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1/11

**LAWRENCE BIELER**

ATTORNEY AT LAW

ONE BISCAYNE TOWER SUITE 3700  
TWO SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131

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April 2, 2012

New Corporate Filings Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: MIAMI PALMETTO SENIOR HIGH SCHOOL ALUMNI ASSOCIATION  
Articles of Incorporation - Not for Profit Corporation

Dear New Filings Section:

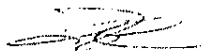
Enclosed please find the following:

1. Original Not for Profit Articles of Incorporation.
2. Check payable to Department of State in the amount of \$78.75.

Please process the incorporation of this entity and return to me a certified copy. Should you have any questions, please feel free to contact me.

Thank you for your assistance.

Very truly yours,



Lawrence Bieler

LB/mtf  
Enclosures  
Secty of State Letter.wpd



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 12, 2012

LAWRENCE BIELER, ATTORNEY AT LAW  
ONE BISCAYNE TOWER SUITE 3700  
TWO SOUTH BISCAYNE BOULEVARD  
MIAMI, FL 33131

SUBJECT: MIAMI PALMETTO SENIOR HIGH SCHOOL ALUMNI  
ASSOCIATION  
Ref. Number: W12000020511

We have received your document for MIAMI PALMETTO SENIOR HIGH SCHOOL ALUMNI ASSOCIATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 512A00011661

**ARTICLES OF INCORPORATION**  
**OF**  
**MIAMI PALMETTO SENIOR HIGH SCHOOL**  
**ALUMNI ASSOCIATION, INC.**

a Florida Not-for-Profit Corporation

The undersigned acting as incorporators of a corporation under Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

**ARTICLE I**  
**Name of Corporation**

The name of this corporation is MIAMI PALMETTO SENIOR HIGH SCHOOL ALUMNI ASSOCIATION, INC.

**ARTICLE II**  
**Corporate Existence**

This corporation shall have perpetual existence.

**ARTICLE III**  
**Principal Office**

The street address and the mailing address of the initial principal office of this corporation is:

5901 Moss Ranch Road  
Pinecrest, Florida 33156

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12 APR 23 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE IV**

##### **Purpose**

This corporation is organized for purposes of advancing the interests of Miami Palmetto Senior High School and its students and faculty, promoting fellowship amongst its alumni, students, faculty, their families and the community, developing and assisting in fundraising activities to provide financial support to the school and its students for educational purposes through academic programs and extracurricular activities.

The purposes for which this corporation is organized are not for pecuniary profit and are exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

#### **ARTICLE V**

##### **Initial Directors and Manner of Election of Directors**

The method of election of Directors shall be stated in the Bylaws.

#### **ARTICLE VI**

##### **Registered Office and Registered Agent**

The address of the initial registered office of the corporation and the name of the initial registered agent of the corporation for accepting service of process pursuant to applicable Florida Statutes, is:

Cindy Lerner  
5901 Moss Ranch Road  
Pinecrest, Florida 33156

**ARTICLE VII**  
**Incorporators**

The names and addresses of the incorporators are as follows:

Cindy Lerner  
5901 Moss Ranch Road  
Pinecrest, Florida 33156

Susan Admire Harris  
8220 SW 180<sup>th</sup> Street  
Palmetto Bay, Florida 33157

Tom Evans  
7270 Miller Drive  
Miami, Florida 33155

**ARTICLE VIII**  
**Limitation**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

A. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its members, trustees, directors or officers, other private persons; provided, however, 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 hereof to the extent permitted by law.

B. Notwithstanding any other provisions in these Articles, the corporation shall not carry on any activities not permitted to be carried on by: (a) an organization exempt from federal income tax under the Internal Revenue Code Section 501(c)(3), or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Internal Revenue Code Section 170(c)(2), or corresponding section of any future federal tax code.

C. No part of the activities of the corporation shall consist of 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 any candidate for public office.

**ARTICLE IX**  
**Dissolution**

In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine.

A. A non-profit organization or organization which may have been created to succeed the corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from Federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

B. A non-profit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from Federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

**ARTICLE X**  
**Non-Liability and Indemnification**

Except as may be otherwise provided by law, no officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever. The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

**ARTICLE XI**  
**Nondiscrimination**

No person shall be denied membership, association with, participation in the programs of, or other involvement with the business and services of the corporation on the basis of race, creed, national origin, age, sex, handicap or religion. This principle shall be reflected in the Bylaws, and in the policies and programs subsequently enacted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 1<sup>st</sup> day of ~~January~~<sup>March</sup>, 2012.

Cindy Lerner  
Cindy Lerner, Incorporator

Susan Admire Harris  
Susan Admire Harris, Incorporator

Tom Evans  
Tom Evans, Incorporator

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SOUTHERN REGIONAL  
CLERK OF COURT  
JANUARY 2012

**REGISTERED AGENT ACKNOWLEDGMENT**

Having been named as Registered Agent for the above named corporation, at the Registered Office designated in this certificate, I hereby acknowledge that I am familiar with and accept the appointment and obligations of that position and agree to comply with all legal requirements relative thereto.

Cindy Lerner  
Cindy Lerner, Registered Agent  
5901 Moss Ranch Road  
Pinecrest, Florida 33156

March 1, 2012  
Date