

WILLIAM R. ROBBINS, JR.

CORAL GABLES, FLORIDA 33134

March 7, 1995  
N9500001171

Florida Department of State  
Division of Corporation  
P.O. Box 6320  
Tallahassee, FL 32304

RE: Parents for MCC Debaters, Inc.

Dear Sir:

Enclosed find an original and one copy of Articles of Incorporation for the above corporation and my Trust Account check number 633 in the amount of \$122.50 for the following charges:

Filing fee	\$35.00
Registered agent designation	35.00
Certified copy Certificate of Incorporation	52.50
	\$122.50

Yours very truly,

*William R. Robbins, Jr.*

WILLIAM R. ROBBINS, JR.

WRR/hq

Enclosures

FILED  
MAR 13 PM 1:58  
TALLAHASSEE  
FLORIDA

T. BROWN MAR 14 1995

ARTICLES OF INCORPORATION  
OF  
PARENTS FOR MCC DEBATORS, INC.

FILED  
95 MAR 13 PM 4:58  
SECRET  
FALLER 100-1-15814

The undersigned hereby associate themselves to form a corporation not-for-profit for the purpose of conducting their business and promoting the purposes hereinafter stated, under the provisions of Part I of Chapter 617 of the Florida Statutes, and for these purposes to adopt the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS OF THE CORPORATION

The name of the corporation is PARENTS FOR MCC DEBATORS, INC. In care of Mr. Lynell C. Williams, 19700 N.W. 41st Avenue, Miami, Florida 33055.

ARTICLE II

PURPOSE OF THE CORPORATION

1. The general purpose of the Corporation is to promote the participation in competitive opportunities and develop the talents of the students participating in speech and debate training at Miami Carol City Senior High School, ("MCCH").
2. To offer the students debaters of MCCH opportunities to compete at the local, state and national level so that they can gain a wide range of experience and practice in formal debate competition.
3. To provide to MCCH debaters access to programs offered at major universities for high school debate teams to fine tune their abilities through intensive training.
4. The Corporation is organized and shall be operated exclusively for the purposes for which a corporation not-for-profit may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter the "Code") and the Regulations thereunder, and not for pecuniary profit or financial gain.
5. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.
6. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are

in furtherance of the exempt purposes of organization set forth in Section 501(c)(3) of the Code and its Regulations as the same now exists, or as they may be hereafter amended from time to time.

### ARTICLE III

#### POWERS AND LIMITATIONS OF POWERS

Section 1 - POWERS. The Corporation shall have the power:

(a) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures and to secure the payment or performance of its obligations.

(b) To act as trustee of property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation or religious society or association.

(c) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or thrusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(d) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(e) To conduct any and all fund raising efforts and campaigns deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs.

(f) To perform every act necessary or proper for the accomplishment of the objects and purposes of the corporation of for the protection and benefit of the corporation.

Section 2 - LIMITATIONS OF POWERS. Notwithstanding any of the powers of this corporation through its Articles of Incorporation, By-Laws, or the laws of the State of Florida, the following limitations of powers shall apply.

(a) This Corporation is organized and shall be operated exclusively for the purpose contained in Article II of these Articles of Incorporation.

(b) No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) of the Code. However, reimbursement for expenditures or the

payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(c) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for the purposes within those hereinabove set forth and within the intent of Section 501(c)(3) of the Code and its Regulations as the same now exists or as they may be hereafter amended from time to time.

#### ARTICLE IV

##### QUALIFICATION OF MEMBERS

The initial members of this Corporation shall include the first Board of Directors. Thereafter, persons who shall be interested in furthering the purposes of the Corporation through participation in the activities of the Corporation shall be eligible for membership in accordance with the terms and provisions of the By-Laws.

#### ARTICLE V

##### TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

#### ARTICLE VI

##### INCORPORATOR

<u>Names</u>	<u>Addresses</u>
LYNELL C. WILLIAMS	19700 N.W. 41st Avenue Miami, Florida 33055

#### ARTICLE VII

Section 1. The initial Board of Directors shall consist of three (3) Directors. The number of Directors may be changed from time to time in accordance with the By-Laws, but shall never be less than THREE (3).

Section 2. The members of the Board of Directors shall be elected in the manner and hold office for such terms as the By-Laws shall provide.

Section 3. The names of the persons who will serve as the Board of Directors until the first election under these Articles of Incorporation are:

<u>Names</u>	<u>Addresses</u>
1. LYNELL C. WILLIAMS	19700 N.W. 41st Avenue Miami, Florida 33055
2. EMILY MORAIS	729 N.W. 107th Street Miami, Florida
3. CONSTANCE THOMAS	4601 N.W. 183rd Street Apartment I-13 Miami, Florida

Section 5. All decisions of the Board of Directors shall be made by majority vote of the members of the Board present at the meeting, after a quorum is declared, unless otherwise provided in these Articles of Incorporation or the By-Laws.

Section 6. A majority of the members of the Board of Directors eligible to vote shall constitute a quorum for the holding of any meeting of the Board of Directors.

#### ARTICLE VIII

##### OFFICERS

Section 1. The affairs of the Corporation are to be managed by the President, Secretary, Treasurer, and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person.

Section 2. The officers shall be elected annually by the Board of Directors at such time and in such manner as provided by the By-Laws.

Section 3. The names of the officers who are to serve until the first election under these Articles are:

LYNELL C. WILLIAMS	-	President
CONSTANCE THOMAS	-	Secretary
EMILY MORAIS	-	Treasurer

#### ARTICLE IX

##### BY-LAWS

The By-Laws may be adopted, amended, altered, or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose. Any such adoption,

amendment, alteration, or rescission must be ratified by a majority of the regular members. A quorum for the transaction of business in all meetings of the membership and of the Board of Directors shall be a majority of the members eligible to vote, if all had been present.

#### ARTICLE X

##### AMENDMENT

Amendments to the Articles of Incorporation may be proposed by any member and must be adopted by a majority vote of the regular members present at any regular meeting of the membership or at any special meeting called for that purpose.

#### ARTICLE XI

##### PRINCIPAL OFFICE AND REGISTERED AGENT

1. The principal office of this Corporation shall be located at Miami Carol City High School, 3422 N. W. 187 Street, Carol City, Florida 33056. The location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine.

2. The initial Registered Agent of this Corporation shall be LYNELL C. WILLIAMS.

3. The initial Registered Office shall be LYNELL C. WILLIAMS, 19700 N.W. 41st Avenue, Miami, Florida 33055.

#### ARTICLE XII

##### DUES

The dues payable by members shall be such amount as may be determined by the Board of Directors from time to time.

#### ARTICLE XIII

##### MEETING OF MEMBERS

Section 1. The annual meeting of members for the election of the Board of Directors shall be held at such time and in such manner as the By-Laws shall provide.

Section 2. The Corporation may provide in its By-Laws for regular meetings and special meetings of members, in addition to the annual meeting of members, and for due notice of all meetings of members.

Section 3. A majority of the members eligible to vote shall constitute a quorum for the holding of any meeting of members.

ARTICLE XIV

DISSOLUTION AND LIQUIDATION

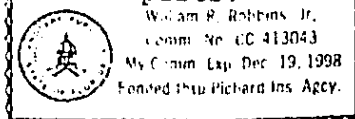
This Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal this 22 day of FEBRUARY, 1995, for the purpose of forming this Corporation not-for-profit under the laws of the State of Florida.

LYNELL C. WILLIAMS  
LYNELL C. WILLIAMS, Incorporator

SWORN TO AND SUBSCRIBED before me this 22 day of FEBRUARY, 1995.

My Commission Expires:



William R. Roberts, Jr.  
Notary Public, State of Florida,  
At Large  
WILLIAM R. ROBERTS, JR.

Print Name

Having been named in these Articles of Incorporation to accept service of process for the within stated Corporation, at the place designated therein, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 22 day of FEBRUARY, 1995.

LYNELL C. WILLIAMS  
LYNELL C. WILLIAMS, Registered Agent