

N200000008328

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

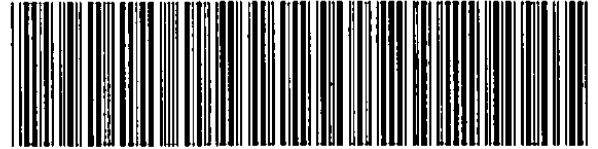
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100347748271

07/20/2010 10:10:10 AM +08.7

2020 JUL 15 PM 3:26  
STATE  
RECEIVED

# COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Miami Fourth Estate, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Amanda L. Barton, Esq.  
Name (Printed or typed)

200 E. Broward Blvd., Ste. 1320  
Address

Fort Lauderdale, FL 33301  
City, State & Zip

(754) 300-7149  
Daytime Telephone number

twinton@key-content.net

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

2020 JUL 15 PM 3:26  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL

**NOTE:** Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
MIAMI FOURTH ESTATE, INC.  
A Florida Not-for-Profit Corporation**

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned adopts the following Articles of Incorporation on behalf of the corporation:

1. The name of the corporation is Miami Fourth Estate, Inc (the "Corporation").
2. The principal address and mailing address of the Corporation is:

14 NE 1<sup>ST</sup> Avenue, Suite 405  
Miami, FL 33132
3. The Corporation is a not-for-profit corporation.
4. The duration of the Corporation is perpetual.
5. The Corporation will not have members.
6. The initial Officers and/or Directors of the Corporation are as follows:

Anthony Winton, *President and Director*  
14 NE 1<sup>ST</sup> Avenue, Suite 405  
Miami, FL 33132

Thom Mozloom, *Vice President and Director*  
14 NE 1<sup>ST</sup> Avenue, Suite 405  
Miami, FL 33132

Matthew Bramson, *Treasurer and Director*  
14 NE 1<sup>ST</sup> Avenue, Suite 405  
Miami, FL 33132

Susan Candiotti, *Director*  
14 NE 1<sup>ST</sup> Avenue, Suite 405  
Miami, FL 33132

Curt Anderson, *Director*  
14 NE 1<sup>ST</sup> Avenue, Suite 405  
Miami, FL 33132

7. The Directors shall be elected or appointed as provided for in the Bylaws of the Corporation.

2020 JUL 15 PM 3:26  
NOTARY PUBLIC  
STATE OF FLORIDA

8. The Corporation is a public benefit corporation.
9. The name and address of the Registered Agent is as follows:

Irene Porter, Esq.  
Hicks, Porter, Ebenfeld, & Stein, P.A.  
799 Brickell Ave., Suite 900  
Miami, FL 33131

10. The name and address of the Incorporator is as follows:

Anthony Winton  
121 Crandon Blvd., Apt. 452  
Key Biscayne, FL 33149

2020 JUL 15 PM 3:26  
FILED  
CLERK OF DISTRICT COURT  
MIAMI, FL

9. It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 (the "Code"), as amended, and an organization described in Section 501(c)(3) of the Code. These Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

10. The Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of 501(c)(3) of the Code, as amended, or the corresponding provisions of any future United States Internal Revenue Code. Specifically, the Corporation is organized for the purpose of gathering and disseminating information in a nonpartisan manner about important public policy issues and matters of importance to residents of Key Biscayne, Miami and surrounding areas, using investigative, explanatory, data-driven and multimedia journalism. The Corporation will fulfill an educational role for the public and for journalists and aspiring journalists through, among other means, internships and collaborative activity with the accredited educational institutions in the South Florida area. It will also engage in community engagement by providing seminar series, symposia, and workshops, both online and by conventional means, on subjects of importance to the community. The Corporation will be dedicated to bringing the community together around locally focused, locally produced, Key Biscayne and Miami-based journalism, research, investigation and writing as a means of educating and informing local residents, exploring the decisions of local governmental officials, business leaders, and others in the Key Biscayne, Miami and surrounding areas.

Primary funding will be provided by grants and donations from private foundations and individuals in amounts sufficient to sustain the basic operations of the Corporation without reliance on other sources. Funding will also be provided through various types of fundraising activities including mail solicitations, email solicitations, personal solicitations, and telephone solicitations.

The Corporation will make available original content for readers and users through its own publications, initially online only, and through distribution to other print, video, audio, and digital news media. It will conduct research, engage in investigations, and acquire and analyze databases that can be shared with the public, public agencies, charities, school, foundations, research nonprofits and other organizations and individuals.

An Editor-in-Chief will oversee the production of the organizations' own original content, with collaboration with public television and public radio stations, private newspaper and broadcast outlets and other journalism nonprofits. Content will be originated by the organization's reporting staff, by student interns, and by freelance journalists, and acquired from others. Fellows from local universities, media organizations, businesses, and community organizations, will be engaged to act as advisors and contributors of content to the Corporation.

In furtherance of its educational role, the Corporation is exploring the possibility of a collaboration with local schools and universities. The Corporation may provide funding and other resources to the program in an amount to be determined to assist in the training of journalists, providing opportunities to journalism students, with a focus on providing opportunities to African American and women journalism students, and providing information and education to residents of the community.

11. The Corporation is empowered to and may exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property, borrow money, seek grants or other forms of aid, and enter into any form of financing arrangement with any lending institution, investor or governmental entity in connection with its activities; provided however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation, as set forth above.

12. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, or a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as amended, or corresponding section of any future federal tax code. 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 on behalf of any candidate for public office.

13. Upon dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after the payment of the debts of the Corporation and the necessary expenses incident to such dissolution, be distributed, at the discretion of the Board of Directors of the Corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, or to the federal government, or to a state or local government,

for a public purpose. Subject to the foregoing in all instances upon dissolution or termination, the assets of the Corporation shall be distributed in accordance with the provisions of Florida law, as they now exist and as they may hereafter be amended or adopted.

14. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or any private individual, 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 paragraph 10 hereof, and no Director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

15. Notwithstanding anything herein to the contrary, at any time during which it is deemed a private foundation, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, as amended, or corresponding section of any future federal tax code; the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, as amended, or corresponding section of any future federal tax code; the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, as amended, or corresponding section of any future federal tax code; the Corporation shall not make any investments in such manner as to subject the corporation to the tax under Section 4944 of the Code, as amended, or corresponding section of any future federal tax code; and the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, as amended, or corresponding section of any future federal tax code.

16. No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of the Director's fiduciary duty as a Director, except for: (i) any breach of the Director's duty of loyalty to the Corporation; (ii) any acts or omissions not in good faith or involving intentional misconduct or a knowing violation of law; or (iii) an unlawful distribution under Chapter 617 of the Florida Statutes.

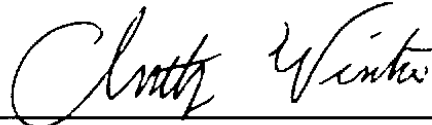
17. (a) With respect to claims or liabilities arising out of or related to service as a Director of the Corporation, the Corporation shall indemnify and advance expenses to each present and future Director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Florida, both as now in effect and as hereafter adopted or amended.
- (b) To the fullest extent allowed by the laws of the State of Florida, both as now in effect and as hereafter adopted or amended, each present and future Director (and his or her estate, heirs and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Corporation.

- (c) With respect to claims or liabilities arising out of or related to service as an officer of the Corporation, the Corporation shall indemnify and advance expenses to each present and future officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Florida, both as now in effect and as hereafter amended or adopted.

18. Delivery of any records or notices of meetings of Directors shall be by electronic transmission, unless a Director gives written notice to the President of the Corporation indicating his preference to receive notice and records by mail and specifying a physical address for delivery.

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, Florida Statutes.

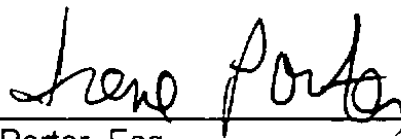
Dated: July 2, 2020.



Anthony Winton  
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation at the place designed in these Articles of Organization, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated: July 2, 2020



Irene Porter, Esq.  
Registered Agent

2020 JUL 15 PM 3:26  
STATE  
SECRETARY  
FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MIAMI FOURTH ESTATE, INC.  
A Florida Not-for-Profit Corporation**

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned adopts the following Articles of Incorporation on behalf of the corporation:

1. The name of the corporation is Miami Fourth Estate, Inc (the "Corporation").

2. The principal address and mailing address of the Corporation is:

14 NE 1<sup>ST</sup> Avenue, Suite 405  
Miami, FL 33132

3. The Corporation is a not-for-profit corporation.

4. The duration of the Corporation is perpetual.

5. The Corporation will not have members.

6. The initial Officers and/or Directors of the Corporation are as follows:

Anthony Winton, *President and Director*  
14 NE 1<sup>ST</sup> Avenue, Suite 405  
Miami, FL 33132

Thom Mozloom, *Vice President and Director*  
14 NE 1<sup>ST</sup> Avenue, Suite 405  
Miami, FL 33132

Matthew Bramson, *Treasurer and Director*  
14 NE 1<sup>ST</sup> Avenue, Suite 405  
Miami, FL 33132

Susan Candiotti, *Director*  
14 NE 1<sup>ST</sup> Avenue, Suite 405  
Miami, FL 33132

Curt Anderson, *Director*  
14 NE 1<sup>ST</sup> Avenue, Suite 405  
Miami, FL 33132

7. The Directors shall be elected or appointed as provided for in the Bylaws of the Corporation.

2020 JUL 15 PM 3:27  
STATE  
CLERK  
FL



8. The Corporation is a public benefit corporation.
9. The name and address of the Registered Agent is as follows:

Irene Porter, Esq.  
Hicks, Porter, Ebenfeld, & Stein, P.A.  
799 Brickell Ave., Suite 900  
Miami, FL 33131

10. The name and address of the Incorporator is as follows:

Anthony Winton  
121 Crandon Blvd., Apt. 452  
Key Biscayne, FL 33149

2020 JUL 15 PM 3:27  
FILED  
CLERK OF DISTRICT COURT  
SOUTH FLORIDA  
MIAMI

9. It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 (the "Code"), as amended, and an organization described in Section 501(c)(3) of the Code. These Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

10. The Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of 501(c)(3) of the Code, as amended, or the corresponding provisions of any future United States Internal Revenue Code. Specifically, the Corporation is organized for the purpose of gathering and disseminating information in a nonpartisan manner about important public policy issues and matters of importance to residents of Key Biscayne, Miami and surrounding areas, using investigative, explanatory, data-driven and multimedia journalism. The Corporation will fulfill an educational role for the public and for journalists and aspiring journalists through, among other means, internships and collaborative activity with the accredited educational institutions in the South Florida area. It will also engage in community engagement by providing seminar series, symposia, and workshops, both online and by conventional means, on subjects of importance to the community. The Corporation will be dedicated to bringing the community together around locally focused, locally produced, Key Biscayne and Miami-based journalism, research, investigation and writing as a means of educating and informing local residents, exploring the decisions of local governmental officials, business leaders, and others in the Key Biscayne, Miami and surrounding areas.

Primary funding will be provided by grants and donations from private foundations and individuals in amounts sufficient to sustain the basic operations of the Corporation without reliance on other sources. Funding will also be provided through various types of fundraising activities including mail solicitations, email solicitations, personal solicitations, and telephone solicitations.

The Corporation will make available original content for readers and users through its own publications, initially online only, and through distribution to other print, video, audio, and digital news media. It will conduct research, engage in investigations, and acquire and analyze databases that can be shared with the public, public agencies, charities, school, foundations, research nonprofits and other organizations and individuals.

An Editor-in-Chief will oversee the production of the organizations' own original content, with collaboration with public television and public radio stations, private newspaper and broadcast outlets and other journalism nonprofits. Content will be originated by the organization's reporting staff, by student interns, and by freelance journalists, and acquired from others. Fellows from local universities, media organizations, businesses, and community organizations, will be engaged to act as advisors and contributors of content to the Corporation.

In furtherance of its educational role, the Corporation is exploring the possibility of a collaboration with local schools and universities. The Corporation may provide funding and other resources to the program in an amount to be determined to assist in the training of journalists, providing opportunities to journalism students, with a focus on providing opportunities to African American and women journalism students, and providing information and education to residents of the community.

11. The Corporation is empowered to and may exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property, borrow money, seek grants or other forms of aid, and enter into any form of financing arrangement with any lending institution, investor or governmental entity in connection with its activities; provided however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Corporation, as set forth above.

12. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, or a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, as amended, or corresponding section of any future federal tax code. 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 on behalf of any candidate for public office.

13. Upon dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after the payment of the debts of the Corporation and the necessary expenses incident to such dissolution, be distributed, at the discretion of the Board of Directors of the Corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, or to the federal government, or to a state or local government,

for a public purpose. Subject to the foregoing in all instances upon dissolution or termination, the assets of the Corporation shall be distributed in accordance with the provisions of Florida law, as they now exist and as they may hereafter be amended or adopted.

14. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or any private individual, 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 paragraph 10 hereof, and no Director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

15. Notwithstanding anything herein to the contrary, at any time during which it is deemed a private foundation, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, as amended, or corresponding section of any future federal tax code; the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, as amended, or corresponding section of any future federal tax code; the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, as amended, or corresponding section of any future federal tax code; the Corporation shall not make any investments in such manner as to subject the corporation to the tax under Section 4944 of the Code, as amended, or corresponding section of any future federal tax code; and the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, as amended, or corresponding section of any future federal tax code.

16. No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of the Director's fiduciary duty as a Director, except for: (i) any breach of the Director's duty of loyalty to the Corporation; (ii) any acts or omissions not in good faith or involving intentional misconduct or a knowing violation of law; or (iii) an unlawful distribution under Chapter 617 of the Florida Statutes.

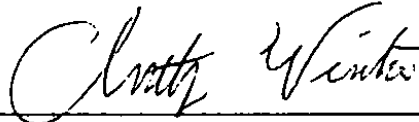
17. (a) With respect to claims or liabilities arising out of or related to service as a Director of the Corporation, the Corporation shall indemnify and advance expenses to each present and future Director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Florida, both as now in effect and as hereafter adopted or amended.
- (b) To the fullest extent allowed by the laws of the State of Florida, both as now in effect and as hereafter adopted or amended, each present and future Director (and his or her estate, heirs and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Corporation.

- (c) With respect to claims or liabilities arising out of or related to service as an officer of the Corporation, the Corporation shall indemnify and advance expenses to each present and future officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Florida, both as now in effect and as hereafter amended or adopted.

18. Delivery of any records or notices of meetings of Directors shall be by electronic transmission, unless a Director gives written notice to the President of the Corporation indicating his preference to receive notice and records by mail and specifying a physical address for delivery.

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, Florida Statutes.

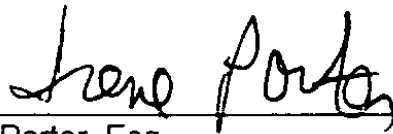
Dated: July 2, 2020.



Anthony Winton  
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation at the place designed in these Articles of Organization, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated: July 2, 2020



Irene Porter, Esq.  
Registered Agent

2020 JUL 15 PM 3:27  
DEPARTMENT OF STATE  
TALLAHASSEE, FL