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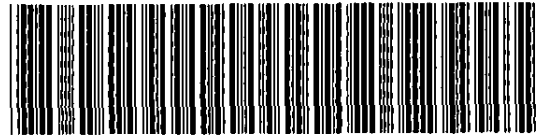
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TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: FLORIDA CENTER FOR INVESTIGATIVE REPORTING CORP.
(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

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: SHARON ROSENHAUSE
Name (Printed or typed)
BISCAYNE BAY CAMPUS, AC1-394
3000 N.E. 15TH ST.
Address

NORTH MIAMI, FL 33181
City, State & Zip

305-919-5672 or 813-421-0195
Daytime Telephone number

info@fcir.org
E-mail address: (to be used for future annual report notification)

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

February 28, 2010

Trevor Aaronson
Florida Center for Investigative Reporting
International Media Center at Florida International University
Biscayne Bay Campus, ACI-394
3000 N.E. 151st Street
North Miami, FL 33181

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

Maryanne,

Thank you for taking personal attention to resolve our corporation filing for Florida Center for Investigative Reporting Corp. following problems we had following Dale White's processing of our previous application.

Enclosed here you will find the Articles of Incorporation, prepared by our lawyers and signed by Incorporator Sharon Rosenhause, for Florida Center for Investigative Reporting Corp. We have also enclosed a check for \$87.50 to cover filing fee, certified copy and certificate. In addition, you will find a separate piece of paper here with information on processing the refund of our previous filing.

Should you have any questions, please do not hesitate to call me personally at 813-421-0195 or e-mail me at aaronson@fcir.org.

Sincerely,
Trevor Aaronson

FCIR Corp. 2021182698
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TALLAHASSEE, FLORIDA

Attachment A
ARTICLES OF INCORPORATION
OF
FLORIDA CENTER FOR INVESTIGATIVE REPORTING CORP.

The undersigned incorporators by these articles associate themselves for the purpose of forming a corporation not for profit under the laws of the State of Florida, and adopt the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation is: **Florida Center for Investigative Reporting Corp.** For convenience, the corporation shall be referred to as the "Corporation", the articles of incorporation shall be referred to as the "Articles," and the Bylaws of the Corporation shall be referred to as the "Bylaws."

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be:
Florida International University, International Media Center, Biscayne Bay Campus ACI-394,
3000 N.E. 151st, North Miami, FL 33181.

ARTICLE III

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

Elliot Manning
Florida Bar No. 461962
University of Miami
School of Law
P.O. Box 248087
Coral Gables, Florida 33124-8087
(305) 284-2961

ARTICLE IV

CORPORATE PURPOSES

The Corporation shall, be a nonprofit, nonsectarian organization formed and operated exclusively for charitable, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code including, for such purposes, to include the acceptance from any party, from time to time, of contributions and deriving of income therefrom to be used or applied exclusively to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, and

- A. The corporation shall operate for purposes that are beneficial to the public interest by encouraging good government, and exposing corruption, waste and inefficiency in state and local governments through journalism made freely available online.
- B. The corporation shall support education by offering instruction to the public on subjects beneficial to the community. The corporation shall engage in various community programs including, but not limited to workshops, community meetings, and seminars to help educate citizens on how to make the government accountable and transparent.
- C. The corporation shall support education by contributing to an educational institution by educating and training journalism students through in-class instruction and a year-round internship program. Through these programs, journalism students will gain firsthand experience in identifying investigative journalism projects and reporting and publishing articles in media form.
- D. The corporation shall operate for literary purposes by engaging in publishing activities including but not limited to the printing, publication or distribution of our own material or that printed or published by others and distributed by the corporation. The corporation shall regularly produce print and multimedia in-depth investigative reports on local, state and federal governments which focus on increasing governmental transparency.

No Private Benefit or Inurement

The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to the benefit of, or be distributable to its, officers, directors, 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 the purposes set forth in Article IV thereof.

Political Activity and Lobbying Expenditures

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, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Private Foundation Classification

During any period that the Corporation is a private foundation, as defined by section 509(a) of the Internal Revenue Code, the Corporation shall: (1) 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 imposed by Section 4942(a); (2) not engage or be involved in any act of self-dealing, as defined in section 4941(d), so as to give rise to any liability for the tax imposed by section 4941(a); (3) not retain any excess business holdings as defined in section 4943(c), so as to give rise to any liability for the tax imposed by section 4943(a); (4) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944, so as to give rise to any liability for the tax imposed by section 4944(a); and (5) not make any taxable expenditures, as defined in section 4945(d), so as to give rise to any liability imposed by section 4945(a). Unless otherwise indicated, as used in this Article IV and hereinafter, all section references are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

ARTICLE V

CORPORATE POWERS

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not inconsistent with the Corporation's exempt purposes as provided in Article IV.

ARTICLE VI

AFFILIATES

The authorized number, qualifications, and other rights and privileges of affiliates of this corporation, shall be set forth in the bylaws.

ARTICLE VII

MANNER IN WHICH THE DIRECTORS ARE ELECTED OR APPOINTED

The manner in which the directors are elected or appointed shall be regulated by the Bylaws of the Corporation.

ARTICLE VIII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the method of election of which and number of which may be either increased or decreased from time to time as regulated by the Bylaws, but in no case shall the number of directors be less than three. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have the rights, powers, and privileges prescribed by law of directors of corporations for profit.

The Board of Directors of the Corporation, set forth below, shall hold office until the first annual meeting of members and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death, all as provided:

<u>Director</u>	<u>Address</u>
Stephanie Tripp	University of Tampa, 401 W. Kennedy Blvd., Tampa, FL 33606
Barbara A Petersen	534 Williams St. Tallahassee, FL 32303
Joe Adams	5848 Parkstone Crossing, Unit 15145, Box 3, Jacksonville, FL 32258
Maria-Mercedes Vigon	IMC, Biscayne Bay Campus ACI-394, 3000 N.E. 151st, North Miami, FL 33181
Sharon Rosenhause	IMC, Biscayne Bay Campus ACI-394, 3000 N.E. 151st, North Miami, FL 33181
Sanford L. Bohrer	701 Brickell Avenue, Suite 3000, Miami, FL 33131

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended by majority vote of the Board of Directors of the Corporation in accordance with the procedures provided in Chapter 617, Florida Statutes. Such action may be taken by the Board of Directors at any regular or special meeting provided proper notice of the changes to be made has been given and quorum is present, or by

the Board of Directors without a meeting if a consent in writing, signed by all members of the Board of Directors, is filed in the minutes of the Corporation.

ARTICLE X

INDEMNIFICATION CLAUSE

The Corporation shall, to the fullest extent permitted or required, indemnify its Directors and Officers, acting within the scope of their authority, against any and all liabilities, and advance any and all reasonable expenses, incurred thereby in any proceeding to which any Director and Officer is a party because such Director or Officer is a Director or Officer of the Corporation. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The right to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, the Act or otherwise.

This article is intended to constitute a contract with each person, who, subsequent to its adoption is serving or shall subsequently serve as a Director or Officer of the Corporation; and the indemnification provided herein shall be in addition to any other compensation which each such person may receive from the Corporation for his/her services as a Director or Officer of the Corporation.

ARTICLE XI

DISSOLUTION

Upon dissolution, all of the Corporation's assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to any non profit corporation partaking in the education of journalists if then in existence and qualified under Section 501(c)(3) of the Code, or shall be distributed or disposed of by the Board of Directors exclusively in accordance with the purposes of the corporation, in such manner and to such organization or organizations, organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code(or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

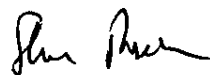
The address of the Registered Office of the Corporation is, Florida International University, International Media Center, Biscayne Bay Campus ACI-394, 3000 N.E. 151st, North Miami, FL 33181 and the name of the Registered Agent at such address is Sharon Rosenhouse.

ARTICLE XIII

INCORPORATOR

The name and address of the incorporator is, Sharon Rosenhause, 2100 S. Ocean Blvd. #708, Fort Lauderdale, FL 33316.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation of Florida Center for Investigative Reporting Corp., this 18th day of June, 2010



Sharon Rosenhause, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

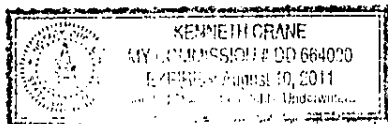
STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 18th day of JUNE, 2010 by Sharon Rosenhouse as Incorporator of the Articles of Incorporation of FLORIDA CENTER FOR INVESTIGATIVE REPORTING CORP., a Florida corporation not for profit.



Kenneth Crane

Notary Public

My Commission Expires:

Aug 10, 2011



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for FLORIDA CENTER FOR INVESTIGATIVE REPORTING CORP., at the location designated herein, the undersigned hereby agrees to act in that capacity, is familiar with and accepts the obligations of sections 48.091 and 617.051, Florida Statutes, and agrees to comply with the laws of Florida applicable thereto.

By: *Sharon Rosenhouse*

Sharon Rosenhouse

Date: June 18, 2010