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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
MIAMI-DADE INNOVATION AUTHORITY INC.

Certificate of Status	0
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J. HORNE

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STATE DEPT OF TREASURY  
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February 21, 2023

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MIAMI-DADE INNOVATION AUTHORITY INC.

1430 S DIXIE HIGHWAY STE 105

#202

CORAL GABLES, FL 33146US

SUBJECT: MIAMI-DADE INNOVATION AUTHORITY INC.

REF: N22000012381

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6050.

Tammi Cline

FAX Aud. #: H23000066842

Regulatory Specialist II Supervisor

Letter Number: 023A00004201

SECRETARY  
MIAMI ASSOCIATES  
2023 FEB 22 PM 12:26  
FILED

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MIAMI-DADE INNOVATION AUTHORITY, INC.

(A Florida Not-For-Profit Corporation)

The undersigned, Francesca Covey, Incorporator of MIAMI-DADE INNOVATION AUTHORITY, INC., a Florida corporation (the "Corporation"), states as follows:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of the State of Florida on October 31, 2022 under Document No. N22000012381.
2. The Board of Directors of the Corporation desire to amend and restate the Articles of Incorporation in their entirety.
3. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors of Miami-Dade Innovation Authority, Inc. and are effective as of February 1, 2023 (the "Effective Date").
4. Pursuant to the requirements of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned certifies, attests and serves notice that the Articles of Incorporation of the Corporation are amended and restated in their entirety, as of the Effective Date, to read as follows:

ARTICLE 1

NAME

The name of the corporation shall be MIAMI-DADE INNOVATION AUTHORITY, INC. (the "Corporation").

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 1430 S. Dixie Highway, Suite 105, #202, Coral Gables, Florida 33146.

ARTICLE 3

PURPOSE

The 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. More specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

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(a) To identify and invest in innovative technology solutions developed by companies to address critical issues in Miami-Dade County; and

(b) To carry on such other activities in furtherance of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not-for-Profit Corporation Act and exempt from federal income tax under Section 501(c)(3) of the Code.

**ARTICLE 4**

**MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE 5**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the Corporation's initial registered agent at that address is C T Corporation System.

**ARTICLE 6**

**INITIAL OFFICERS AND/OR DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall initially be three (3). The number of directors may be increased or decreased from time to time as set forth in the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of members of the Board of Directors shall be as set forth in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors and officers of the Corporation are as follows:

Brian Breslin  
c/o The Launch Pad  
1306 Stanford Drive, #1319  
Coral Gables, FL 33146

Leigh-Ann Buchanan  
2520 Coral Way, Suite 2233  
Miami, FL 33145

Melissa Krinzman  
1430 S Dixie Highway  
Suite 105, #202  
Coral Gables, FL 33146

ARTICLE 7

INCORPORATOR

The name and address of the person signing these Amended and Restated Articles of Incorporation are:

Francesca Covey  
1430 S Dixie Highway  
Suite 105, #202  
Coral Gables, FL 33146

ARTICLE 8

DISSOLUTION

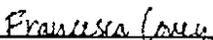
Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax laws), as selected by the Board of Directors.

ARTICLE 9

LIMITATIONS

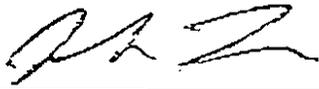
No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of any of its charitable purposes. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax laws), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax laws).

The Incorporator has executed these Amended and Restated Articles of Incorporation as of this 1<sup>st</sup> day of February, 2023 (the "Effective Date").

  
\_\_\_\_\_  
Francesca Covey, Incorporator

Having been named as registered agent to accept service of process for Miami-Dade Innovation Authority, Inc. at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

C T Corporation System

By:  John Flynn, Assistant Secretary

2/22/2023

Required Signature/Registered Agent

Date