in Education Council, Inc.
Ref. No. N10000003399

Dear Ms. Albritton:

Enclosed are the Amended Articles to the Articles of Incorporation for the above referenced non-profit corporation. Also enclosed is a copy of the rejection letter.

If you have any questions, please contact my office and ask for my legal assistant, Cary Sanchez.

Sincerely,


Ronald R. Fieldstone

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 16, 2010

JANICE L. ALFARO
ARNSTEIN & LEHR LLP
200 EAST LAS OLAS BOULEVARD - SUITE 1700
FORT LAUDERDALE, FL 33301

SUBJECT: THE MIAMI GARDENS EXCELLENCE IN EDUCATION COUNCIL,
INC.

Ref. Number: N10000003399

We have received your document for THE MIAMI GARDENS EXCELLENCE IN EDUCATION COUNCIL, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

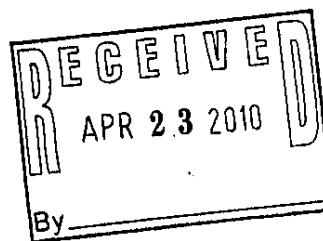
You must state that the attached are THE AMENDED ARTICLES TO THE ARTICLES OF INCORPORATION FILED ON APRIL 6, 2010.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 110A00009477



AMENDED ARTICLES OF INCORPORATION
OF
THE MIAMI GARDENS EXCELLENCE IN EDUCATION COUNCIL, INC.

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 Amended Articles to the Articles of Incorporation filed on April 6, 2010.

ARTICLE I

NAME

The name of the Corporation shall be THE MIAMI GARDENS EXCELLENCE IN EDUCATION COUNCIL, 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 an educational 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.

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(b) The educational, cultural and non-political purposes which the Corporation will seek to advance are the improvement of the quality of education and educational opportunities through the implementation of the Miami Gardens Education Compact.

(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.

(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

There shall be nine (9) directors. The Mayor and City Council (the "Appointing Authority") shall appoint the initial directors of the Corporation. At any time and from time to time the Appointing Authority may remove an incumbent director, with or without cause. The Appointing Authority 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 shall be those persons expressing interest in the corporate mission and who are appointed to membership by the Appointing Authority. 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 Appointing Authority.

No person shall become a member unless his or her appointment has been approved by the Appointing Authority.

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 Appointing Authority.

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 Appointing Authority.

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

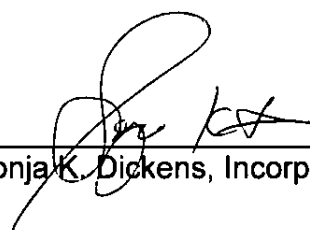
The name of the initial registered agent of the Corporation and the street address of the Corporation's initial registered office are Sonja K. Dickens, 1515 Northwest 167th Street, Building 5, Suite 200, Miami Gardens, Florida 33169.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator signing these articles is Sonja K. Dickens, Esq., City of Miami Gardens, 1515 Northwest 167th Street, Bldg. 5, Suite 200, Miami Gardens, Florida 33169.

Dated April 1st, 2010

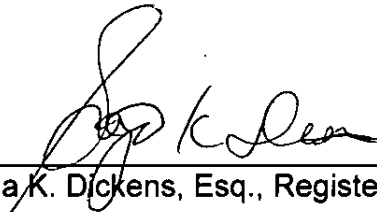


Sonja K. Dickens, Incorporator.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of THE MIAMI GARDENS EXCELLENCE IN EDUCATION COUNCIL, INC. I reside in the State of Florida. The address of my business office is The 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: April, 2010



Sonja K. Dickens, Esq., Registered Agent

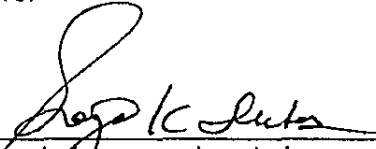
Adoption of Amendment:

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s).

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

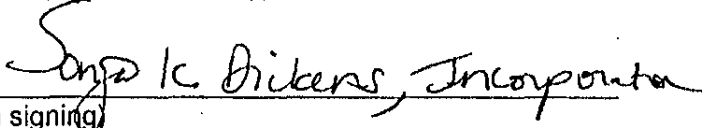
Dated: April 6th, 2010.

Signature


(By the chairman or vice chairman of the Board, president or other officer-if Directors have not been selected, by an Incorporator - if in the hands of a Receiver, trustee or other court appointed Fiduciary by that fiduciary)

Incorporator

(Title of person signing)


Sergio L. Dickens, Incorporator