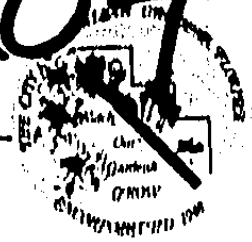


N96000001204

Hiialeah Gardens

STATE OF FLORIDA

10001 N.W. 07th AVENUE, 33018 -- PHONE: 560-4114 -- FAX: 302-7168



February 6, 1996

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

70000017123577
-02/12/96--01058--005
***122.50 ***122.50

Re: Incorporation of "The Hiialeah Gardens Foundation, Inc."

Dear Sir/Mac am:

Enclosed please find executed Articles of Incorporation for the above new not-for-profit corporation, along with the required check in the amount of \$122.50, payable to the Secretary of State.

Upon approval of the enclosed documents, please return the Certificate of Incorporation to me. Thank you for your assistance.

Sincerely,

Charles E. Blazek
City Clerk

W96-3591

encl.

cc: Jose Herrera, Esq., City Attorney
File

626,619,525

*BMC
2.16.96*

FILED
96 MAR -5 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

(A)
Time
/

February 16, 1996

CHARLES E. BLAZEK, CITY CLERK
HIALEAH GARDENS
10001 NW 87TH AVENUE
HIALEAH, FL 33016

SUBJECT: THE HIALEAH GARDENS FOUNDATION, INC.
Ref. Number: W96000003591

We have received your document for THE HIALEAH GARDENS FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please provide complete business street addresses for the directors, officers and incorporators.

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 (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 596A00006889

LAW OFFICE
Neil Flaxman
PROFESSIONAL ASSOCIATION

880 BILTMORE WAY • SUITE 700
CORAL GABLES, FLORIDA 33134

TEL (305) 448-1388
FAX (305) 443-0870

NEIL FLAXMAN
MARIA E. CESPEDES

February 27, 1996

Ms. Doris McDuffie
Corporate Specialist Supervisor
Florida Dept. of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: The Hialeah Gardens Foundation, Inc.
Letter No. 596A00006889
Ref. No. W96000003591

Dear Ms. McDuffie:

I am returning herewith three originals of the Articles of Incorporation of The Hialeah Gardens Foundation, Inc. which have been revised as per your letter of February 16, 1996, a copy of which is enclosed.

Please file the Articles of Incorporation as soon as possible and return to us a certified copy and a conformed copy.

If you have any questions, please call me.

Thank you very much for your cooperation.

Very truly yours,

NEIL FLAXMAN, P.A.

By 
Neil Flaxman

NF:ap
Enclosure

cc: Charles Blazek, City Clerk

HO:STATE

Articles of Incorporation
of
THE HIALEAH GARDENS FOUNDATION, INC.

FILED

96 MAR -5 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be: The Hialeah Gardens Foundation, Inc. The principal address of this corporation shall be 10001 N.W. 87th Avenue, Hialeah Gardens, Florida 33016.

ARTICLE II
ENABLING LAW

This corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not for profit.

ARTICLE III
PURPOSE

The purposes for which this Corporation are organized are exclusively charitable, cultural, scientific and educational, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended and the Regulations promulgated thereunder, being principally to promote and support public purposes benefitting the residents of the City of Hialeah Gardens, Florida, including: initiation and/or continuation of the Arts and cultural programs in general; various social services; construction and/or restoration of public facilities; improvement or expansion for programs in law enforcement, education, recreation, economic development, and so forth; capital and social expenses necessitated by damage caused by hurricanes and other public emergencies as they may arise; establishment of an endowment fund for the purpose of generating a permanent dedicated revenue source for generating well

defined public benefits; and other similar purposes, generally supplementing or complementing other resources available to the City, and/or accomplishing needed projects which cannot be undertaken with other revenues or for which available revenues are insufficient. Toward that end, the Corporation shall be empowered to:

1. Take and hold, by bequest, gift, grant, purchase, lease, or otherwise, any property, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value;
2. To contract for the operation or management of any part of a program or facility;
3. To contract for the operation of concessions on or in Foundation facilities, or, at the Board of Directors' discretion, operate such concessions as they deem desirable (e.g., for public arts festivals);
4. To advertise and promote within or without the State as to the facility and activities of the Corporation;
5. To sell, convey, or otherwise dispose of, any such property, and to invest, reinvest, or deal with, the principal thereof, or the income therefrom, in such manner as, in the judgment of the Corporation's Board of Directors, will best promote the purposes of the Corporation, and without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the

Corporation, or any other law applicable thereto;

6. To receive income from various sources, including public and private grants, fees, rent, loans, and/or any other appropriate source determined to be necessary to carry out the purposes of the Corporation, and to determine the best use of those receipts through preparation of annual budgets, approved by the Board of Directors with the advice and guidance of a Certified Public Accountant and other professionals as warranted, except that no dividends, or part of any income, shall inure, or be paid to any Board member, Director, or other person affiliated with the Corporation, excepting only salaries for hired staff and professional assistance, from the receipts of the Corporation;
7. To have and exercise any and all powers conferred upon corporations, both for profit and not for profit, under the statutes of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above;
8. Other provisions of these Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be undertaken by: a) a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or b) a corporation

to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue law;

9. To the extent permitted by law, to exercise its rights, powers, and privileges by holding meetings of its members and the Board of Directors, and by having one or more offices, by employing personnel, and by establishing branches, subdivisions, and agencies, in any part of the world;
10. Alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation, provided, however, that the Corporation may not exercise any power, either expressed or implied, in such a manner as would disqualify the Corporation from exemption from income tax under Section 501 (c) (3) of the Internal Revenue Code;
11. Notwithstanding the powers and purposes enumerated elsewhere in these Articles, the Corporation shall be restricted as follows: no part of the net earnings of the Corporation shall inure to the benefit of any Board member, other member, officer, or other associate or representative of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in

affecting one or more of its purposes), and no Board member, other member, officer, or private individual, shall be entitled to share the distribution of the Corporation's assets upon dissolution of the Corporation.

ARTICLE IV
TERM

The period of the duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE V
INCORPORATORS

The name and residence of the subscribers to these Articles of Incorporation are:

Gilda Cabrera de Corzo, Mayor, City of Hialeah Gardens
10001 NW 87 Ave., Hialeah Gardens, FL 33016
Luciano Garcia, Councilmember, City of Hialeah Gardens
10001 NW 87 Ave., Hialeah Gardens, FL 33016
William Cabrera, Councilmember, City of Hialeah Gardens
10001 NW 87 Ave., Hialeah Gardens, FL 33016
Miguel Haddad, Councilmember, City of Hialeah Gardens
10001 NW 87 Ave., Hialeah Gardens, FL 33016
Juan Carlos Alvarez, Councilmember, City of Hialeah Gardens
10001 NW 87 Ave., Hialeah Gardens, FL 33016
Lucy Valdes, Councilmember, City of Hialeah Gardens
10001 NW 87 Ave., Hialeah Gardens, FL 33016

ARTICLE VI
QUALIFICATIONS OF MEMBERS

The qualification of members of the Corporation, the authorized number, and the manner of admission of members to this Corporation, the different classes of membership, if any, the privilege of voting and other rights and privileges of members, the liability of members and/or dues or assessments, and the method of collection thereon in the termination and transfer of membership, shall be as set forth in the By-Laws of this Corporation.

ARTICLE VII
MANAGEMENT OF CORPORATE AFFAIRS:

- A. Board of Directors: The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The number of Directors herein provided for shall be as set forth in the By-Laws of the Corporation.
- B. Employment of Staff: the Board of Directors may retain staff for the purpose of conducting day-to-day management and supervision of Corporation affairs, consistent with policies and directions set by the Board, and with the qualifications and provisions outlined in the By-Laws.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The name and address of the Corporation's initial registered office in the State of Florida:

Charles^{E.} Blazek
City Clerk
City of Hialeah Gardens
10001 NW 87 Ave.
Hialeah Gardens, FL 33016

ARTICLE IX
BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or appealed in whole, or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding on all members of this Corporation.

ARTICLE X
AMENDMENTS OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by Director and presented to a quorum of the Board of Directors for their vote; amendments may be adopted by a vote of a majority of members of the Board of Directors of the Corporation.

ARTICLE XI
DISSOLUTION

In the event of dissolution of this Corporation, the residual assets of the Corporation will be distributed to one or more organizations of the type described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986, and corresponding provisions of any subsequent federal tax laws, or to the federal, state, or local government, for exclusive public purposes and use.

ARTICLE XII
NONDISCRIMINATION

No person shall be denied membership, association with, participation in the programs of, or other involvement with the business and services of the Corporation on the basis of race, creed, national origin, age, sex, handicap, or religion. This principal shall be reflected in the By-Laws, and in the policies and programs subsequently enacted by the Board.

ARTICLE XIII

In accordance with Section 617.0202(d) Florida Statutes, the method and manner by which the directors are to be elected shall be stated in the by-laws.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, for the purpose of forming this Corporation, not-for-profit, under the laws of the State of Florida, this 6th day of February, 1996.

Hette Oruado
WITNESS:

Tom M. Lewis
WITNESS:

Hette Oruado
WITNESS:

Tom M. Lewis
WITNESS:

Hette Oruado
WITNESS:

Tom M. Lewis
WITNESS:

Hette Oruado
WITNESS:

Tom M. Lewis
WITNESS:

Hette Oruado
WITNESS:

Tom M. Lewis
WITNESS:

Hette Oruado
WITNESS:

Gilda Cabrera de Corzo
Gilda Cabrera de Corzo, Mayor
City of Hialeah Gardens

Luciano Garcia
Luciano Garcia, Councilmember
City of Hialeah Gardens

William Cabrera
William Cabrera, Councilmember
City of Hialeah Gardens

Miguel Haddad
Miguel Haddad, Councilmember
City of Hialeah Gardens

Juan Carlos Alvarez
Juan Carlos Alvarez,
Councilmember
City of Hialeah Gardens

Lucy Valdes
Lucy Valdes, Councilmember
City of Hialeah Gardens

IN WITNESS WHEREOF, the foregoing subscribers have executed these Articles of Incorporation this 6th day of February, 1996.

STATE OF FLORIDA

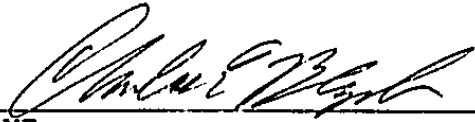
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GILDA CABRERA DE CORZO, LUCIANO GARCIA, WILLIAM CABRERA, MIGUEL HADDAD, JUAN CARLOS ALVAREZ, and LUCY VALDES, and are known to be, and are known personally to me to be, or produced Florida driver licenses as identification, the persons who did take an oath and acknowledged and executed the foregoing Articles of Incorporation.

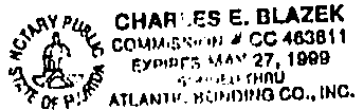
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 6th day of February, 1996.

My Commission Expires:

5/27/1999



NAME:
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION NO.:



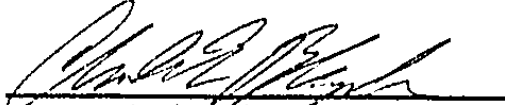
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, the Hiialeah Gardens Foundation, Inc. at the place designated in the foregoing Articles of Incorporation, I hereby agree to act as a Registered Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 6th day of February, 1996


Registered Agent


State of Florida)

ss:

County of Dade)

Before me, the undersigned Officer, personally appeared, Charles E. Blazek, who being first duly sworn, acknowledged to me that he is the person described as the Registered Agent, and the one who executed the foregoing Articles of Incorporation, and that he executed the same for the purposes therein expressed.

Witness my hand and seal this 6th day of February, 1996.


Notary Public State of Florida at Large

My Commission Expires:

ROSA M. LEVY
Notary Public, State of Florida
My Comm. Expires July 30, 1997
No. CC292650