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FLORIDA PROFIT/NON PROFIT CORPORATION
MIAMI INTERNATIONAL AFFAIRS FOUNDATION, INC

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**ARTICLES OF INCORPORATION
OF
MIAMI INTERNATIONAL AFFAIRS FOUNDATION, INC.**

The undersigned, for the purpose of forming a not for profit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is: MIAMI INTERNATIONAL AFFAIRS FOUNDATION, INC.

**ARTICLE II
DURATION**

The duration (term) of the Corporation is perpetual, unless dissolved according to law.

**ARTICLE III
PURPOSES**

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

A. The Corporation is organized to promote greater international understanding between the citizens and residents of the City of Miami, Florida and citizens and residents of other cities, states, and countries with whom the City of Miami has established relationships; and to facilitate cultural, educational, artistic, exchanges between citizens and residents of the City of Miami, Florida, and citizens and residents of such other cities, states, and countries, by: (1) promoting visual and performing arts, through exhibits and performances, including music, cinema, theater, and through various media, including radio and television, lectures, exhibits, and presentations, which exhibits and performances will be presented free or at a minimal charge to cover the cost of such events; (2) sponsoring lectures, exhibitions and presentations on the history, culture, and customs of Miami, Florida, and of such other cities, states, and countries; (3) disseminating cultural and educational

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MIAMI INTERNATIONAL AFFAIRS FOUNDATION, INC.
ARTICLES OF INCORPORATION

information to all citizens and residents of the City of Miami, Florida, and to the citizens and residents of such other cities, states, and countries; and (4) encouraging exchanges of faculty, students, and educational administrators between universities and schools located in the City of Miami, Florida, and universities and schools located in such other cities, states, and countries; and such purposes being within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended [the "Code"] including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Revenue Law).

B. The Corporation is also organized to assist the City of Miami Mayor's International Council, with accomplishing its goals of fostering the relationships that it has established with "Sister Cities" and "Friendship Cities" that it has entered into agreements with, and other municipalities located outside of the United States of America, as set forth in the above Paragraph "A".

C. The Corporation is also organized to do any other act or thing necessary, incidental to, or connected with the purposes outlined in the above Paragraphs "A" and "B", such purposes being within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended [the "Code"] including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

D. This Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to or for the benefit of or be

MIAMI INTERNATIONAL AFFAIRS FOUNDATION, INC.
ARTICLES OF INCORPORATION

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 III hereof. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501 (c)(3) of the Code, and the Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of 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 Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

E. This Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

ARTICLE IV
MEMBERS

The Corporation shall have one class of Members, each of who shall have all the rights and privileges of members of the Corporation. The number of Members may be increased or decreased

MIAMI INTERNATIONAL AFFAIRS FOUNDATION, INC.
ARTICLES OF INCORPORATION

from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The qualifications for and other matters relating to Members shall be as set forth in the Bylaws of the Corporation. The name and address of each initial Member is as follows:

ADIB EDEN
9415 S.W. 144th Street
Miami, FL 33176

JULIAN LINARES
1717 N. Bayshore Drive - # 2556
Miami, FL 33132

ANA CRISTINA CARRODEGUAS
987 S.W. 37th Avenue - # 510
Miami, FL 33135

ARTICLE V
BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3), nor more than fifty (50). The Members shall elect the Directors for three-year terms. The Bylaws of the Corporation may provide for *ex officio* Directors and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

ADIB EDEN
9415 S.W. 144th Street
Miami, FL 33176
Telephone: (305) 446-5444
aeden@bellsouth.net

MIAMI INTERNATIONAL AFFAIRS FOUNDATION, INC.
ARTICLES OF INCORPORATION

JULIAN LINARES
1717 N. Bayshore Drive – # 2556
Miami, FL 33132

Telephone: (305) 970-7332
julinares@msn.com

ANA CRISTINA CARRODEGUAS
987 S.W. 37th Avenue – # 510
Miami, FL 33135

Telephone: (305) 778-6505
accregalado@gmail.com

**ARTICLE VI
OFFICERS**

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

<u>Name</u>	<u>Address</u>	<u>Title</u>
ADIB EDEN	9415 S.W. 144 th Street Miami, FL 33176	President
ANA CRISTINA CARRODEGUAS	987 S.W. 37 th Avenue - #510 Miami, FL 33135	Secretary
JULIAN LINARES	1717 N. Bayshore Drive - #2556 Miami, FL 33132	Treasurer

MIAMI INTERNATIONAL AFFAIRS FOUNDATION, INC.
ARTICLES OF INCORPORATION

ARTICLE VII
INITIAL PRINCIPAL OFFICE AND REGISTERED OFFICE

The street address of the initial principal office and registered office of the Corporation is: %
EDELSTEIN LAW FIRM, 1200 Anastasia Avenue - Suite 410, Coral Gables, Florida 33134.

ARTICLE VIII
INITIAL REGISTERED AGENT

The Registered Agent of the Corporation is STEVEN A. EDELSTEIN, Esquire, whose address
is: EDELSTEIN LAW FIRM, 1200 Anastasia Avenue - Suite 410, Coral Gables, Florida 33134.

ARTICLE IX
INCORPORATOR

The name and address of the sole incorporator is STEVEN A. EDELSTEIN, Esquire,
EDELSTEIN LAW FIRM, 1200 Anastasia Avenue - Suite 410, Coral Gables, Florida 33134., U.S.A.

ARTICLE X
BYLAWS

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

ARTICLE XI
AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles
of Incorporation or any amendment to them, and all rights and privileges conferred upon the

MIAMI INTERNATIONAL AFFAIRS FOUNDATION, INC.
ARTICLES OF INCORPORATION

Members, Directors 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 XII
NON-STOCK BASIS

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

ARTICLE XIII
DISSOLUTION

Upon the dissolution of the Corporation's affairs, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute, transfer, convey, deliver and pay over all of the assets of the Corporation then remaining in the hands of the Corporation to any other organization qualifying under Section 501(c)(3) of the Code as an exempt organization, to be used exclusively for the exempt purposes, as described in Article VII hereof. In the event that, for any reason, upon dissolution of the Corporation the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Chief Judge of the Circuit Court of the Eleventh Judicial Circuit in and for Dade County, Florida, U.S.A., or any other Circuit Court Judge so designated by the Chief Judge, shall make such distribution, exclusively upon the application of one or more persons having a real interest in the Corporation or its assets.

MIAMI INTERNATIONAL AFFAIRS FOUNDATION, INC.
ARTICLES OF INCORPORATION

In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 26th
day of October, 2015.


STEVEN A. EDELSTEIN

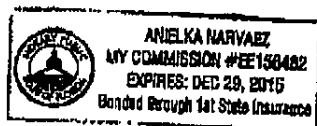
STATE OF FLORIDA :
: SS
COUNTY OF DADE :

Before Me the undersigned authority, personally appeared STEVEN A. EDELSTEIN, Esquire,
to me well known or who has produced _____ as
identification, and who is the person described in and who executed the foregoing instrument, and
severally acknowledged to and before me that He/She executed said instrument for the purposes
therein expressed.

Witness my hand and official seal this 26th day of October, 2015, in the County and
State aforesaid.


NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



MIAMI INTERNATIONAL AFFAIRS FOUNDATION, INC.
ARTICLES OF INCORPORATION

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MIAMI INTERNATIONAL AFFAIRS FOUNDATION, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 26th day of October, 2015.



STEVEN A. EDELSTEIN, Esquire

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