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March 1, 2012

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

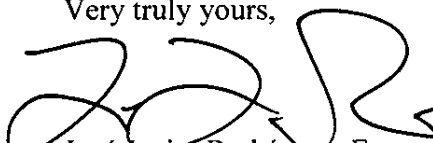
**Re: Proposed Not for Profit Corporation Miami Children's Initiative Foundation, Inc.**

To Whom It May Concern:

Enclosed for filing please find the original Articles of Incorporation for Miami Children's Initiative Foundation, Inc.. In addition please find two (2) copies of the Articles as well as a check in the amount of \$87.50 which covers the filing fee as well as the cost of a certified copy and certificate to be provided to the incorporator and registered agent of the corporation.

If you should have any questions, please contact the undersigned. Thank you.

Very truly yours,



José Javier Rodríguez, Esq.

Encl.

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**ARTICLES OF INCORPORATION**

**MIAMI CHILDREN'S INITIATIVE FOUNDATION, INC.**  
A Not for Profit Corporation Organized  
Under Chapter 617, Florida Statutes

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The undersigned, acting as incorporator of a non profit corporation under Chapter 617 of the Florida Statutes does hereby adopt the following Articles of Incorporation:

**ARTICLE I – NAME**

The name of the Corporation shall be MIAMI CHILDREN'S INITIATIVE FOUNDATION, INC. (hereinafter the "Corporation").

**ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office as well as the mailing address of the Corporation is 5400 NW 22nd Ave, 4<sup>th</sup> floor, Miami, Florida 33142.

**ARTICLE III – PURPOSES**

The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") (or corresponding provision of any future United States Internal Revenue Law) in order to support the tax exempt activities of the Miami Children's Initiative, Inc., a tax exempt 501(c)(3) not for profit corporation created by the Florida Legislature, and shall include, without limitation, the following:

(a) The Corporation shall organize, sponsor, produce, promote and/or participate in educational opportunities, clinics, expositions, social service programs and other similar programs and projects for the youth, children and families of the South Florida communities and to raise and receive funds from sponsors and the general public and to use such funds to provide such benefits;

(b) To participate in and sponsor any activity designed and implemented to educate and promote the youth, children and families of the South Florida communities served by the Corporation;

(c) To accept, hold, administer, invest and disburse for the purposes set forth above such funds or property as may from time to time be given to it by any person, persons, or corporations, or earned by it in its activities; and

(d) To carry on such other activities in furtherance and support of the foregoing purposes as are lawful and proper for corporations formed under Section 501 (c)(3) of the Code.

#### **ARTICLE IV – DURATION AND MEMBERSHIP**

The period of duration of this corporation is perpetual. There shall be no members of the Corporation.

#### **ARTICLE V - DIRECTORS**

The method of election of the members of the Corporation's Board of Directors shall be as provided in the Corporation's Bylaws but at no time shall number less than three (3).

#### **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator is Irene Taylor-Wooten, 5400 NW 22nd Ave, 4<sup>th</sup> floor, Miami, Florida 33142.

#### **ARTICLE VII - REGISTERED AGENT**

The name and address of the registered agent is Reginald J. Clyne, 814 Ponce De Leon Blvd., Suite 210, Coral Gables, FL 33134.

#### **VIII – DISSOLUTION**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to an organization or organizations with similar purposes and aims. Each such organization shall be the type described in Section 501 (c)(3) of the Code or the successor or successors to that statute, and shall have similar tax exempt status under federal law and under the laws of the state in which it is operating.

#### **ARTICLE IX – LIMITATIONS**

Notwithstanding any powers granted to the Corporation by its Articles, Bylaws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the

Corporation's charitable purposes as herein defined), and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall consist of attempting to influence legislation except to the extent permitted by the Code and directly related to the Corporation's charitable purposes, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3) of the Code or by an organization, contributions to which are deductible under Sections 170(c)(2), 2522(a)(2) or 2055(a)(2) of the Code.

(d) In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the Code the Corporation: (i) 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 Code; (ii) will not engage in any act of self-dealing as defined in section 4941(d) of the Code; (iii) will not retain any excess business holdings as defined in section 4943(c) of the Code; (iv) will not make any investments in a manner as to subject it to tax under section 4944 of the Code; and (v) will not make any taxable expenditures as defined in section 4945(d) of the Code.

#### ARTICLE X - INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that such person is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by such person (or by heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

#### EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 21<sup>st</sup> day of February, 2012.

Irene Taylor-Wooten  
Irene Taylor-Wooten

REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT

Having been named as registered agent to accept service of process for MIAMI CHILDREN'S INITIATIVE FOUNDATION, INC., a Florida not for profit corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Reginald J. Clyne  
Reginald J. Clyne

Date: 2/21/12

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