

July 9, 2012

Attention: Florida Department of State, Division of Corporations,
Corporate Filings

Ancient Spanish Monastery Foundation, Inc. - Transmittal sheet

Enclosed please find the articles of incorporation for the non-profit entity
referenced above.

The effective date of this corporation is upon receipt by your office.

Please send –

- Two certified copies of the articles of incorporation
- Two certificates of status

Enclosed is our check payable to "Division of Corporations" in the amount
of \$105 –

Corporate filing fee	\$ 35.00
Registered agent fee	35.00
2 certified copies @ \$8.75	17.50
2 certificates of status	<u>17.50</u>
 Total enclosed	 \$ 105.00

Please deliver the documents to our principal office at 16711 West Dixie
Highway, North Miami Beach, Florida 33160.

Dr. Janie Greenleaf, Incorporator

**Articles of Incorporation of the
Ancient Spanish Monastery Foundation, Incorporated**

Article I. The name of this corporation shall be The Ancient Spanish Monastery Foundation, Incorporated.

Article II. The principal office shall be located at 16711 West Dixie Highway, North Miami Beach, Florida 33160.

Article III. Purpose –

- (a) The purpose of this foundation shall be the preservation, maintenance and support of those historical buildings and objects known as the “Ancient Spanish Monastery” and the immediately adjacent grounds. Originally built in Sacramenia, Spain in the early twelfth century it is now located at 16711 West Dixie Highway, North Miami Beach, Florida.**
- (b) This foundation is dedicated and restricted to the above historical purpose. Other charitable or religious activities, while acknowledged to be admirable, are beyond the scope of this foundation and are prohibited.**

Article IV. Directors may be recommended by current directors and appointed to the Board of Directors by the president. There shall be a minimum of three and no more than five directors. After the initial terms have expired the term of appointment shall be for two years.

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Article V. The initial directors and their terms are as follows:

President - Dr. Janie Greenleaf, 3440 Northeast 192 Street, Suite A2M, Aventura, Florida 33180. Term three years.

Vice president – Wendell James, 18820 Northwest 29 Place, Miami Gardens, Florida 33058. Term Two Years

Treasurer – Rubyann Bradshaw, 432 Northwest 111 Terrace, Miami Shores, Florida 33023. Term One Year

Secretary – Dr. Yolanda Bacon-Green, 2990 Wentworth, Weston, Florida 33332. Term One Year.

Director – June Hemmings, 1374 NE 176 Street, North Miami Beach, Florida 33162. Term One Year

Article VI. The registered agent shall be Dr. Gregory Mansfield, 16711 West Dixie Highway, North Miami Beach, Florida 33160.

Article VII. Incorporator – the incorporator of this corporation is Dr. Janie Greenleaf, 3440 Northeast 192 Street, Suite A2M, Aventura, Florida 33180.

Article VIII. This corporation shall have perpetual existence. In the event of its dissolution any assets that remain after payment of the foundation's debts and the costs of dissolution shall be donated to another 501(c)(3) organization dedicated the preservation of historical structures or the State of Florida or United States government.

Article IX. No Religious Affiliation -

- (a) This foundation is dedicated to historical preservation of the structures referred to in Article III and has no religious affiliation whatsoever.**

- (b) Participation is welcomed from well-intentioned persons of all races, creeds or colors, subject only to requirements made of all persons as promulgated by the foundation from time to time.**

- (c) No payments will be made to support religious activity of any kind. Payments for repairs, maintenance, improvements and preservation of the historical structure will be made directly to the vendors, tradesmen and providers of services**

Article X. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 III hereof.

Article XI. No substantial part of the activities of the corporation shall be 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XII. Conflict of Interest policy – the foundation adopts the sample conflict of interest policy published in the instructions to Form 1023 Appendix A incorporated herein by reference to and attachment to these articles of incorporation.

Article XIII. Records of all foundation business will be kept by the secretary and treasurer.

- (a) The secretary will be keep minutes of all directors' meetings at which foundation business is conducted. The minutes will include a record of how each director voted on all motions including compensation issues.**
- (b) The treasurer will keep all necessary and appropriate financial records to comply with federal and state filing requirements and good governance.**
- (c) Annual federal and state reports will be available to the public upon request.**

Article XIV. Compensation

- (a) Directors shall not be compensated.**
- (b) An executive director or manager may be appointed and receive reasonable compensation for their duties but will not vote or be a member of the board of directors.**
- (c) Compensation of employees, vendors and contractors will be determined by the board using good governance and sound business practices. Public advertising and soliciting bids from multiple sources shall be required except where the amount of the expenditure is so small as to make this process impractical.**
- (d) Records of information used concerning bids and other compensation issues will be maintained.**

Article XV. Amendment to these articles can only be made by a majority of the directors.

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

X Gregory Mansfield July 10, 2012
Gregory Mansfield, Registered Agent

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 §817.155, F.S.

X Janie G. Greenleaf July 10, 2012
Janie G. Greenleaf, Incorporator

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Ancient Spanish Monastery Conflict of Interest Policy (attachment to articles of incorporation)

Paragraph I - Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Paragraph II - Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Paragraph III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Paragraph III - Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Paragraph IV - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Paragraph V - Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Paragraph VI - Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Paragraph VII - Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Paragraph VIII - Use of Outside Experts

When conducting the periodic reviews as provided for in Paragraph VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.