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CORPORATION SERVICE COMPANY
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ACCOUNT NO. : I20000000195

REFERENCE : 787842 4387224

AUTHORIZATION :

COST LIMIT : \$70.00



ORDER DATE : September 17, 2015

ORDER TIME : 12:57 PM

ORDER NO. : 787842-005

CUSTOMER NO: 4387224

DOMESTIC FILING

NAME: BIG BROTHERS BIG SISTERS OF
MIAMI INSTITUTE, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

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CONTACT PERSON: Courtney Williams - EXT. 62935

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION

OF

BIG BROTHERS BIG SISTERS OF MIAMI INSTITUTE, INC.

We, the undersigned, for the purpose of forming a not for profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE 1

NAME

The name of this corporation shall be **BIG BROTHERS BIG SISTERS OF MIAMI INSTITUTE, INC.** (the "**Corporation**"). The principal office of the Corporation shall be located at 550 N.W. LeJeune Road, Miami, Florida 33126, but the Corporation may maintain offices, and transact business, in such other places within or without the State of Florida, as may from time to time be determined by the Board of Directors.

ARTICLE 2

EXISTENCE

The Corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE 3

PURPOSES AND POWERS

3.1 The purpose of the Corporation is as set forth herein and in the Corporation's Bylaws, and such purpose shall include but not be limited to receiving, administering and distributing funds and property for religious, scientific, educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**"), its regulations, or the corresponding provision of any applicable future United States Internal Revenue laws or regulations.

3.2 To carry out this purpose, the Corporation shall raise funds and administer such funds for the benefit of the work of Big Brothers Big Sisters of Greater Miami, Inc., a Florida not for profit corporation. The Board of Directors shall determine the amount of funds or property to be used on behalf of or donated to Big Brothers Big Sisters of Greater Miami, Inc., and any conditions which may be attached to each donation.

3.3 The Corporation may also engage in such charitable programs of its own, consistent with its general purpose as set forth in Article 3.2, as the majority of the Board of Directors may determine. The Board of Directors shall determine the amount of funds or property to be allocated to each such program, and any conditions which may be attached to each such allocation, if any.

3.4 The Corporation shall have all of the corporate powers enumerated in Chapter 617 of the Florida Statutes, as the same may be amended from time to time.

ARTICLE 4

MEMBERS

The sole Member of the Corporation shall be Big Brothers Big Sisters of Greater Miami, Inc., a Florida not for profit corporation. Members may include such other person or entity as may become a successor Member, from time to time, as provided in the Bylaws. The Member shall have the powers set forth in these Articles of Incorporation and as set forth in the Bylaws.

ARTICLE 5

DIRECTORS

5.1 The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than five persons.

5.2 The manner of admission of the Directors and their respective terms shall be set forth in the Corporation's Bylaws.

ARTICLE 6

OFFICERS

The Officers of the Corporation, as well as the manner of admission of the Officers, their respective terms, and their powers and duties shall be as set forth in the Corporation's Bylaws.

ARTICLE 7

DISSOLUTION

Upon the dissolution of the Corporation or upon the Corporation winding up its affairs, the assets of the Corporation shall be distributed exclusively to Big Brothers Big Sisters of Greater Miami, Inc., or if the foregoing organization is no longer in existence or no longer qualifies under the provisions of Code Section 501(c)(3) or the Code, then to such charitable, religious, scientific, testing for public safety, literary or educational organizations, consistent with the Corporation's

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purposes as set forth in Article 3 which then qualify under the provisions of Code Section 501(c)(3) of the Code, as the Board of Directors shall determine.

ARTICLE 8

INCORPORATORS

The name and address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
Big Brothers Big Sisters of Greater Miami, Inc.	550 N.W. LeJeune Road Miami, Florida 33126 Attention: Lydia Muniz, CEO

ARTICLE 9

REGISTERED AGENT AND REGISTERED OFFICE

The initial registered office shall be located 20801 Biscayne Blvd., Suite 304, Aventura, Florida 33180-1422 and the name of the initial registered agent at such address is Gary R. Saslaw who shall serve as registered agent until his successor has been appointed and qualifies.

ARTICLE 10

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the first Board of Directors. The Bylaws may thereafter be altered, amended or rescinded in accordance with the then existing Bylaws.

ARTICLE 11

AMENDMENTS TO ARTICLES

11.1 These Articles of Incorporation may be altered, amended or rescinded (in either case, an "**Amendment**"), at any time, and from time to time, at a duly called meeting of the Members upon the affirmative vote of two-thirds of all of the Members.

11.2 As an alternative procedure to that set forth in Article 11.1, the proposed Amendment may be adopted if all of the Members eligible to vote sign a written statement manifesting their agreement to adopt the Amendment.

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ARTICLE 12

INDEMNIFICATION

12.1 The Corporation shall indemnify, or advance expense to, to the fullest extent authorized or permitted by the Florida Not For Profit Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation; and further provided that, in all cases, such person acted in good faith and in a manner in which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation.

12.2 The foregoing is subject to and shall not limit any rights granted to the Corporation by the Florida Not For Profit Corporation Act.

IN WITNESS WHEREOF, the undersigned have hereunto set our hands and seals as of the date set forth below.

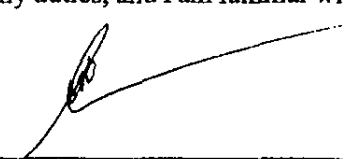
Big Brothers Big Sisters of Greater Miami, Inc.

By:


Lydia Muniz, CEO

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: September 10, 2015


Gary R. Saslaw, Registered Agent

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