

5/19/96 FLORIDA DIVISION OF CORPORATIONS 12:20 PM
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SUITE 200
MIAMI, FL 33136-
TALLAHASSEE, FL 32399
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(((H96000006300))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: THE SOUTHWEST MIAMI SENIOR HIGH SCHOOL ALUMNI ASSOCIATION
FAX AUDIT NUMBER: H96000006300 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/06/1996 TIME REQUESTED: 12:20:25
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ENTER SELECTION AND (CR):

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DIVISION OF CORPORATIONS

96 MAY - 6 PM 1:50

RECEIVED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

May 7, 1996

FAS-T CORP. AGENTS, INC.

MIAMI, FL

SUBJECT: THE SOUTHWEST MIAMI SENIOR HIGH SCHOOL ALUMNI ASSOCIATION, INC.
REF: W96000009611

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000006380
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DIVISION OF CORPORATIONS

12:2 PM 7 - MAY 96

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
THE SOUTHWEST MIAMI SENIOR HIGH SCHOOL ALUMNI ASSOCIATION, INC

WE, the undersigned, as representatives for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is:

THE SOUTHWEST MIAMI SENIOR HIGH SCHOOL ALUMNI ASSOCIATION, INC.
A Florida Nonprofit Corporation

Principal place of business: 8855 S.W. 50th Terr.
Miami, Fl 33165

ARTICLE II - NOT FOR PROFIT

The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III - DURATION

The duration of the Corporation is perpetual.

ARTICLE IV - PURPOSES

The Corporation is organized, and shall be operated exclusively for the following purposes:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by

Prepared by: Esteban L. Brown
9360 Sunset Dr. Ste. #287
Miami, Fl 33173
(305) 271-7697

bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

B. Notwithstanding anything to the contrary contained within these Articles of Incorporation, the Corporation shall not engage in any activities which are not provided in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

C. To organize among the Alumni and other interested parties an association for the purpose of promoting, conducting, running and otherwise participating in Alumni activities for the benefit of Southwest Miami Senior High School;

D. To promote closer ties between the Alumni Association, the faculty members, administration, and students of Southwest Miami Senior High School;

E. To aid, assist, and engage in programs, projects, and other activities designed to secure for the Alumni, the faculty and students of Southwest Miami Senior High School, further educational privileges and opportunities;

F. To own, lease, construct or join in the ownership, leasing or construction with governmental authorities or others, such properties as the board of directors may deem fit and advisable for carrying out the purposes of this association;

G. To promote social contacts, activities, and good will amongst members of this association and others interested in the activities of the association.

H. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V - LIMITATION

Upon dissolution of the Corporation, any assets remaining will be transferred to an organization with a substantially similar purpose or purposes.

ARTICLE VI - MEMBERS

The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the by-laws

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is Four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than four(4). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors, and

their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Donald F. March Jr.	5935 S.W. 82 Ave., Miami, FL 33143
David McCoy	4905 S.W. 111 Ave., Miami, FL 33165
Tomas Rio	5040 S.W. 112 Pl., Miami, FL 33165
Cecil Swindle	7905 S.W. 86 St., Miami, FL 33145

ARTICLE VIII - OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	John L. Hyde	3820 S.W. 79 Ave., Miami, FL 33155
V. President	Jose V. Eiriz	3958 Estepona Ave., Miami, FL 33178
Secretary	Deborah Naboa	11440 S.W. 55 St., Miami, FL 33165
Treasurer	Esteban Brown	9401 S.W. 25 Dr., Miami, FL 33155

ARTICLE IX - INCORPORATORS

The name and address of each Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John L. Hyde	3820 S.W. 79 Ave., Miami, FL 33155
Donald F. March Jr.	5935 S.W. 82 Ave., Miami, FL 33143
Jose V. Eiriz	3958 Estepona Ave., Miami, FL 33178

ARTICLE X - BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 607.081, Florida Statutes (1981), as amended from time to time, shall govern the Bylaws.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Voting Members, Directors and Officers are subject to this reservation.

ARTICLE XII - NONSTOCK BASIS

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE XIV - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 617.014, Florida Statutes, the date when corporate existence shall commence is the date of filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 1st day of May, 1996.

John L. Hyde

JOHN L. HYDE, Incorporator
3820 S.W. 79 AVE.
Miami, Florida 33155

Jose V. Eiriz

JOSE V. EIRIZ, Incorporator
3958 ESTEPONA AVE.
Miami, Florida 33178

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

BEFORE ME, personally appeared JOHN L. HYDE and Jose V. Eiriz to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 1st day of May, 1996.

Neil A. Katims

NOTARY

PUBLIC, STATE OF FLORIDA

AT LARGE

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of which is contained in the foregoing Articles of Incorporation. 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 1st day of May, 1996.



NEIL A. KATIMS, Attorney at Law
Registered Agent
9485 Sunset Drive #290
Miami, Florida 33173

FILED
96 MAY -7 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01/02/97

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1/02/97

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: THE SOUTHWEST MIAMI SENIOR HIGH SCHOOL ALUMN
AUDIT NUMBER.....H97000000050
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97 JAN -2 PM 12:43

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97 JAN -2 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01/02/97

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NO. 227

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H97000000058

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN -2 PM 2:55

FILED

The Southwest Miami Senior High School Alumni Association Inc.

Pursuant to the provisions of section 617, 1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Article V - Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

SECOND: The date of adoption of the amendment(s) was: DECEMBER 14, 1996

THIRD: Adoption of Amendment (check one)



The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.



There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

The Southwest Miami Senior High School Alumni Association Inc.

Corporation Name

John L. Hyde

Signature of Chairman, Vice Chairman, President or other officer

John Hyde

Typed or printed name

PRESIDENT

Title

DECEMBER 20, 1996

Date

Prepared by: Esteban L. Brown
9360 Sunset Dr., Suite 287
Miami, FL 33173
(305) 271-7697

H97000000058