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Patrick Fitzgerald & Associates, P.A. 305-443-6111

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
Miami-Dade County Fair Scholarship Foundation, Inc.

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**ARTICLES OF INCORPORATION OF  
MIAMI-DADE COUNTY FAIR SCHOLARSHIP FOUNDATION, INC.,  
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is Miami-Dade County Fair Scholarship Foundation, Inc., a Florida not for profit corporation, (hereinafter called the "Corporation") whose principal office is located at 10901 S.W. 24 Street, Miami, Florida 33165-2398.

**ARTICLE II  
PURPOSE**

(a) The general purpose of the Corporation shall be to provide scholarships and other programs to benefit the Miami-Dade County community with emphasis on youth.

(b) The purposes for which this Corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

(c) Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

(d) The Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE III  
QUALIFICATIONS FOR MEMBERS AND THE  
MANNER OF THEIR ADMISSION**

The Members shall be the Directors of the Miami-Dade County Fair & Exposition, Inc., a Florida not for profit corporation.

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**ARTICLE IV  
ADDRESS OF REGISTERED OFFICE AND  
NAME OF REGISTERED AGENT**

The street address of the registered office of the Corporation is 10901 S.W. 24<sup>th</sup> Street, Miami, Florida 33165-2398. The initial registered agent of the Corporation is Robert Hohenstein.

**ARTICLE V  
BOARD OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors. The Members of the Corporation will be the Directors. The election and term of office of the Directors shall be set forth in the Bylaws.

**ARTICLE VI  
NAME AND ADDRESS OF EACH INCORPORATOR**

The name and address of the Incorporator is Robert Hohenstein, located 10901 S.W. 24<sup>th</sup> Street, Miami, Florida 33165-2398.

**ARTICLE VII  
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE VIII  
COMMENCEMENT OF EXISTENCE**

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

**ARTICLE IX  
OFFICERS**

The Corporation shall have a Chairman of the Board, a Chairman-Elect, a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers.

The names and positions of the persons who will serve as the officers until the next election are as follows:

Eduardo F. Cora	Chairman of the Board
Roger Cuevas	Chairman - Elect
Robert Hohenstein	President
Marguerite Morris	Secretary
Nelson Bellido	Treasurer

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### **ARTICLE X POWERS**

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida. Without limiting the generality of the powers specified above, the specific powers of the Corporation shall be:

(a) To acquire through donation, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the fulfillment of the charitable, scientific, community and educational purposes of the Corporation and other affiliated organizations;

(b) To make charitable contributions to any approved 501(c) (3) organizations;

(c) To manage and operate any of its assets or the assets of others in recognition and attainment of the foregoing objectives; and

(f) To utilize its income in furtherance of the foregoing objectives.

### **ARTICLE XI LIMITATIONS ON ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise; upon a not-for-profit corporate member described in Section 501(c)(3) of the Code. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Code, or by an organization, contributions to which, are deductible under Section 170(c)(2) of the code.

### **ARTICLE XII DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of

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the assets of the Corporation, within their sole discretion, to an organization exempt of taxation under Section 501(c) (3) of the Internal Revenue Code, if still exempt at the time of such disposition, or if not still exempt, then to such organization or organizations organized and operated exclusively for charitable, education, community or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c) (3) of the internal Revenue Code, as the Members of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

**ARTICLE XIII  
AMENDMENT OF THE ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended, altered, modified or revoked only upon the vote of the majority of the Directors.

IN WITNESS WHEREOF, I, the Incorporator, have subscribed my name this 3rd day of December, 2014.

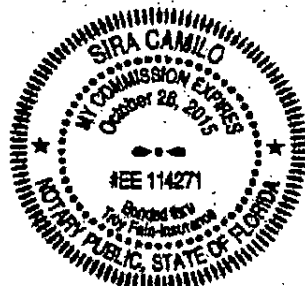
Miami-Dade County Fair Scholarship Foundation, Inc.

By:

Robert Hohenstein  
Robert Hohenstein, Incorporator

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 3rd day of December, 2014, by Robert Hohenstein, as Incorporator of Miami-Dade County Fair Scholarship Foundation, Inc., a Florida not for profit corporation, on behalf of the corporation. (check one)  
☒ He is personally known to me or [ ] He has produced \_\_\_\_\_, as identification.



Sira Camilo  
NOTARY PUBLIC-STATE OF FLORIDA  
At Large

Print, type or stamp Commissioned Name of Notary Public:

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process of Miami-Dade County Fair Scholarship Foundation, Inc., a Florida not for profit corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.



Robert Hohenstein  
Registered Agent

STATE OF FLORIDA  
HALL COUNTY, FLORIDA

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