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Division of Corporations

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Miami Gardens Arts & Humanities Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
MIAMI GARDENS ARTS & HUMANITIES FOUNDATION, INC.**

The undersigned, acting as the Incorporator of MIAMI GARDENS ARTS & HUMANITIES FOUNDATION, INC. under Chapter 617 of the Florida Statutes, submits the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be MIAMI GARDENS ARTS & HUMANITIES FOUNDATION, INC. (the "Corporation").

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be:

c/o The Miami Foundation
200 South Biscayne Boulevard
Suite 505
Miami, FL 33131

ARTICLE III. DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV. PURPOSE

A. The Corporation is organized as a not for profit corporation for the purpose of supporting the development and other activities of a public museum of Miami Gardens in Miami-Dade County, Florida, which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or any corresponding section of any future federal tax code. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes.

B. As a means and incidental to accomplishing the purpose for which this corporation is being operated, it shall have such powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by laws.

C. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

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However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

D. No part of the activities of this corporation shall consist of carrying on propoganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

E. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one of more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

ARTICLE V. ELECTION OF DIRECTORS/OFFICERS

The Directors of the Corporation shall be elected in the manner set forth in the Bylaws of the Corporation. The names and addresses of the initial Directors of the Corporation are:

Marilyn J. Holifield
475 Biltmore Way, Suite 104A
Coral Gables, FL 33134

Sheldon Anderson
c/o Northern Trust
700 Brickell Avenue
Miami, FL 33131*

Hans Ottinot
17524 N.W. 61st Court
Miami, Florida 33015

ARTICLE VI. LIMITATIONS ON CORPORATE POWER

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, except that 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 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.

*Effective December 2013 - bank will relocate to be 600 Brickell Avenue, Miami, FL 33131.

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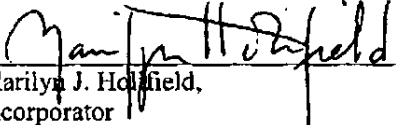
ARTICLE VII. INCORPORATOR

The name and address of the Incorporator are Marilyn J. Holifield, 475 Biltmore Way, Suite 104A, Coral Gables, FL 33134.

ARTICLE VIII. REGISTERED AGENT

The street address of the initial registered office of the Corporation is Corporate Creations Network Inc. The name of the initial registered agent of the Corporation at that address, who is authorized to receive service of process is 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of this 10th day of October, 2013.


Marilyn J. Holifield,
Incorporator

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

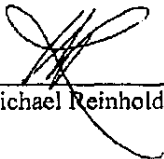
That MIAMI GARDENS ARTS & HUMANITIES FOUNDATION, INC. desiring to organize under the laws of the State of Florida, has named Corporate Creations Network Inc. as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced Corporation at is 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 10th day of October, 2013.

Corporate Creations Network Inc.

By: 
Michael Reinhold, Vice-President

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