

10/14/2019

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

'Cane Angel Network, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
'CANE ANGEL NETWORK, INC.

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STATE OF FLORIDA

Pursuant to Chapter 617 of the Florida Statutes, the undersigned incorporator does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

I

The name of the corporation is 'Cane Angel Network, Inc. (the "Corporation").

II

The street address, and mailing address, of the Corporation's principal office is 1951 Northwest 7th Avenue, Suite 300, Miami, Florida 33136.

III

The Corporation is a not for profit corporation organized to support the University of Miami, a Florida not for profit corporation, in its mission to further research, development, and innovation by enabling entrepreneurial activities based on research, development, and innovation and facilitating the active exchange of information and ideas concerning the formation, development, mentoring, development, and entrepreneurial activities relating to entities with connections to the University of Miami. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 these Articles of Incorporation. 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 or in opposition to 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IV

The Corporation's board of directors shall consist of three members. Each member of the Corporation's board of directors shall be appointed by the Executive Committee of the Board of Trustees of the University of Miami.

V

The names of the initial members of the Corporation's Board of Directors are (1) Jeffrey L. Duerk, Executive Vice President for Academic Affairs and Provost, University of Miami, 1252 Memorial Drive, Coral Gables, FL 33124; (2) Jacqueline A. Travisano, Executive Vice President for Business and Finance and Chief Operating Officer, University of Miami, 1252 Memorial Drive, Coral Gables, FL 33124; and (3) Norma S. Kenyon, Vice Provost for Innovation, University of Miami, 1951 Northwest 7th Avenue, Suite 300, Miami, FL 33136.

VI

The street address of the registered office of the Corporation is 1320 S. Dixie Highway, Suite 1230, Coral Gables, FL 33146, and the name of its registered agent at such address is Humberto Speziani.

VII

The name and street address of the incorporator is W. H. Johnson III, 112 West Main Street, Durham, NC 27701.

VIII

The Corporation will not have members.

IX

(a) The Board of Directors of the Corporation shall cause the principal and income of the assets owned or managed by the Corporation to be distributed to or otherwise utilized for the benefit or purposes of the University of Miami and affiliated entities at such times, in such amounts and for such specific uses as shall be determined from time to time by the Board of Directors of the Corporation, acting pursuant to the authority delegated to the Corporation by the Executive Committee of the Board of Trustees of the University of Miami.

(b) The Corporation shall, not less often than annually, deliver to the Executive Committee of the Board of Trustees of the University of Miami financial statements for the Corporation for its most recent fiscal year and such other information as the Executive Committee of the Board of Trustees of the University of Miami shall request. The Corporation's board of directors shall confer with the appropriate officers of the University of Miami concerning the support that the Corporation provides to the University of Miami at least annually.

(c) These Articles of Incorporation shall not be amended, modified or restated without the prior written approval of the Executive Committee of the Board of Trustees of the University of Miami.

X

(a) Except as otherwise provided in these Articles of Incorporation or in the Bylaws of the Corporation, the Corporation shall have all of the powers conferred upon not for profit corporations under the Florida Not For Profit Corporation Act.

(b) The Board of Directors of the Corporation is authorized to and shall take any and all other action necessary or appropriate to qualify the Corporation as a "supporting organization" within the meaning of section 509(a)(3) of the Code and the Treasury Regulations promulgated pursuant thereto.

XI

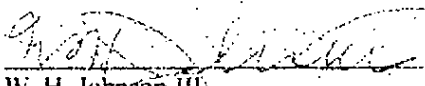
In the event of the dissolution of the Corporation, to the extent allowed under applicable law, all of the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to the University of Miami, Office of the Provost, or, if the University of Miami should then have ceased to exist or to be a qualifying charitable organization (as hereinafter defined), to one or more qualifying charitable organizations which shall be selected by the Board of Directors of the Corporation. For purposes of these Articles of Incorporation, the term "qualifying charitable organization" shall mean a corporation, fund, or foundation which is created in the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, which then qualifies as exempt from taxation under the provisions of Section 501(c)(3) of the Code, is then described in section 170(c)(2) of the Code, and is then other than a private foundation pursuant to Section 509(a) of the Code.

XII

To the greatest extent from time to time permitted by the Florida Not For Profit Corporation Act, no person who is serving or has served as a director of the Corporation shall be personally liable in any action for monetary damages for breach of his or her duty as a director, whether such action is brought by or in the right of the Corporation or otherwise. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a director of the Corporation with respect to any matter which occurred, or any cause of action, suit or claim, which but for this Article would have accrued or arisen, prior to such amendment, repeal or adoption.

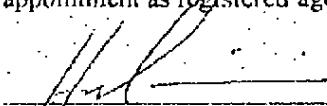
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I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.


W. H. Johnson III
Incorporator

10/11/2019
Date

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Humberto Speziani

10/11/2019
Date