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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Underline Management Organization

DOCUMENT NUMBER: N16000011142

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Daniel Balmori

\_\_\_\_\_  
(Name of Contact Person)

Hogan Lovells US LLP

\_\_\_\_\_  
(Firm/ Company)

600 Brickell Avenue, Ste. 2700

\_\_\_\_\_  
(Address)

Miami, FL 33131

\_\_\_\_\_  
(City/ State and Zip Code)

daniel.balmori@hoganlovells.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

\_\_\_\_\_ at \_\_\_\_\_  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

The Underline Management Organization

(Name of Corporation as currently filed with the Florida Dept. of State)

N16000011142

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

\_\_\_\_\_ *The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**  
(Principal office address **MUST BE A STREET ADDRESS**)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**C. Enter new mailing address, if applicable:**  
(Mailing address **MAY BE A POST OFFICE BOX**)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent: \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3 ) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

See attached Articles of Incorporation, as Amended.

See attached Articles of Incorporation, as Amended.

Amended  
**ARTICLES OF INCORPORATION  
OF**

**THE UNDERLINE MANAGEMENT ORGANIZATION, INC.**

---

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 charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions described under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or corresponding section of any future federal tax 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.

MARGARET DALY

## **ARTICLE VIII**

### **AMENDMENT**

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 the dissolution of the organization, assets remaining after payment of all costs and expenses shall be distributed within the meaning the Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to Miami-Dade County to be used by the County for public purpose use relating to the continued maintenance and operation of The Underline. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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 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.

Signature of Incorporator: MARGARET DALY

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. 817.155, 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.

MARGARET DALY

August 26, 2019.

The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

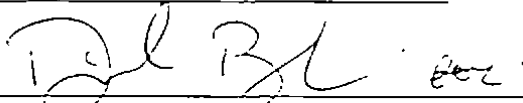
Effective date if applicable: September 10, 2019  
\_\_\_\_\_  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 09/09/2019 \_\_\_\_\_

Signature  \_\_\_\_\_  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Margaret Daly

\_\_\_\_\_  
(Typed or printed name of person signing)

President

\_\_\_\_\_  
(Title of person signing)