

MIAMI PARTNERS FOR PROGRESS

N96000001233

Co-Chairman  
James K. Datten  
(1936 - 1995)

Co-Chairman  
H.T. Smith, Esq.  
Attorney at Law

Carlos M. de la Cruz  
Chairman  
Eagle Brands, Inc.

Cynthia A. Everett, Esq.  
Attorney at Law

R. Ray Glode  
Senior Vice President - Public Affairs  
Ryder System, Inc.

Marilyn J. Hollfield, Esq.  
Senior Partner  
Holland & Knight

Donald E. Leflon  
Vice-Chairman  
Carnival Hotels & Resorts

William R. Myers  
Chairman/CEO  
Barnett Bank of South Florida, NA

Adorah Obi Nweze  
President  
NAACP, Miami-Dade Branch

Eduardo J. Padron  
President  
Miami Dade Community College

Roderick N. Petrey, Esq.  
Of Counsel  
Holland & Knight

Gilbert L. Ralford, Ph.D.  
Professor, School of Social Work  
Burry University

Lester A. Simon  
Vice President  
Apex Securities, Inc.

Robert H. Traurig, Esq.  
Partner  
Greenberg Traurig et al

Dorothy C. Weaver  
President  
Intercap Investments, Inc.

John H. Copeland, III  
Associate  
McKinsey & Co.

Staff Director  
Marva L. Wiley, Esq.

February 19, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

800001721468  
-02/22/96--01061--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
Black Executive Forum

Dear Sir:

Enclosed please find Articles of Incorporation and Certificate Designating Place of Business or Domicile, together with a check in the amount of \$122.50 to cover the cost of filing these documents.

Should you have any questions or comments, please do not hesitate to contact me.

Sincerely,

Marva Wiley

Marva Wiley

00678  
00634  
0067 1

006 - 4019

2/26/96

(Handwritten signature/initials)

Enclosures  
MIA3-369004



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 26, 1996

MARVA WILEY  
701 BRICKELL AVENUE 30TH FLOOR  
MIAMI, FL 33131

SUBJECT: BLACK EXECUTIVE FORUM, INC.  
Ref. Number: W96000004219

We have received your document for BLACK EXECUTIVE FORUM, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 796A00008204

# MIAMI PARTNERS FOR PROGRESS

1 March 1996

Co-Chairman  
James K. Batten  
(1936 - 1993)

Co-Chairman  
H. F. Smith, Esq.  
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Torri Buckley  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
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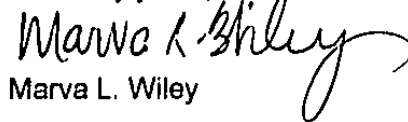
Ref. Number: W96000004219

Dear Ms. Buckley:

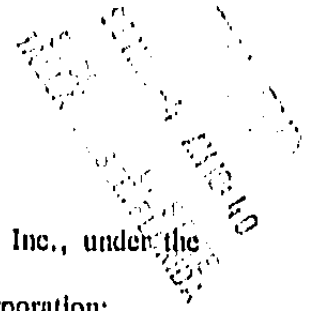
Please find enclosed the Revised Articles of Incorporation for the Black Executive Forum, Inc. The changes should address the issue that you referred to in your letter.

Your kind attention and cooperation is much appreciated.

Sincerely yours,

  
Marva L. Wiley

**ARTICLES OF INCORPORATION OF  
BLACK EXECUTIVE FORUM, INC.  
(a Florida corporation not for profit)**



The undersigned, acting as incorporator of Black Executive Forum, Inc., under the Florida Not For Profit Corporation Act, adopts the following articles of incorporation:

**ARTICLE I. NAME.**

The name of the corporation is Black Executive Forum, Inc., a Florida corporation not for profit.

**ARTICLE II. PRINCIPAL ADDRESS.**

The mailing and street address of the Corporation's principal address are:

701 Brickell Avenue  
Suite 300  
Miami, Florida 33131

The registered office of the Corporation and the street address are the same.

**ARTICLE III. TERM.**

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

**ARTICLE IV. INCORPORATOR.**

The name and street address of the incorporator is as follows:

Marva L. Wiley

c/o Miami Partners for Progress  
701 Brickell Avenue  
Suite 3000  
Miami, Florida 33131

ARTICLE V. PURPOSE.

This corporation is formed for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws.

Within the scope of the foregoing, the corporation is specifically organized to nurture, support and orientate Black professionals to South Florida.

To the extent a corporation described by Section 501(c)(3) of the Code is permitted to do so, the corporation may distribute to other organizations, foreign or domestic, all or part of the funds it collects, but the corporation is not required to remit or distribute any part of its funds to any other organization.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE VI. ACTIVITIES NOT PERMITTED.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible

under Section 170(c)(2) of the Code or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VII. DEDICATION AND DISTRIBUTION OF ASSETS.

No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no member, director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3).

The names and addresses of the initial members of the Board of Directors are as follows:

Donna Ginn

Ginn-Scroggins & Assoc.  
9130 S. Dadeland Boulevard  
Suite 107  
Miami, Florida 33132-1693

Jacqui Love-Marshall

V.P./Human Resources  
The Miami Herald Publishing Co.

1 Herald Plaza  
Miami, Florida 33132-1693

Marva L. Wiley

c/o Miami Partners for Progress  
701 Brickell Avenue  
Suite 3000  
Miami, Florida 33131

#### ARTICLE IX. INDEMNIFICATION.

Every person who now is or hereafter shall be a director or officer of the corporation shall be indemnified by the corporation against all costs and expenses (including attorneys' fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a director or officer of the corporation (whether or not he is a director or officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his other duties as such director or officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

#### ARTICLE X. MEMBERSHIP.

The membership of this corporation shall consist of all persons hereinafter named as directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The directors shall from time to time prescribe the form and manner in which application may be made for membership, and members

may be admitted by the Board of Directors only. The authorized number of the members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

#### ARTICLE XI. BYLAWS.

The Board of Directors of this corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by members of the corporation.

#### ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION.

An amendment to these Articles of Incorporation may be proposed by any director of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the members.

#### ARTICLE XIII. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent of this corporation is Marva L. Wiley, c/o Miami Partners for Progress, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.



IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 9th day of February, 1996, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

*Marva L. Wiley*  
\_\_\_\_\_  
Marva L. Wiley

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

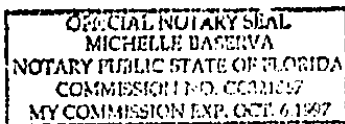
Before me, the undersigned authority, personally appeared **MARVA L. WILEY**, who, after being by me first duly cautioned and sworn, upon her oath deposed and said that she is the signatory of the foregoing Articles of Incorporation and acknowledged the said execution to be her free and voluntary act and deed, and that the facts therein stated are truly set out.

Personally Known       
Produced Identification      Type: \_\_\_\_\_

Witness my hand and seal at Miami, Florida, the day and date first above set forth.

*Michelle Baserva*  
\_\_\_\_\_  
Name: MICHELLE BASERVA  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

NOTARY SEAL/STAMP



MIA3-366780

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Black Executive Forum, Inc. desiring to organize under the laws of the State of Florida, with its principal place of business in Miami, State of Florida, has named Marva L. Wiley located at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, as its agent to accept service of process within this state.

*Marva L. Wiley*

Marva L. Wiley  
Incorporator

Dated: February 9, 1996

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I 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.

*Marva L. Wiley*

Marva L. Wiley  
Registered Agent

Dated: February 9, 1996

MIA3-366780