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FLORIDA PROFIT/NON PROFIT CORPORATION  
Think Big Miami Project, Inc.

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**ARTICLES OF INCORPORATION  
OF  
THINK BIG MIAMI PROJECT, INC.**

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The undersigned incorporator, for the purpose of forming a corporation not for profit, hereby adopts the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes:

**ARTICLE I.  
NAME AND ADDRESS**

Section 1.1 **Name.** The name of the corporation is: Think Big Miami Project, Inc.

Section 1.2 **Principal Office and Mailing Address of the Corporation.** The mailing address and the initial principal office of the corporation are: 1221 Brickell Ave, Suite 900, Miami, Florida 33131.

**ARTICLE II.  
PURPOSE**

Section 2.1 **Purpose.** The Corporation is organized as a not-for-profit corporation. The Corporation is organized and shall be operated exclusively for the purposes of promoting the social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future federal tax code) (hereinafter the "Code"). The Corporation's purpose is the promotion of the general welfare and common good; engaging in activities relating to the education, engagement and advancement of the community of Miami, Florida; and investing in, receiving, holding, using and disposing of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

**ARTICLE III.  
LIMITATIONS ON CORPORATE POWER**

Section 3.1 **Limitations on Corporate Power.** The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

A. No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the

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corporation shall be authorized and empowered to pay reasonable compensation for services and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(4) of the Code.

#### **ARTICLE IV. BOARD OF DIRECTORS**

Section 4.1 **Corporate Affairs.** The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this corporation.

Section 4.2 **Election.** Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 4.3 **Number.** This corporation shall have three (3) Directors, initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

Section 4.4 **Names and Addresses of Initial Directors.** The names and addresses of the persons who are to serve as the initial Directors of the corporation until the election or appointment of successors are as follows:

*Michael Gerrity: 1221 Brickell Avenue, Suite 900, Miami, FL 33131*

*David Pearson: 1450 Madruga Avenue, Suite 405, Coral Gables, FL 33146*

*Seth Gordon: 3400 SW 27 Avenue, Suite 1004, Miami, FL 33133*

#### **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 **Name and Address.** The corporation designates 1221 Brickell Avenue, Suite 900, Miami, Florida 33131 as the street address of the initial registered office of the corporation and names Michael Gerrity as the corporation's initial registered agent at that address to accept service of process within the state.

#### **ARTICLE VI. DISSOLUTION AND LIQUIDATION**

Section 6.1 **Dissolution and Liquidation.** The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution

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of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(A) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore;


(B) Remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code, exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

#### ARTICLE VII. INCORPORATOR

Section 7.1 **Name and Address.** The name and address of the incorporator or the corporation are as follows:

Erika Lorenz Alba  
One Independent Drive, Suite 1300  
Jacksonville, Florida 32202

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 26<sup>th</sup> day of February, 2013.

  
Name: Erika Lorenz Alba, Esq.  
Incorporator

*This document was drafted by and should be returned to Erika Lorenz Alba, Foley & Lardner, LLP, One Independent Drive, Suite 1300, Jacksonville, Florida, 32202. Telephone number: 904-359-2000*

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for THINK BIG MIAMI PROJECT INC. at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of a registered agent.

By:  *as an Individual*  
Michael Gerrity, Registered Agent

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