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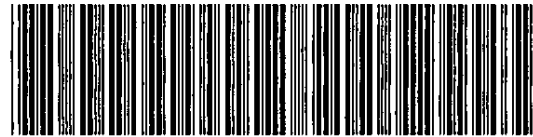
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TALLAHASSEE, FLORIDA

W13-50842

MD 9/26



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 13, 2013

BARBARA RUIZ-GONZALEZ
C/O AKERMAN SENTERFITT
100 SE THIRD AVENUE, #2500
MIAMI, FL 33131

SUBJECT: THE SOUTH DADE COMMUNITY FOUNDATION, INC.
Ref. Number: W13000050842

We have received your document for THE SOUTH DADE COMMUNITY FOUNDATION, INC. and your check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Remove the acronym (SDCF) wherever it appears in your document.

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.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 313A00021591

Articles of Incorporation
of
THE SOUTH DADE COMMUNITY FOUNDATION, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME and PRINCIPAL ADDRESS

The name of this corporation shall be: The South Dade Community Foundation, Inc. The principal address of this corporation shall be: c/o Barbara Ruiz-Gonzalez, Akerman Senterfitt, 100 SE Third Avenue, 25th Floor, Miami, FL 33131.

ARTICLE II

ENABLING LAW

This corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not for profit.

ARTICLE III

PURPOSE

The purposes for which this Corporation are organized are exclusively charitable, cultural, scientific and educational, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended and the Regulations promulgated thereunder, being

principally to solicit funding from among myriad public and private sources to help support needed public projects in the target area of south Miami-Dade County, Florida, and to establish one or more permanent dedicated funding sources (such as an endowment fund), with earnings being used in similar fashion to support target-area projects focusing on education, social services, economic development, historic preservation, protection of natural resources, cultural programs and the Arts, and general improvement in the quality of life among residents – particularly among disadvantaged populations, there being presently numerous needs in these areas for which financial support has been historically limited for various reasons, including the absence of coordination and skills in making use of public and private resources available to the region – a not-uncommon concern in depressed, minority, and/or low-income neighborhoods.

The overall intent is to enhance public welfare in South Miami-Dade County, Florida, by assuring that a number of key public needs are addressed in a region which has a significant number of agricultural seasonal workers, is vulnerable to storm and flooding, is characterized by a depressed economy, has a high proportion of minorities, represents several languages, and otherwise poses a number of challenges to its residents. SOUTH DADE COMMUNITY FOUNDATION, INC. intends to help channel available public and private assistance funding to the target area for purposes and projects of the type cited above in order to mitigate important public problems and concerns and generally improve quality of life for residents.

In order to meet these objectives, the activities of the Corporation shall include, but

not be limited to: the establishment of a permanent endowment fund; the solicitation of grant and other support to help pay for project priorities; assistance with management and administration of project management; coordinating activities with other community groups and agencies, as appropriate, and with local governments; helping publicize the capabilities and services of SOUTH DADE COMMUNITY FOUNDATION, INC. throughout the target area and beyond; sponsoring exchange visits of speakers and representatives of education, economic development, environmental, social service, and other institutions, government agencies, and so forth, involved in quality of life improvement and responsibilities; the assembly of statistical data, planning, and so forth; the offering and sponsoring of education programs, seminars, lectures, films, and other forums for education and exchange of ideas on addressing area problems and concerns; and the undertaking and/or sponsoring of studies and/or research on these issues, and other similar functions for the benefit of the South Miami-Dade community, students, teachers, and researchers from education institutions, and the general public.

Toward these ends, the Corporation shall be empowered to:

1. Take and hold, by bequest, gift, grant, purchase, lease, or otherwise, any property, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value;
2. To contract for the operation or management of any facility owned or under

its control, and programs conducted therein;

3. To contract for the operation of concessions on or in the facility or, at the Board of Directors' discretion, operate such concessions as they deem desirable (e.g., shops, bookstores, or etc.);
4. To advertise and promote within or without the State as to the facility and activities of the Corporation;
5. To sell, convey, or otherwise dispose of, any such property, and to invest, reinvest, or deal with, the principal thereof, or the income therefrom, in such manner as, in the judgment of the Corporation's Board of Directors, will best promote the purposes of the Corporation, and without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any other law applicable thereto;
6. To receive income from various sources, including fees, entrance charges, rent, grants, contracts, loans, and/or any other appropriate source determined to be necessary to carry out the purposes of the Corporation, and to determine the best use of those receipts through preparation of

annual budgets, approved by the Board of Directors with the advice and guidance of a Certified Public Accountant and other professionals as warranted, except that no dividends, or part of any income, shall inure, or be paid to any Board member, Director, or other person affiliated with the Corporation, for their service as officials of the Corporation, excepting only salaries for hired staff and professional assistance, from the receipts of the Corporation;

7. To have and exercise any and all powers conferred upon corporations, both for profit and not for profit, under the statutes of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above;
8. Other provisions of these Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be undertaken by: a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or b) a corporation to which contributions are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue law;

9. To the extent permitted by law, to exercise its rights, powers, and privileges by holding meetings of its members and the Board of Directors, and by having one or more offices, by employing personnel, and by establishing branches, subdivisions, and agencies, in any part of the world;
10. Alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation, provided, however, that the Corporation may not exercise any power, either expressed or implied, in such a manner as would disqualify the Corporation from exemption from income tax under Section 501 (c)(3) of the Internal Revenue Code;
11. Notwithstanding the powers and purposes enumerated elsewhere in these Articles, the Corporation shall be restricted as follows: no part of the net earnings of the Corporation shall inure to the benefit of any Board member, other member, officer, or other associate or representative of the Corporation, for their service as officers and representatives of the Corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in

effecting one or more of its purposes), and no Board member, other member, officer, or private individual, shall be entitled to share the distribution of the Corporation's assets upon dissolution of the Corporation.

ARTICLE IV

TERM

The period of the duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE V

INCORPORATORS

The name and residence of the subscribers to these Articles of Incorporation are:

Thomas Schramm, 14840 SW 144 Terrace, Miami, Florida 33196, and

John L. Adams, 8335 Southwest 130 Street, Pinecrest, Fl. 33156

ARTICLE VI

QUALIFICATIONS OF DIRECTORS

The qualification of Directors of the Corporation, the authorized number, and the manner of admission of members to this Corporation, the different classes of membership, if any, the privilege of voting and other rights and privileges of Directors, the liability of members and/or dues or assessments, and the method of collection thereon in the termination and transfer of membership, shall be as set forth in the By-Laws of this Corporation.

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TALLAHASSEE, FLORIDA

ARTICLE VII

MANAGEMENT OF CORPORATE AFFAIRS:

- A. **Board of Directors:** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The number of Directors herein provided for shall be as set forth in the By-Laws of the Corporation, providing, however, that except for the initial Board of Directors to be selected as set forth below, there shall never be fewer than nine members on the Board of Directors.

The individuals selected as the initial Board of Directors shall serve for a period of 90 days subsequent to the date of selection, unless sooner terminated. During that time, a list of permanent members of the Board of Directors shall be prepared, consistent with the By-Laws, and objectives for skill and experience, and shall be submitted to the initial Board for approval.

This list shall identify proposed terms, consistent with the provision for staggering in the By-Laws, the qualifications of each member, and other relevant information. Subsequent to approval of the initial Board of Directors of the Corporation, the names so submitted shall become the first permanent official Board of Directors of the Corporation, serving terms of one, two, and three years as identified.

B. Employment of Staff: the Board of Directors may retain staff for the purpose of conducting day-to-day management and supervision of Corporation affairs, consistent with policies and directions set by the Board, and with the qualifications and provisions outlined in the By-Laws.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office in the State of Florida:

Barbara Ruiz-Gonzalez
Akerman Senterfitt
100 SE Third Avenue, #2500
Miami, FL 33131

ARTICLE IX

BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or appealed in whole, or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding on all members of this Corporation.

ARTICLE X

AMENDMENTS OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by Director and presented to a quorum of the Board of Directors for their vote; amendments may be

adopted by a vote of a majority of members of the Board of Directors of the Corporation and submitted to the Florida Division of Corporations.

ARTICLE XI

DISSOLUTION

In the event of dissolution of this Corporation, the residual assets of the Corporation will be distributed to one or more organizations of the type described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986, and corresponding provisions of any subsequent federal tax laws, or to the federal, state, or local government, for exclusive public purposes and use.

ARTICLE XII

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 principal shall be reflected in the By-Laws, and in the policies and programs subsequently enacted by the Board.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, for the purpose of forming this Corporation, not-for-profit, under

laws of the State of Florida, this 5 day of September, 2013.

Thomas J. Schramm

John L. Adams

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

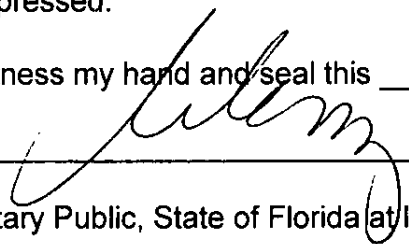
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida

County of Miami-Dade

Before me, the undersigned Barbara Ruiz-Gonzalez, personally appeared Thomas J. Schramm, and John L. Adams, who, being first duly sworn, acknowledged to me that they are the persons described as the Incorporators of, and the ones who executed, the foregoing Articles of Incorporation, and that they executed the same for the purposes therein expressed.

Witness my hand and seal this 5 day of September, 2013.



Notary Public, State of Florida at large



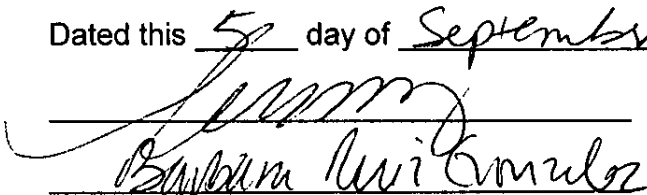
My commission expires:

(NOTARY SEAL)

Having been named to accept service of process for the South Dade Community Foundation

Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act as a Registered Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 5 day of September, 2013



Barbara Ruiz-Gonzalez

Registered Agent

State of Florida

County of Miami-Dade

Before me, the undersigned officer, Omega Ransom-Johnson personally appeared, Barbara Ruiz Gonzalez ^{she} who being first duly sworn, acknowledged to me that ~~he~~ ^{she} is the person described as the Registered Agent in, and the one who executed, the foregoing Articles of Incorporation, and that ~~he~~ ^{she} executed the same for the purposes therein expressed.

Witness my hand and seal this 5th day of September, 2013.

Omega Ransom-Johnson
Notary Public State of Florida

at large. My commission

expires:



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TALLAHASSEE, FLORIDA

(NOTARY SEAL)