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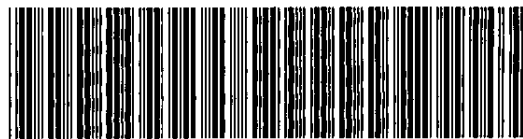
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DIVISION OF CORPORATIONS
2010 JUL 19 PM 3:59

7/21/10

City of Miami



JULIE O. BRU
City Attorney

Telephone: (305) 416-1800
Telecopier: (305) 416-1801
E-MAIL: Law@ci.miami.fl.us

July 15, 2010

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

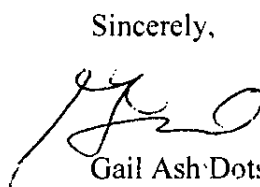
RE: Miami Mayor's International Council, Inc.
Our File No.: 09-4211

To Whom It May Concern:

Please find enclosed an original and two (2) copies of the Articles of Incorporation for the proposed corporate name: Miami Mayor's International Council, Inc. Additionally, a check in the amount of \$87.50 is enclosed for the filing fee, a certified copy and certificate.

Should you have any questions or need further information, please contact Isabel de Quesada, City of Miami, 3500 Pan American Drive, Miami, FL 33133, (305) 250-5300, IdeQuesada@miamigov.com.

Sincerely,


Gail Ash-Dotson
Assistant City Attorney

GAD/scs
Enclosures
cc: Isabel de Quesada

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2010 JUL 19 PM 4:00

ARTICLES OF INCORPORATION

F.D. 104
SECRETARY OF STATE
DIVISION OF CORPORATIONS

MIAMI MAYOR'S INTERNATIONAL COUNCIL, INC. 2010 JUL 19 PM 4:00

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a not for profit corporation in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

MIAMI MAYOR'S INTERNATIONAL COUNCIL, INC.

The mailing address of this corporation shall be 3500 Pan American Drive, Miami, FL 33133, or such other address within the City of Miami, Florida as the City of Miami Commission may from time to time designate.

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III

Purposes

A. **General**

The general nature of the subject and purposes of this corporation is to promote, advocate and or develop international or domestic business, trade, education or cultural opportunities which benefit the City of Miami and or its affiliations and which qualify this corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or to benefit solely charitable or other organizations qualified under Section 501(c)(3) of the Internal Revenue Code of 1986.

B. **Restrictions**

The corporation shall not engage in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

C. **Dissolution/Liquidation**

In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of

1986 or corresponding sections of any prior or future Internal Revenue Code or to the Federal, State or local government for exclusive public purpose.

ARTICLE IV **General Powers**

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit, including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable purposes for which the corporation is organized; subject, however, to the following.

ARTICLE V **Members**

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation and such other persons over eighteen (18) years of age, or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Directors of the corporation in accordance with the provisions of the bylaws of the corporation.

ARTICLE VI **Board of Directors**

The affairs of the corporation shall be managed by a Board of Directors, which shall consist of not less than five (5) individuals but may be any number in excess thereof, the precise number of Board members to be fixed by the Bylaws of the corporation. The Board of Directors shall be elected annually by majority vote of the members of the corporation, at a duly called meeting, as provided in the bylaws.

A quorum for the transaction of business shall be a majority of the directors qualified and active and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors of this corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

ARTICLE VII **Officers**

The affairs of this corporation shall also be managed by officers who shall be elected annually by majority vote of the Board of Directors and who shall report to the Board of Directors. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the corporation. The

duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

Officers of this corporation may be removed, with or without cause, by the Board of Directors at a Board of Directors meeting duly called in the manner set out in the bylaws.

ARTICLE VIII

Directors

The name and address of the members of the initial Board of Directors who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the members for the election of permanent directors or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Barry Johnson	Greater Miami Chamber of Commerce 1601 Biscayne Boulevard Miami, FL 33132
Alex Kurkin	4300 Biscayne Boulevard, Suite 305 Miami, FL 33137-3255
Julian Linares	Sacha Enterprises, Inc. 1717 N. Bayshore Drive, Suite 2556 Miami, FL 33132
Tomas Regalado	Mayor, City of Miami 3500 Pan American Drive Miami, FL 33133
Isabel M. De Quesada	International Affairs Administrator City of Miami 3500 Pan American Drive Miami, FL 33131

ARTICLE IX

Indemnification By Court Order

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 617.0831 and 607.0850(9), Florida Statutes, without the permission, by a majority vote of the disinterested directors of the Board of Directors.

ARTICLE X
Registered Office and Registered Agent

The street address of the corporation's initial registered office is 444 SW 2nd Avenue, Suite 945, Miami Florida 33130, Attention: Julie O. Bru, City of Miami Attorney and the name of the corporation's initial registered agent at such address is Julie O. Bru. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE XI
Incorporators

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

<u>Name</u>	<u>Address</u>
Julie O. Bru, City of Miami Attorney,	444 SW 2nd Avenue, Suite 945 Miami Florida 33130

ARTICLE XII
Bylaws

The Bylaws of the corporation may be altered, amended, added to or rescinded by the Board of Directors at any annual or special meeting thereof.

ARTICLE XIII
Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the members of the corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of the corporation or ten (10) days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing personally or by mail to each member of the corporation prior to such meeting. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Julie O. Bru, Incorporator*

* See also attached list of subscribers to these Articles of Incorporation on Attachment A.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN FLORIDA,

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

MIAMI MAYOR'S INTERNATIONAL COUNCIL, INC. has named Julie O. Bru, City of Miami Attorney located at 444 SW 2nd Avenue, Suite 945 of City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, thereby 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.

By: _____

Julie O. Bru

Date: _____

7/15/2010

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2010 JUL 19 PM 4:00

Attachment A

The undersigned hereby subscribe to the Articles of Incorporation of Miami
Mayor's International Council, Inc., this _____ day of _____ 2010.



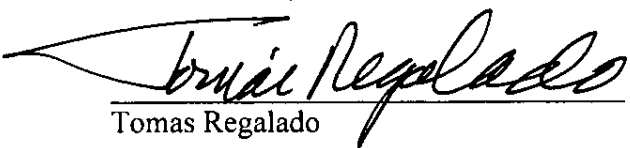
Barry Johnson



Alex Kurkin



Julian Linares



Tomas Regalado



Isabel M. De Quesada