

# Florida Department of State

## Division of Corporations

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### FLORIDA PROFIT/NON PROFIT CORPORATION MIAMI-DADE FUTURE FORWARD INC.

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**ARTICLES OF INCORPORATION**  
**OF**  
**MIAMI-DADE FUTURE FORWARD INC.**

(A Florida Not-For-Profit Corporation)

The undersigned Incorporator ("Incorporator") files this, the Articles of Incorporation ("Articles") of **MIAMI-DADE FUTURE FORWARD INC.**, as a not-for-profit corporation under Chapter 617, Florida Statutes:

**ARTICLE I**  
**NAME**

The name of this corporation shall be **MIAMI-DADE FUTURE FORWARD INC.** (the "Corporation").

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

The address of the principal office and the mailing address of the Corporation is:

8004 NW 154<sup>th</sup> Street, #560  
Miami Lakes, FL 33016

**ARTICLE III**  
**COMMENCEMENT OF CORPORATION EXISTENCE**

The Corporation shall commence its existence as of the date of filing for incorporation with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE IV**  
**PURPOSES**

The Corporation is a not-for-profit corporation, to be operated primarily to promote social welfare to benefit the community within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code"), and not for pecuniary profit. More specifically, the specific purpose for which the Corporation is formed as a social welfare organization for education of the public related to public transportation in Miami-Dade County.

In furtherance of such goals, the Corporation is authorized to do any and all activities that it is empowered to do under these Articles provided, however, that nothing in these Articles shall be construed as allowing any activities that would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(4) of the Code and its regulations as they now exist or may be later amended.

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DIVISION OF CORPORATIONS  
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**ARTICLE V**  
**GENERAL POWERS**

The Corporation 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)(4) of the Code. 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 organization as described in Section 501(c)(4) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered to the Corporation shall not be deemed to be in a distribution of earnings or assets.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

A. **Powers.** The affairs of the Corporation shall be managed under the direction of the Board of Directors (also referred to as the "**Board**" or "**Governing Board**"). The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation.

B. **Number.** The affairs of the Corporation shall be conducted by a Board of Directors, the number of which shall be determined from time to time in accordance with the Bylaws, but shall never be less than three (3) Directors.

C. **Election; Removal; Resignation.** The manner of election, removal and resignation of Directors shall be regulated by the Bylaws, which the Board shall adopt.

D. **Names and Address of Initial Officers and Board of Directors.** The initial Officers and Directors shall be:

Name	Address	Office (if applicable)
Jean Patrick Maignan	8004 NW 154 <sup>th</sup> Street, #560 Miami Lakes, FL 33016	Board Member
Jah' Meela Sadoni Samuel	8004 NW 154 <sup>th</sup> Street, #560 Miami Lakes, FL 33016	Board Member
Brian Badgley	8004 NW 154 <sup>th</sup> Street, #560 Miami Lakes, FL 33016	Board Member

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name and Florida address of the registered agent of the Corporation is:

Corporate Creations Network Inc.  
801 US Highway 1  
North Palm Beach, FL 33408

**ARTICLE VIII**  
**MEMBERSHIP**

The Corporation shall not have any members.

**ARTICLE IX**  
**INCORPORATOR**

The name and street address of the Incorporator is:

COMPUTERSHARE GOVERNANCE SERVICES INC.  
d/b/a Corporate Creations International  
801 US Highway 1  
North Palm Beach, FL 33408

**ARTICLE X**  
**DISSOLUTION**

Under dissolution of this Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more nonprofit funds, foundations, or corporations that are organized exclusively for charitable purposes, pursuant to Section 501(c)(4) or Section 501(c)(3) of the Code, or the corresponding provisions in any future tax code or to a state or local government, for a public purpose, as selected by the Board. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively, as said court shall determine, for such purposes or to such organization or organizations which are organized and operated exclusively for charitable purposes, pursuant to Section 501(c)(4) or Section 501(c)(3) of the Code, or the corresponding provisions in any future tax code.

**ARTICLE XI**  
**LIMITATIONS**

No part of the net earnings or distribution of the assets of the Corporation upon its dissolution shall inure to the benefit of, or distribution to, its officers, members, trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of the Corporation set forth in these Articles. 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)(4) of the 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 Code, or the corresponding section of any future federal tax code.

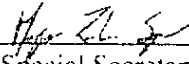
**ARTICLE XII**  
**AMENDMENT**

These Articles may be amended at any time by a vote of the Board.

*[Signatures on following page]*

The undersigned Incorporator has executed these Articles on the 26<sup>th</sup> day of July, 2024.

COMPUTERSHARE GOVERNANCE SERVICES INC.  
d/b/a Corporate Creations International - Incorporator

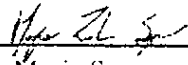
  
\_\_\_\_\_  
Marja Souza, Special Secretary, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in the Articles of Incorporation of Miami-Dade Future Forward Inc., I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CORPORATE CREATIONS NETWORK INC.

**Dated: July 26<sup>th</sup>, 2024**

By:   
\_\_\_\_\_  
Name: Marja Souza  
Title: Special Secretary