

# n1900001935

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
FRIENDS OF GABLES HIGH, INC.**

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**ARTICLES OF INCORPORATION**

**OF**

**Friends of Gables High, Inc.**

**(a Florida Not-For-Profit Corporation)**

**ARTICLE I - NAME**

The name of this corporation is Friends of Gables High, Inc. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 150 West Flagler Street, Suite 2200-DWP, Miami, Florida 33130.

**ARTICLE III - PURPOSE**

This corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit. Among the Corporation's specific purposes is:

(a) To raise money to support educational and enrichment programs, and physical improvements, at Coral Gables Senior High School ("Gables High"), to provide support to Gables High students and student activities organizations, graduates, and teachers through grants and scholarships, and to provide education to the general public as to the societal, cultural and economic benefits provided by Gables High.

(b) To be a voice for Gables High in connection with the Miami-Dade County School Board ("School Board"), the City of Coral Gables ("City"), and the general public, including to collaborate and communicate with the School Board and the City on campus renovation and improvement plans, and the Corporation's support for Gables High.

(c) To carry on any other charitable or educational activity within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law) which is consistent with the provisions of these Articles and which may be lawfully carried on by a corporation organized under the State of Florida Non-Profit Corporation Act.

Furthermore, this corporation may engage only in activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes, the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

#### ARTICLE IV - POWERS

A. The corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.0302 of the Florida Statutes. The corporation's activities are limited by any and all restrictions that are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

B. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

C. No substantial part of the assets or the net earnings of the Corporation shall inure to the benefit of, nor be distributed to, any officer or director of the Corporation, or to any other private person, in such a fashion as to constitute an application of funds not within the purpose of a charitable organizations described in Code Section 501(c)(3). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered to the Corporation shall not be deemed to be a distribution of earnings or assets.

#### ARTICLE V - NO MEMBERS

The Corporation will not have members.

#### ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are as follows:

Darrell Payne  
c/o 150 West Flagler Street, Suite 2200  
Miami, FL 33130

#### ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

The business affairs of the Corporation shall be managed by and all the corporate powers of the Corporation shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of five (5) persons. The Board of Directors shall be appointed as provided in the Bylaws of the Corporation, which the Board of Directors shall adopt. Following are names and addresses of the persons who have been elected to serve as the members of the initial Board of Directors of the Corporation:

June Morris  
c/o 150 West Flagler Street, Suite 2200  
Miami, FL 33130

Darrell Payne  
c/o 150 West Flagler Street, Suite 2200  
Miami, FL 33130

Barbra Harley  
c/o 150 West Flagler Street, Suite 2200  
Miami, FL 33130

Brett Gillis  
c/o 150 West Flagler Street, Suite 2200  
Miami, FL 33130

Jack Lowell  
c/o 150 West Flagler Street, Suite 2200  
Miami, FL 33130

Section 1. The number of directors that constitutes the Board of Directors may be increased or decreased as provided in the Bylaws of the Corporation; provided, however, in no event shall the number of directors be less than five (5).

Section 2. The initial officers of the Corporation will be the Chair, Vice Chair, Secretary, Treasurer and Parliamentarian, who have been elected by the Board of Directors. The Bylaws of the Corporation may provide that the Board of Directors may authorize such other officers as appropriate.

#### **ARTICLE VIII - AMENDMENT**

These Articles of Incorporation may be amended as provided in the Corporation's Bylaws. However, the Articles pertaining to (i) the prohibition on benefits from any assets or proceeds of the Corporation, or (ii) dissolution of the Corporation, shall not be amended in such a way as to allow or cause any Director or Officer of the Corporation to share in any of the Corporation's assets or proceeds.

#### **ARTICLE IX - DISSOLUTION**

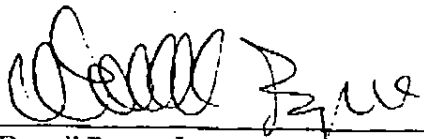
In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed as provided by law to one or more charitable organizations described in Code Section 501(c)(3), as selected by the Board of Directors.

**ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the initial registered office and the initial registered agent of the Corporation are:

Darrell Payne  
c/o 150 West Flagler Street, Suite 2200  
Miami, FL 33130

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 22<sup>nd</sup> day of February, 2018.

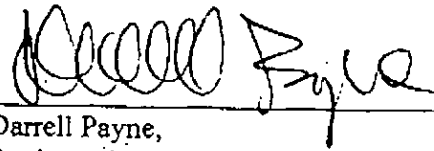
  
\_\_\_\_\_  
Darrell Payne, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT**

That, Friends of Gables High, Inc, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Miami, State of Florida, has named Darrell Payne, 150 West Flagler Street, Suite 2200, Miami, Florida 33130, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

A handwritten signature in black ink, appearing to read "Darrell Payne", is written over a horizontal line.

Darrell Payne,  
Registered Agent