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STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON

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FLORIDA PROFIT/NON PROFIT CORPORATION
RALPH CAREY MEMORIAL FOUNDATION, INC.

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Corporate Filing Menu

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ARTICLES OF INCORPORATION**OF****RALPH CAREY MEMORIAL FOUNDATION, INC.
(A Florida Not For Profit Corporation)**

The undersigned, a natural person over the age of 18, hereby files these Articles of Incorporation of RALPH CAREY MEMORIAL FOUNDATION, INC. (hereafter referred to as the "Corporation"), in compliance with Chapter 617, *Florida Statutes*, the Florida Not For Profit Corporation Act (the "Act").

**ARTICLE I
ORGANIZATION****1.1 Name:**

The Corporation shall be known as Ralph Carey Memorial Foundation, Inc.

1.2 Offices:

The principal offices of the Corporation shall be located in the State of Florida at such place or places as the Board of Directors may from time to time, designate. The initial principal office and mailing address of the Corporation shall be located in care of Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., Museum Tower, 150 West Flagler Street, Suite 2200, Miami, Florida, 33130.

**ARTICLE II
PURPOSE**

The Corporation is a non-for-profit corporation organized to provide support to public high school debate and speaking programs at Miami Beach Senior High School and other public schools in Miami-Dade County. The Corporation is organized and shall operate exclusively for educational, cultural and charitable purposes and in furtherance of that goal shall conduct or support the following activities:

Workshops, seminars, tournaments and competitions, and other activities that further the education of public school students in the art of speech and debate.

The Corporation shall be limited in all events to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter, the "Code", which term shall include the corresponding section of any future federal tax code). The Corporation may engage only in activities that are permitted under the laws of the State of Florida and the United States of America and that constitute activities in furtherance of such exempt purposes.

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ARTICLE III
TAX EXEMPT STATUS

The Corporation is a not-for-profit corporation organized to provide a broad source of community support.

It is the express purpose of these Articles of Incorporation to limit the authority, powers and purposes of the Corporation and to require the Corporation to conform to the limitations set forth in the Code with reference to organizations which are organized and operated exclusively for charitable, cultural and educational purposes within the purview of the Code, and nothing herein shall be construed to grant to the Corporation any powers or purposes not contemplated and authorized under the Code.

No substantial part of the assets or the net earnings of the Corporation shall inure to the benefit of, nor be distributed to, any officer or director of the Corporation, or to any other private person, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered to the Corporation shall not be deemed to be a distribution of earnings or assets.

The Corporation shall be entitled to make distributions to another not-for-profit entity which is qualified as an exempt organization under Section 501(c)(3) of the Code.

No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, including publishing or distributing statements, any political campaign on behalf of any candidate for public office.

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed as provided by law to one or more not-for-profit organizations (as determined by the Corporation), as described in the Code. Any such assets not so disposed of shall be disposed by the Circuit Court of Miami-Dade County, Florida, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code; the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code; the Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code; and the Corporation will not make any taxable expenditures as defined in section 4945 of the Code.

ARTICLE IV
NO MEMBERSHIP AND CORPORATE EXISTENCE

The Corporation shall not have any members. Any action or vote required or permitted by the Act or any other law, rule or regulation shall be by action or vote by the Board of Directors. The Corporation shall have perpetual existence.

ARTICLE V
BYLAWS

The initial Bylaws of the Corporation shall be adopted by the first Board of Directors of the Corporation. Thereafter, the power to amend, alter or repeal any part or all of the Bylaws of the Corporation shall be exclusively vested in the Board of Directors of the Corporation.

ARTICLE VI
BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of three (3) persons. Subsequent Directors shall be elected by the Board of Directors. Following are names and addresses of the persons who will serve as the members of the initial Board of Directors of the Corporation for a term of one (1) year and until their successors are duly elected:

Jimmy L. Morales
150 West Flagler Street
Museum Tower, Suite 2200
Miami, Florida 33130

Bruce A. Menin
Crescent Heights, Attn: Maggie Bethencourt
2200 Biscayne Blvd.
Miami, Florida 33173

Russell Rywell
2231 Prairie Avenue
Miami Beach, Florida 33139

6.1. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

6.2 The Chairman of the Board of Directors of this Corporation shall be elected by majority vote of the Board of Directors of this Corporation immediately after the resignation or expiration of the term of office of any prior Chairman.

ARTICLE VII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each person who acts as a director or officer of the Corporation shall be indemnified as provided in the Bylaws of the Corporation.

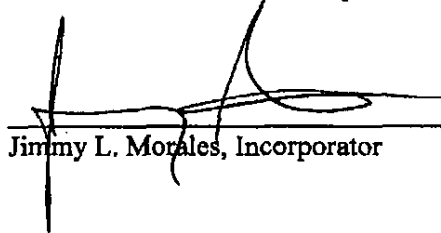
ARTICLE VIII
REGISTERED OFFICE AND AGENT

The mailing address of the initial registered office of the Corporation is in care of Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., Museum Tower, 150 West Flagler Street, Suite 2200, Miami, Florida, 33130. The name of the initial registered agent at this office is Jimmy L. Morales. The Board of Directors of the Corporation may from time to time designate such other person as its registered agent or such other address and place for the registered office of the Corporation as it may deem appropriate.

ARTICLE IX
INITIAL INCORPORATOR

The Initial Incorporator of the Corporation who is executing these Articles of Incorporation is Jimmy L. Morales, whose address is c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., Museum Tower, 150 West Flagler Street, Suite 2200, Miami, Florida, 33130.

The undersigned Incorporator has executed these Articles of Incorporation as of August 12, 2011.

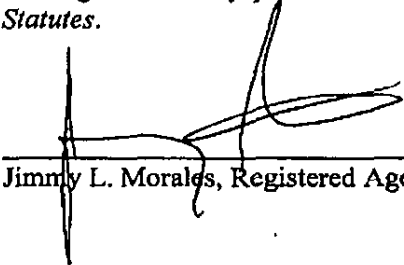

Jimmy L. Morales, Incorporator

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 617, *Florida Statutes*.


Jimmy L. Morales, Registered AgentDated: August 10, 2011

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