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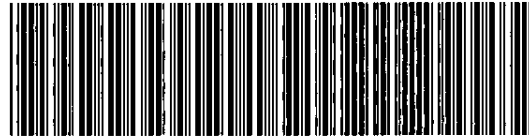
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TALLAHASSEE, FLORIDA

12/02/11

LAW OFFICES
GARY R. SASLAW, P.A.
20801 BISCAYNE BOULEVARD
SUITE 304
AVENTURA, FLORIDA 33180-1422

GARY R. SASLAW
OF COUNSEL
WILLIAM J. SEGAL

(305) 682-0200
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November 28, 2011

VIA FEDERAL EXPRESS
TRACKING NUMBER 7954 4729 9455

Division of Corporations
Clifton Building
2661 Executive Center Circle West
Tallahassee, Florida 32301

Re: Big Brothers Big Sisters of Miami Foundation, Inc.

Gentlemen:

Please find enclosed an executed original and one copy of the Articles of Incorporation of Big Brothers Big Sisters of Miami Foundation, Inc. I have also enclosed a check in the amount of \$78.75 to cover the following:

Filing Articles of Incorporation	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy Fee	<u>8.75</u>
TOTAL	\$78.75

Please return a certified copy of the Articles of Incorporation in the envelope provided for your convenience. If you should have any questions, please feel free to contact me.

Sincerely yours,

GARY R. SASLAW, P.A.

Gary Saslaw

Enclosures

Copy to: Ms. Lydia Muniz

ARTICLES OF INCORPORATION

OF

BIG BROTHERS BIG SISTERS OF MIAMI FOUNDATION, INC.

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

ARTICLE 1

NAME

The name of this corporation shall be **BIG BROTHERS BIG SISTERS OF MIAMI FOUNDATION, INC.** (the "**Corporation**"). The principal office of the Corporation shall be located at 701 S.W. 27th Avenue, Suite 800, Miami, Florida 33135, but the Corporation may maintain offices, and transact business, in such other places within or without the State of Florida, as may from time to time be determined by the Board of Directors.

ARTICLE 2

EXISTENCE

The Corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE 3

PURPOSES AND POWERS

3.1 The purpose of the Corporation is set forth in the Corporation's Articles of Incorporation and Bylaws, and such purpose shall include but not be limited to receiving, administering and distributing funds and property for religious, scientific, educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), its regulations, or the corresponding provision of any applicable future United States Internal Revenue laws or regulations.

3.2 To carry out this purpose, the Corporation shall raise funds and administer such funds for the benefit of the work of Big Brothers Big Sisters of Greater Miami, Inc., a Florida not for profit corporation. The Board of Directors shall determine the amount of funds or property to be used on behalf of or donated to Big Brothers Big Sisters of Greater Miami, Inc., and any conditions which may be attached to each donation.

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3.3 The Corporation may also engage in such charitable programs of its own, consistent with its general purpose as set forth in Article 3.2, as the majority of the Board of Directors may determine. The Board of Directors shall determine the amount of funds or property to be allocated to each such program, and any conditions which may be attached to each such allocation, if any.

3.4 The Corporation shall have all of the corporate powers enumerated in Chapter 617 of the Florida Statutes, as the same may be amended from time to time.

ARTICLE 4

MEMBERS

The Member of the Corporation shall be Big Brothers Big Sisters of Greater Miami, Inc., a Florida not for profit corporation, and such other persons as may become members, from time to time, as provided in the Bylaws. Each Member shall have the powers set forth in these Articles of Incorporation and as set forth in the Bylaws.

ARTICLE 5

DIRECTORS

5.1 The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than five persons.

5.2 The manner of admission of the Directors and their respective terms shall be as set forth in the Corporation's Bylaws.

ARTICLE 6

OFFICERS

6.1 The affairs and property of the Corporation shall be managed and governed by its Officers which shall include a Chair, Chair-Elect, Treasurer, and Secretary and such other officers as may be appointed and determined by the Board of Directors.

6.2 The manner of admission of the Officers and their respective terms shall be as set forth in the Corporation's Bylaws.

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ARTICLE 7

DISSOLUTION

Upon the dissolution of the Corporation or upon the Corporation winding up its affairs, the assets of the Corporation shall be distributed exclusively to such charitable, religious, scientific, testing for public safety, literary or educational organizations, consistent with the Corporation's purposes as set forth in Article 3 which then qualify under the provisions of Code Section 501(c)(3) of the Code, as the Board of Directors shall determine.

ARTICLE 8

INCORPORATORS

The names and addresses of the incorporators are set forth below:

<u>Name</u>	<u>Address</u>
Joy Spillis Lundeen	c/o Sterns Weaver Miller Weissler Alhadaf & Sitterson 150 W. Flagler Street, Suite 2200 Miami, Florida 33130
Brett Beveridge	c/o Symbits/TRO 75 Valencia Avenue, Suite 800 Miami, Florida 33134
Frank Weber	c/o Royal Caribbean International 1050 Caribbean Way Miami, Florida 33132
Sergio R. Fernandez	c/o ADP Total Source 10200 Sunset Drive Miami, Florida 33173
Gary R. Saslaw	c/o Gary R. Saslaw, P.A. 20801 Biscayne Blvd., Suite 304 Aventura, Florida 33180-1422
Lydia Muniz	c/o Big Brothers Big Sisters of Greater Miami, Inc. 701 S.W. 27th Avenue, Suite 800 Miami, Florida 33135-3000

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ARTICLE 9

REGISTERED AGENT AND REGISTERED OFFICE

The initial registered office shall be located 20801 Biscayne Blvd., Suite 304, Aventura, Florida 33180-1422 and the name of the initial registered agent at such address is Gary R. Saslaw who shall serve as registered agent until his successor has been appointed and qualifies.

ARTICLE 10

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the first Board of Directors. The Bylaws may thereafter be altered, amended or rescinded in accordance with the then existing Bylaws.

ARTICLE 11

AMENDMENTS TO ARTICLES

11.1 These Articles of Incorporation may be altered, amended or rescinded (in either case, an "**Amendment**"), at any time, and from time to time, at a duly called meeting of the Members upon the affirmative vote of a two-third of all of the Members.

11.2 As an alternative procedure to that set forth in Article 11.1, the proposed Amendment may be adopted if all of the Members eligible to vote sign a written statement manifesting their agreement to adopt the Amendment.

ARTICLE 12

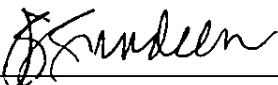
INDEMNIFICATION

12.1 The Corporation shall indemnify, or advance expense to, to the fullest extent authorized or permitted by the Florida Not For Profit Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation; and further provided that, in all cases, such person acted in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation.

12.2 The foregoing is subject to and shall not limit any rights granted to the Corporation by the Florida Not For Profit Corporation Act.

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IN WITNESS WHEREOF, the undersigned have hereunto set our hands and seals as of the date set forth below.




Joy Spillis Lundeen, Incorporator and Director

Dated: 9/19, 2011



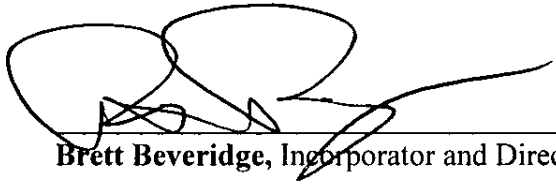
Frank Weber, Incorporator and Director

Dated: 11-9, 2011



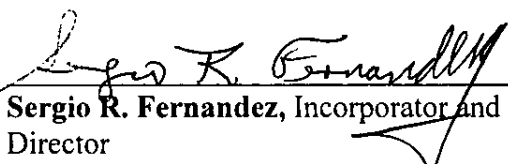
Gary R. Saslaw, Incorporator and Director

Dated: 9/19, 2011



Brett Beveridge, Incorporator and Director

Dated: 9/19, 2011



Sergio R. Fernandez, Incorporator and Director

Dated: 9/19, 2011




Lydia Muniz, Incorporator

Dated: 9/19, 2011

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Dated: 9/19, 2011



Gary R. Saslaw, Registered Agent

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