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FLORIDA PROFIT/NON PROFIT CORPORATION

Miami-Dade Urban Debate League, Lnc.

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**ARTICLES OF INCORPORATION
OF**

**MIAMI-DADE URBAN DEBATE LEAGUE, INC.,
a Florida Not For Profit Corporation**

The undersigned hereby submits these Articles of Incorporation ("*Articles of Incorporation*") for filing with the Florida Department of State to form a Not for Profit Corporation in accordance with the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "*Act*").

**ARTICLE I
Name**

The name of the Corporation is **Miami-Dade Urban Debate League, Inc.** (the "*Corporation*")

**ARTICLE II
Purposes**

The Corporation is organized to and shall (a) operate exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, supplemented, restated or replaced, from time to time, including the corresponding provisions of any subsequent federal tax law (collectively, the "*Code*"), (b) engage in activities relating to the aforementioned purposes, and (c) invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation (a) exempt from Federal income tax under Section 501(c)(3) of the Code or (b) contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

**ARTICLE III
Powers**

The Corporation shall have all powers conferred by the Act.

**ARTICLE IV
Members**

The Corporation shall not have members.

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ARTICLE V Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors (the "**Board of Directors**"), subject only to applicable law, the limitations contained in these Articles of Incorporation and the bylaws of the Corporation ("**ByLaws**"). The number and manner of election or appointment of the members of the Board of Directors (the "**Directors**") and their terms of office shall be as provided in the Bylaws, but the number of Directors shall be not less than three (3). The initial Directors of the Corporation shall be:

Clifford A. Schulman
c/o Weiss Serota Helfman Cole
& Bierman, P.C.
2525 Ponce de Leon Blvd.,
Suite 700
Coral Gables, FL 33134

Bobbie L. King Jr.
c/o NextEra Energy Resources,
LLC
4200 West Flagler, LAW/SCS
Miami, FL 33134

Arnaldo Perez
c/o Carnival Corporation & plc
3655 NW 87th Ave.
Miami, FL 33178-2428

Nalisa Saati
c/o Avatar Real Estate Services
2665 S. Bayshore Dr.
Coconut Grove, FL 33133

Jacqueline Becerra
c/o Greenberg Traurig, P.A.
333 SE 2nd Avenue, Suite 4400
Miami, FL 33131

Stuart Singer
c/o Boies, Schiller &
Flexner LLP
401 East Olas Blvd., Suite 1200
Ft. Lauderdale, FL 333013

David Steinberg
P.O. Box 248127
Coral Gables, FL 33124

ARTICLE VI Charitable Limitations

Notwithstanding any powers granted to the Corporation by these Articles of Incorporation, the Corporation's ByLaws, or the laws of the State of Florida, the following limitations shall apply:

(1) The Corporation is organized exclusively for charitable, religious, educational and scientific purposes.

(2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of its permitted purposes. 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 of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation (i) exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) contributions to which are deductible under Section 170(c)(2) of the Code.

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(3) In the event of a dissolution of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to any one or more organizations which are exempt under Section 501(c)(3) of the Code, or to a governmental unit referred to in Section 170(c)(1) of the Code, exclusively for public purposes.

ARTICLE VII
Miscellaneous

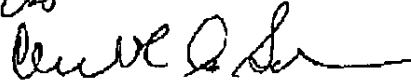
(1) The street address of the Corporation's initial principal office and mailing address is c/o Weiss Serota Helfman Cole & Bierman, PLC, Attn. Clifford A. Schulman, 2525 Ponce de Leon Blvd., Suite 700, Coral Gables, FL 33134.

(2) The address of the Corporation's initial registered office is c/o Weiss Serota Helfman Cole & Bierman, PLC, Attn. Clifford A. Schulman, 2525 Ponce de Leon Blvd., Suite 700, Coral Gables, FL 33134 and the name of the Corporation's initial registered agent upon whom process may be served at that office is Clifford A. Schulman.

(3) The name and address of the incorporator is Clifford A. Schulman, c/o Weiss Serota Helfman Cole & Bierman, PLC, 2525 Ponce de Leon Blvd., Suite 700, Coral Gables, FL 33134.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Incorporation on August 1, 2015.

Sept. 1st



Clifford A. Schulman, Incorporator

Registered Agent Acknowledgement

Having been named as registered agent to accept service of process for Miami-Dade Urban Debate League, Inc. at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Clifford A. Schulman, Registered Agent

Date:

August 1, 2015

Sept. 1st