

N16000011142

**Meg Daly**

**Founder**  
Friends of The Underline

1172 South Dixie Highway  
PO Box 559  
Coral Gables, FL 33146

305 439 1199  
meg.daly@theunderline.org  
www.theunderline.org  
@theunderlinemia

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

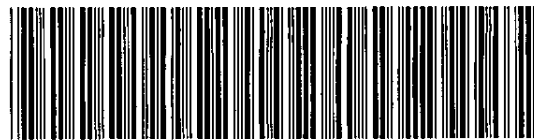
(Business Entity Name)

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TALLAHASSEE FLORIDA

11/22/16

September 30, 2016

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6325  
Tallahassee, FL 32314

To Whom It May Concern,

Attached please find a filing fee of \$70 and the Articles of Incorporation for The Underline Management Organization, Inc., a non-profit organization. We seek to register The Underline Management Organization, Inc., as a new non-profit organization.

This letter is to confirm that the non-profit organization which we submit to be registered through the attached Articles of Incorporation may use the same name of the now-dissolved The Underline Management Organization, Inc.. We do not intend to revoke the dissolution of the first Underline Management Organization, Inc in the future. The first entity was—by scrivener's error—incorporated without the official articles of incorporation that are now attached to this letter. The new registration of The Underline Management Organization, Inc., and the filing of the correct Articles of Incorporation attached hereto seeks to correct that error.

If you have any questions or concerns please contact my associate, Daniel Balmori, at 305-459-6500.

Thank you for your time and consideration.

Sincerely,

  
Carmen Manrara Cartaya, Esq.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 8, 2016

DANIEL BALMORI 2ND ML  
600 BRICKELL AVENUE  
SUITE 2700  
MIAMI, FL 33131

SUBJECT: THE UNDERLINE MANAGEMENT ORGANIZATION, INC.  
Ref. Number: W16000068056

We have received your document for THE UNDERLINE MANAGEMENT ORGANIZATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

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

Cannot accept typed signature Articles were mailed in.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Neysa Culligan  
Regulatory Specialist II

Letter Number: 116A00021289

16 NOV 21 PM 1:42  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

[PUBLIC NOT FOR PROFIT CORPORATION]

ARTICLES OF INCORPORATION  
OF  
THE UNDERLINE MANAGEMENT ORGANIZATION, INC.

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The undersigned, for the purpose of organizing a not-for-profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be THE UNDERLINE MANAGEMENT ORGANIZATION, INC. (hereafter, the "Corporation").

ARTICLE II

PRINCIPAL PLACE OF BUSINESS  
AND MAILING ADDRESS

This Corporation's principal place of business will be located in the State of Florida at such place or places as the Board of Directors may from time to time designate. The mailing address of Corporation will be located at Corporation's principal place of business. On the date hereof, such principal offices are located at 120 SW 8<sup>th</sup> Street, Miami, Florida 33130.

ARTICLE III

PURPOSE

This Corporation is organized and will operate exclusively for educational, cultural and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article XI herein:

A. To receive contributions and make distributions in support of organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and exempt from taxation under Section 501(a) of the Code;

B. Pursuant to a management agreement entered into by Miami-Dade County (the "County") and Corporation, (the "Management Agreement"), to manage and maintain the public space beneath the Miami Metrorail known as "The Underline"—a proposed 10-mile mobility corridor and public recreation space on underutilized land currently owned by the County, on which is located the Miami Metrorail operated by Miami-Dade County Department of

Transportation and Public Works ("DTPW") and the use of the land of which is overseen by DTPW and the Miami-Dade County Parks and Recreation and Open Spaces;

C. To employ and supervise architects, consultants, other professionals, and other persons and entities performing work on or for The Underline;

D. To conduct and support activities and programming for the benefit of The Underline;

E. To contract with vendors, businesses, not-for-profit organizations, individuals and others to provide services and recreational activities at The Underline;

F. To exercise all powers and responsibilities set forth in the Management Agreement with the County; and

G. To exercise all powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law.

#### **ARTICLE IV**

##### **BOARD OF DIRECTORS**

The affairs of the Corporation will be managed by a Board of Directors, all of whom will serve without compensation. The Board of Directors will hold periodic publically-noticed meetings.

##### **4.1 Appointment of Directors**

###### **A. Interim Board**

The Corporation shall consist, first, of an Interim Board of Directors, which shall serve until no later than the issuance of the first County Management Notice to Proceed (NTP) outlined in Section 2.03 of the Management Agreement. Before the issuance of the first NTP, the Interim Board of Directors shall designate a Permanent Board of Directors and determine what term limits they shall have, if any. The Interim Board of Directors of the Corporation shall consist of nine (9) appointed Directors, none of whom may be an elected public official. The number of Directors shall never be less than three (3) individuals. The Interim Board of Directors of the Corporation will be comprised of:

- 1 Director: Designee appointed by the Miami-Dade County Mayor;
- 1 Director: Head of Miami-Dade County Transportation and Public Works;
- 1 Director: Head of Miami-Dade County Parks, Recreation and Open Spaces;
- 1 Director: Designee appointed by the Metro-Dade Metropolitan Planning Organization; and

- 5 Directors: Designees appointed by the Board of Directors of Friends of The Underline, Inc.

The officer of the Corporation is:

Margaret Daly  
Title: President and Chief Executive Officer  
1004 Cotorro Avenue  
Coral Gables, Florida 33146

The Board of Directors, (including the Interim Board of Directors and the Permanent Board of Directors) may act only when a majority of the members of the Board, constituting a quorum, is present, and in accordance with Florida's Government in the Sunshine Law, Chapter 286, Florida Statutes.

#### B. Permanent Board

A permanent Board of Directors (with staggered terms and term limits) shall be designated no later than the issuance of the first County Management Notice to Proceed (NTP) outlined in Section 2.03 of the Management Agreement.

#### 4.2 Qualifications of Directors

The Directors are expected to devote sufficient time, professional knowledge, personal influence, and/or a combination thereof so as to contribute to the success of the Corporation and will be selected by reason of their abilities to do the following:

- A. To apply their judgment and represent the best interests of their community and Miami-Dade County as a whole;
- B. To volunteer their specialized business expertise, advice and guidance to working committees when needed;
- C. To raise or assist in raising private or public contributions for the Corporation and Friends, except in the case of Directors appointed by Miami-Dade County; and
- D. To spearhead and to reinforce all community and public outreach of the Corporation.

#### 4.3 Removal of Directors

Any Director may be removed at any time by the individual or entity which appointed the Director, or, except as otherwise prohibited by the Management Agreement, for cause as specified in the Corporation's bylaws by an affirmative vote of the majority of the Board of Directors present at a meeting of the Board of Directors at which a quorum is present, provided that all directors have been given due notice prior to the meeting.

4.4 **Filling of Vacancies**

Any vacancy in the Board of Directors will be filled by appointment by the individual or entity which appointed that Director. Any Director filling a vacancy will serve only until the unexpired term of the Director he or she replaced.

4.5 **Financial Disclosure**

Directors will comply with the Florida Financial Disclosure law to the extent required by law.

4.6 **Conflicts of Interest**

Any interest held or acquired by any Director which may conflict or be deemed to conflict with the performance or rendering of the services herein must be disclosed to the Board of Directors in writing. The Board of Directors shall then determine whether to grant a waiver to such Director for purpose of voting on the issue or seek for the removal of said Director.

**ARTICLE V**

**COMMITTEES**

The Board of Directors may establish standing or ad hoc committees as deemed appropriate, with such committees exercising such duties, powers and authorities as may be designated by resolution of the Board of Directors. Standing committees shall include an Executive Committee, a Finance Committee, an Audit Committee, and a Nominating and Governance Committee.

**ARTICLE VI**

**INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent for the Corporation is:

[See Certificate below]

\* \* \*

I do hereby accept the foregoing designation as Registered Agent of the Corporation. Further, I am familiar with and accept the duties and obligations of such designation.

Registered Agent Signature: MARGARET DALY

**ARTICLE VII**

**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as incorporator is:

Margaret Daly  
1004 Cotorro Avenue, Coral Gables, FL 33146

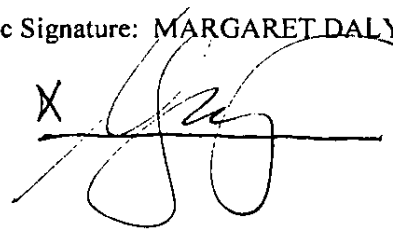
\* \* \*

I do hereby accept the foregoing designation as Incorporator of the Corporation. Further, I am familiar with and accept the duties and obligations of such designation.

Electronic Signature: MARGARET DALY

**ARTICLE VIII**

**AMENDMENT**

X 

Except as provided in the Management Agreement, the Board of Directors of the Corporation shall have the sole right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, except any article relating to the qualifications, classifications, or terms of Directors, or to any article relating to requirements of a quorum of the Board of Directors.

**ARTICLE IX**

**DISSOLUTION**

Upon dissolution, all of Corporation's assets remaining after payment of all costs and expenses of such dissolution will be distributed to Miami-Dade County to be used by the County for any purpose relating to the continued maintenance and operation of The Underline.

**ARTICLE X**

**TERM**

This Corporation shall commence corporate existence upon the date of filing these Articles of Incorporation with the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.



## **ARTICLE XI**

### **RESTRICTIONS AND INTERPRETATION**

#### **11.1 Earnings**

No part of the net earnings of the Corporation shall inure to the benefit of, or be 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.

#### **11.2 Political Activities**

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 any candidate for public office.

#### **11.3 Other Activities Not Permitted**

Notwithstanding any other provision of these Articles of Incorporation, 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### **11.4 Activities Which Might Jeopardize Tax Exempt Status**

It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or hereafter amended. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

## **ARTICLE XII**

### **MISCELLANEOUS PROVISIONS**

#### **12.1 Public Disclosure**

The Corporation will comply with Florida Government in the Sunshine Law, Chapter 286, Florida Statutes to the extent required by law. The Corporation's records will be open to

public inspection in accordance with the Florida Public Records Act, Chapter 119, Florida Statutes to the extent required by law.

#### **12.2 Execution of Corporate Instruments**

Except as otherwise stated herein, the Board of Directors will designate the officers and agents who will have authority to execute any instrument on behalf of Corporation. When the execution of any contract, conveyance or other instrument arises in the ordinary course of Corporation's activities, or has been authorized without specification of the executing officers, any two of the officers may execute the same in the name and behalf of Corporation and may affix the corporate seal thereto. No person holding more than one office will execute, acknowledge or verify an instrument in more than one capacity.

#### **12.3 Deposits and Withdrawals**

All moneys, securities and other valuables of Corporation will be deposited in the name of Corporation in such banks, trust companies, or corporate safe deposit vaults within Miami-Dade County as the Board of Directors from time to time will designate for such purposes. Such capital will only be withdrawn by check or orders signed by the personal signature of such officers or agents as may be designated from time to time by the Board of Directors. At least two signatures will be required on all such checks or orders in excess of the amount as will be specified by the Board of Directors.

#### **12.3 Indemnification of Directors and Officers**

Each person who acts as a Director or Officer of this Corporation will be indemnified by Corporation to the fullest extent permitted by law against any costs and expenses which may be imposed upon or reasonably incurred by her or him in connection with any action, suit or proceeding in which she or he may be named as a party defendant by reason of her or his being or having been such Director or Officer by reason of an action alleged to have been taken or omitted by her or him in either such capacity; provided however, that Corporation will not indemnify any such person against any costs or expenses imposed upon or incurred by her or him in relation to matters as to which she or he will be finally adjudged to be liable to Corporation for negligence, misconduct or any other cause, or for any sum paid by her or him to Corporation in settlement of an action, suit, or proceeding based on her or his alleged dereliction of duty.

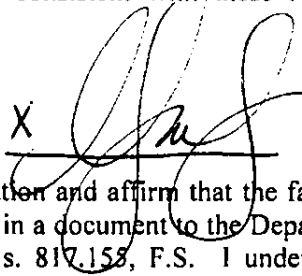
This right of indemnification will inure to each Director or Officer whether or not she or he is such a Director or Officer at the time such costs or expenses are imposed or incurred, and whether or not the claim asserted against her or him is based on matters which antedate the adoption of these Articles of Incorporation; and in the event of her or his death will extend to her or his legal representatives. Each person who will act as Director or Officer will be deemed to be doing so in reliance upon such right of indemnification; and such right will not be exclusive of any other right which she or he may have. It is intended that the scope of this provision will provide indemnification to the fullest extent permitted by the law. Corporation will have power to purchase and maintain insurance to indemnify Corporation and its Directors and Officers to the full extent such insurance is permitted by law.

12.4 **Parliamentary Conduct**

Robert's Rules of Order Revised will govern the proceedings of Corporation, including its Boards and Committees, to the extent applicable and consistent with these Articles of Incorporation and the bylaws of Corporation.

Electronic Signature of Incorporator: MARGARET DALY

X

A handwritten signature in black ink, appearing to read 'Margaret Daly', is written over a horizontal line.

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.153, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

The effective date for this corporation shall be:

September 16, 2016

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 617.0202, 48.091 and 617.0501, Florida Statutes, the following is submitted:

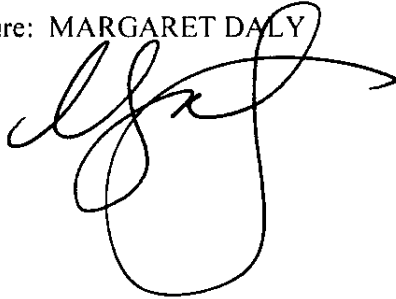
The Underline Management Organization, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Margaret Daly, with an address of 1004 Cotorro Avenue, Coral Gables, Florida 33146 as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Underline Management Organization, Inc. (the "Corporation") at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity; and the undersigned is familiar with and accepts the obligations of Section 617.0503, Florida Statutes, as the same may apply to the Corporation; and the undersigned further agrees to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of its duties as Registered Agent.

Effective Date: September 16, 2016

Electronic Signature: MARGARET DALY

A handwritten signature in black ink, appearing to be 'Margaret Daly', written over a large, stylized loop.

16 NOV 21 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA