

N96000000709

Transmittal Letter

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399  
(904)487-6052

3000001708473  
-02/06/96--01123--002  
\*\*\*122.50 \*\*\*122.50

Subject: Miami Norland Professional Education Magnet  
Booster Club, Inc.

(Proposed corporate name)

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

✓\$122.50

These documents were prepared by:

FC Sales Group  
11601 Biscayne Blvd., Suite 306  
N. Miami, FL 33181  
(305)895-7655

FEB 9 1996 BSB

FILED  
56 FEB -5 PM 4:00  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**FOR**

**MIAMI NORLAND PROFESSIONAL EDUCATION MAGNET BOOSTER CLUB, INC.**

**A NON-PROFIT CORPORATION**

These Articles of Incorporation are signed and acknowledged by the Incorporators for the purpose of forming a non-profit corporation under the provisions of the Florida Non-Profit Corporation Act as follows:

**ARTICLE I**

Name. The name of the corporation is the MIAMI NORLAND PROFESSIONAL EDUCATION MAGNET BOOSTER CLUB, INC.

**ARTICLE II**

Duration. The duration of the corporation shall be perpetual.

**ARTICLE III**

Office. The location of the corporation is in the County of Dade, and the State of Florida. The address of the registered office is 1050 NW 195th Street, Miami, Florida 33169. The Registered Agent is Michael A. Nelson.

**ARTICLE IV**

Purpose. The corporation is organized as a non-profit corporation for the following purposes:

(A) The specific and primary purposes are:

- (1) Appropriate monies for activities through fund raising and contribution activities that are related to the educational development of youths.
- (2) Allocate monies for various educational programs and activities related to this organization. Programs will include but not limited to youth exchange programs, youth leadership conferences, college related field trips, etc.
- (3) Create and establish summer youth involved programs incorporated with educational camps and workshops.
- (4) Create and establish a scholarship program.
- (5) Plan and participate in educational field trips and programs.
- (6) Create and establish educational scholarships and programs that can and will be offered to to students in the community and participants of the enlisted programs.

(B) The purpose of this non-profit corporation will be but not limited to the receiving of monies, charties and other assets, and to administer funds and contributions received by grant, gift, deed bequest or devise, otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expand, contribute, use, sell or otherwise dispose of any monies, securities, property, rights or services acquired for the purposes above mentioned;

(C) To exercise all other rights and powers conferred upon corporations under the General Non-profit Corporation Act of the State of Florida, provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable and educational purposes of the corporation.

(D) All of the foregoing purposes and powers shall be exercised exclusively for charitable and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954.

#### ARTICLE V

**Qualifications of Members.** Any person 21 years of age or older committed to the specific and primary purposes stated herein, upon the approval of the board of directors, shall be eligible for membership in this Corporation.

#### ARTICLE VI

No substantial part of the activities of the Corporation shall be the carrying on any propaganda, or otherwise attempting to influence legislation, and Corporation shall not participate in, or intervene in, any public campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal and State Income taxes under Section 501 (c) (3) of the Internal Revenue Code of 1954.

#### ARTICLE VII

**Incorporators.** The names and residences of each of the Incorporators are as follows:

- |                                 |                           |
|---------------------------------|---------------------------|
| 1. Chairmen of Board/President: | Joan J. Fernandes - Jones |
| 2. Vice President:              | Kina Asesor               |
| 3. Treasurer:                   | Carolyn Robertson         |
| 4. Secretary:                   | Vivian King               |

#### ARTICLE VIII

**Officers.** The names of the officers chosen at the initial meeting and who will serve until their respective successors are elected at the subsequent meeting are as follows:

C.O.B./President: Joan J. Fernandes; Vice President: Kina Asesor; Treasurer: Carolyn Robertson; Secretary: Vivian King.

The officers of the corporation shall be elected by the members of the Corporation and each officer must be a member in good standing.

#### ARTICLE IX

Board of Directors. The names and residences of the initial directors until the first meeting of the corporation are:

1. President: Joan J. Fernandes - Jones  
370 NW 189th Street  
Miami, Florida 33169
2. Vice President: Kina Asesor  
18811 NW 80th Ave.  
Miami, Florida 33015
3. Treasurer: Carolyn Robertson  
1421 NW 174th Street  
Miami, Florida 33169
4. Secretary: Vivian King  
1671 NW 189th Terrace  
Miami, Florida 33169

The number of Directors may be fixed or changed from time to time by amendment of the By-laws of this Corporation adopted by the vote of the members of the Corporation entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of Members of the Corporation called pursuant to the By-laws, but in no event shall the number of Directors be less than three (3) Directors.

#### ARTICLE X

The Board of Directors shall have the power to make, alter or rescind the By-laws of the Corporation by the affirmative vote of a majority of the Directors at any meeting called pursuant to the By-laws.

#### ARTICLE XI

The Board of Directors shall have the power to amend these Articles of Incorporation by the affirmative vote of a majority of the Directors, provided that any such action be undertaken in accordance with the laws of the State of Florida.

#### ARTICLE XII

This Corporation is formed solely for charitable and educational purposes. The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to the Members thereof, or to any 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 its specific and primary purposes. The Property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable, educational, and scientific purposes, and no part of the profit or net income of the Corporation shall inure to the benefit of any Director, Officer, or Member or to the benefit of any individual.

### ARTICLE XIII

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization and used exclusively to accomplish the general purposes for which this Corporation is organized. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of Broward County in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

### ARTICLE XIV

Any person, their heir, executor or assign; made or threatened to made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expense, including attorneys' fees and disbursements incurred by him/her in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which is shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled apart from this Article.

IN WITNESS WHEREOF, the Incorporators have agreed to these Articles of Incorporation the 4th day of February, 1996.



Michael A. Neison  
Incorporator

**OATH OF RESIDENT AGENT**

Pursuant to, and as an addendum to the Articles of Incorporation of Miami Norland Professional Education Magnet Booster Club, a corporation not for profit, the undersigned hereby states that the corporate office and the resident agent thereat upon whom process may be served for MIAMI NORLAND PROFESSIONAL EDUCATION MAGNET BOOSTER CLUB, is, Michael A. Nelson of Foundation Consulting Group, Inc., 18800 NW 2nd Ave., Suite 201, N. Miami, Florida 33169

The undersigned accepts such responsibility as said resident agent.

Dated: February 4, 1996


  
Michael A. Nelson, P.A.  
Foundation Consulting Group, Inc.

STATE OF FLORIDA

COUNTY OF DADE

I HERE BY CERTIFY that on this day before me an officer duly qualified to take acknowledgments personally appeared Michael A. Nelson, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL IN THE County and State last aforesaid this 4th day of  
February 1996.

  
Michael A. Nelson, P.A.

**FILED**  
96 FEB -6 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# N96000000709

TO :  
DEPARTMENT OF STATE 12 PM 4:05

FINANCIAL MANAGEMENT

STATE OF FLORIDA  
OFFICE OF STATE TREASURER  
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	2,094.19	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	2,094.19	OTHER	4

700001753217  
-03/21/96--01012--009  
\*\*\*137.50 \*\*\*137.50

CROSS REF	SAMAS CODE	DISTRIBUTION	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00		2	35.00
12	45-20-2-130001-45300000-00-000100-00		4	70.00
12	45-20-2-130001-45300000-00-000100-00		2	78.75
12	45-20-2-130001-45300000-00-000100-00		1	78.75
12	45-20-2-130001-45300000-00-000100-00		1	122.50
12	45-20-2-130001-45300000-00-000100-00		1	122.50
12	45-20-2-130001-45300000-00-000100-00		2	200.00
12	45-20-2-130001-45300000-00-000100-00		1	200.00
12	45-20-2-130001-45300000-00-000100-00		1	402.94
12	45-20-2-130001-45300000-00-000100-00		1	783.75

GRAND TOTAL: \$ 2,094.19

62741-D

137.50

Process Date: 02/28/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

*Bill Nelson*  
State Treasurer