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**FLORIDA PROFIT/NON PROFIT CORPORATION  
FRIENDS OF MIAMI SHENANDOAH, INC.**

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November 3, 2014

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SUBJECT: FRIENDS OF MIAMI SHENANDOAH, INC.  
REF: W14000066596

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refile this document until the quality has been improved.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

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ARTICLES OF INCORPORATION  
OF  
FRIENDS OF MIAMI SHENANDOAH, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

ARTICLE 1  
NAME

The name of the Corporation is: FRIENDS OF MIAMI SHENANDOAH, INC. The principal office and mailing address of the corporation is:

1538 SW 11<sup>TH</sup> TERRACE, MIAMI, FL 33135

ARTICLE 2  
NOT FOR PROFIT

(A) The Corporation is a non-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

(B) Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, 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 purposes.

ARTICLE 3  
DURATION

The duration (term) of the Corporation is perpetual.

#### ARTICLE 4 PURPOSES

The Corporation is exclusively organized, and shall be operated exclusively for the following charitable purposes:

- A. Raise money for:
  - Scholarship and advancement programs for local students
  - Beautification and clean up efforts that target litter, graffiti and the unsightly or defaced areas in our neighborhoods and the public right of way
  - Preservation, planning and protection efforts for abandoned, unsafe, distressed and/or historic properties
- B. To provide education to the general public regarding same; and
- C. To do such things as are incidental to the purposes of the Corporation or necessary or desirable to accomplish them; and
- D. 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 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

#### ARTICLE 6 INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is  
\_1538 SW 11<sup>th</sup> Ter, Miami, FL 33135\_\_\_\_\_ and the name of its Registered Agent at that address  
is \_Jed Royer\_\_\_\_\_.

**ARTICLE 7  
INITIAL BOARD OF TRUSTEES**

The management of the Corporation shall be vested in the Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Member(s) shall elect the Trustees annually. The name and address of each initial Trustee of the Corporation is as follows:

Jed Royer  
1538 SW 11<sup>th</sup> Ter  
Miami, FL 33135

Ifrah Mashav  
1101 SW 20<sup>th</sup> Ave  
Miami, FL 33135

Megan McLaughlin  
1829 SW 11<sup>th</sup> Ter  
Miami, FL 33135

Lazaro Priegues  
1923 SW 13<sup>th</sup> St  
Miami, FL 33145

**ARTICLE 8  
OFFICERS**

The Officers of the Corporation shall consist of a President, Secretary, and Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees). The name and address of each initial Officer of the Corporation is as follows:

Jed Royer	1538 SW 11 <sup>th</sup> Ter, Miami, FL 33135	President
Megan McLaughlin	1829 SW 11 <sup>th</sup> Ter, Miami, FL 33135	Secretary
Ifrah Mashav	1101 SW 20 <sup>th</sup> Ave, Miami, FL 33135	Treasurer

**ARTICLE 9  
INCORPORATOR**

The name and address of the Incorporator is as follows:

Jed Royer	1538 SW 11 <sup>th</sup> Ter, Miami, FL 33135
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**ARTICLE 10  
BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

**ARTICLE 11  
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

**ARTICLE 12  
INDEMNIFICATION**

The Corporation shall indemnify each Member, Officer and Trustee, including former Members, Officers and Trustees, to the full extent permitted by the laws of the State of Florida.


**ARTICLE 13  
COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of acknowledgement of these Articles of Incorporation.

**ARTICLE 14  
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 21<sup>st</sup> day of October, 2014.

  
\_\_\_\_\_  
**JED ROYER**  
Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of Friends of Miami Shenandoah, Inc. which is contained in the foregoing Articles of Incorporation.

Dated this 21<sup>st</sup> day of October, 2014.

  
\_\_\_\_\_  
**JED ROYER**