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FLORIDA PROFIT/NON PROFIT CORPORATION

Miami-Dade Taxpayers Alliance, Inc.

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**ARTICLES OF INCORPORATION OF
Miami-Dade Taxpayers Alliance, Inc.**

(a corporation not-for-profit)

1. Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the undersigned hereby submits these Articles of Incorporation to be filed with the Department of State.

2. The name of the corporation is Miami-Dade Taxpayers Alliance, Inc. (the "Corporation").

3. These Articles of Incorporation (these "Articles") were duly approved and adopted by the incorporator of the Corporation.

4. These Articles shall be as follows:

ARTICLE I

Name of Corporation

The name of the Corporation shall be Miami-Dade Taxpayers Alliance, Inc.

ARTICLE II

Purposes for Which Organized

The object of incorporation shall be to form a not-for-profit, educational, scientific research organization, the purposes of which shall be as follows:

1. To establish a non-partisan center for research activities focusing upon the organization, and the fiscal and management policies of Miami-Dade County government and other political sub-divisions, local and municipal governments located in Miami-Dade County, Florida;

2. To analyze government budgets, proposed and current, and proposals for providing such governments with funds to carry out public projects and defray the cost of government;

3. To act as an instrument of public information and education as to matters involving the structure, staffing, management and financing of government; and

4. To promote greater effectiveness, efficiency and accountability in the management and use of public resources by the government, through increasing public understanding of, and interest in, the economics of government.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal

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Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

Notwithstanding anything herein appearing to the contrary, no part of the assets or the net earnings of the Corporation shall inure to the benefit of any member, Director, director, officer or other private individual; no substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise; and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

ARTICLE III Corporate Powers

The Corporation shall have and exercise all powers accorded corporations not-for-profit under the laws of the State of Florida.

ARTICLE IV Term of Existence

The Corporation shall have perpetual existence.

ARTICLE V Membership

Membership in the Corporation shall be open to any citizen, taxpayer, firm, corporation, trusts, organization, association, philanthropic or charitable foundation interested in the objectives of the Corporation, and who, upon application for membership, shall be approved by the Board of Directors of the Corporation (the "Board") or such other method as may be authorized by it to receive and consider such applications.

Membership may also be conditioned upon the payment of such single, periodic or special contributions to the Corporation as the Board shall provide in the Bylaws. The Board may also establish *honorary memberships* in the Corporation, which memberships shall not entitle the holders thereof to vote at meetings of the membership.

At any meeting of the voting members of the Corporation which was duly noticed to each voting member at such address as shall appear in the records of the Corporation, the voting members present at such meeting shall constitute a quorum, a majority of which is required to elect Board Members as members of the Board and transact such other business as may properly come before such meeting.

ARTICLE VI Board of Directors

The corporate powers of the Corporation shall be vested in the Board, which shall consist of not less than four (4) and not more than fifty (50) members, as shall be provided in the Bylaws of the Corporation (the "Bylaws").

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Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these articles, the Board shall have all the rights, powers and privileges prescribed by law for directors of profit corporations.

Members of the Board shall be elected to office by the membership of the Corporation, in elections held at the Annual Meeting of the membership. The term of office of members of the Board shall not exceed three (3) years. Any person may be elected to succeed himself or herself as a member of the Board.

Within the standards and limitations prescribed herein, the qualifications and terms of office, manner of nomination and election of members of the Board, and the time, place and manner of calling meetings, giving notice of and conducting the meetings of the Board, and the number of Directors which shall constitute a quorum at the meetings of the Board shall be as prescribed in the Bylaws. Only members of the Corporation (or, in the case of a member which is an artificial person, a person designated by such member to represent it in the membership of the Corporation) may qualify for membership on the Board.

The Board, by a majority vote of those Board Members present at the Annual Meeting of the Board, shall elect a Chair of the Board. The Chair of the Board shall serve for a one (1) year term and shall have such duties as are set forth in the Bylaws, and as the Board shall establish by resolution duly adopted. The Chair of the Board may succeed himself or herself to office for a period not to exceed three consecutive years.

With the consent of a majority of the Board Members, the Chair of the Board shall select, from the members of the Board, an executive committee consisting of not less than four (4) nor more than sixteen (16), in addition to the Chair, members, which, to the extent authorized by the Bylaws, shall exercise the full powers of the Board in the management of the business of the Corporation during periods of its adjournment.

The Board shall appoint an individual to serve as President and Chief Executive Officer of the Corporation, and the Executive Committee shall prescribe the manner of appointment, term of office, duties and compensation of the President. The President shall be a member of the Board and Executive Committee and shall attend the meetings of both bodies.

The initial Board shall consist of the following individuals, who shall serve until the first annual meeting of the Corporation, which shall be held on the second Thursday of May, 2012:

Michael Burnstine (Chair)
Steven Gretenstein (Vice Chair)
Nadine Johnson
Gloria Roses
Roger Carlton

The Board, by majority vote at any duly constituted meeting, shall fill such vacancies as may occur on the Board, and may remove members of the Board in accordance with the Bylaws of the Corporation. The Board, by majority vote of those present at any duly

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constituted meeting, may appoint advisory committees for such purposes as the Board shall deem necessary.

ARTICLE VII Officers

The Corporation shall have a President, appointed by the Board. There shall also be a Chair, Vice Chair, Treasurer and a Secretary, who shall be elected at each annual meeting of the Board. In addition, there may be such additional vice chairs and assistant officerships as the Board shall prescribe in the Bylaws.

Each of the following named individuals shall serve in the office set opposite his or her name below, until the first annual meeting of the Board, which shall be held on the second Thursday of May, 2012:

Michael Burnstine	Chair
Steven Gretenstein	Vice Chair
Nadine Johnson	President & CEO
Gloria Roses	Secretary
Roger Carlton	Treasurer

The duties, qualifications, manner of election, and terms of office of all officers of the Corporation shall be as prescribed in the Bylaws of the Corporation.

ARTICLE VIII Incorporators

The name and residence address of the incorporator of the Corporation, who has approved the Articles of Incorporation, as stated herein, are as follows:

Michael Burnstine
3601 Southwest 160th Avenue
Suite 200
Miramar, Florida 33027

ARTICLE IX Indemnification

(1) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of, the Corporation or any director) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any

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criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(2) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for [negligence or] misconduct in the performance of his or her duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a trustee, director, officer, employee or agent of the Corporation (or another corporation, where applicable) has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in section (1) or section (2), or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(4) Any indemnification under section (1) or section (2), unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the trustee, director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in section (1) or section (2). Such determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(5) Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth in section (4) that the trustee, director, officer, employee or agent met the applicable standard of conduct set forth in section (1) or section (2) and upon receipt of an undertaking by or on behalf of the trustee, director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

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(6) The Board shall be authorized to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity as a director, officer, employee or agent of the Corporation and as to action in another capacity while holding such office.

(7) Indemnification as provided in this Article shall continue as to a person who has ceased to be a director, director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

(8) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this section.

ARTICLE X

Initial Principal Office, Registered Office and Agent

(1) The initial principal office and mailing address of the Corporation shall be located at:

Michael Burnstine
3601 Southwest 160th Avenue
Suite 200
Miramar, Florida 33027

(2) The initial registered office of the Corporation shall be located at:

3601 Southwest 160th Avenue
Suite 200
Miramar, Florida 33027

and the initial registered agent of the Corporation, upon whom process may be served at such address, shall be Michael Burnstine.

ARTICLE XI

Amendments

These Articles of Incorporation may be amended by a concurrence of a majority of those present at any regular or special meeting of the Board, provided a quorum is present, and provided also, in the case of a special meeting, that said meeting shall have been called for the purpose of such amendment.

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ARTICLE XII
Bylaws

Bylaws of the Corporation shall be made, adopted, altered or rescinded by concurrence of a majority of those present at any regular or special meeting of the Board, provided a quorum is present, and provided also, in the case of a special meeting, that said meeting shall have been called for the purpose of such amendment.

ARTICLE XIII
Dissolution

Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, director or officer of the Corporation, or other individual.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, Florida Statutes.

ML BB
Incorporator

4/26/12
Date

Having been named as registered agent to accept service of process for the above stated 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.

ML BB
Registered Agent

4/26/12
Date

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