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10-23-96 11:03AM

305-443-3292

1# 2/10

**N96000005432**

TYPE: EFIL01

CORPORATE NAME: THE HAWKES BLUFF ELEMENTARY FOUNDATION, INC.

JOB-ACCOUNT NUMBER:

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FAX PHONE NUMBER: (305)443-3292

ENTERING NAME/ADDRESS: SIEGFRIED, KIPNIS, RIVERA, LERNER, DE LA TORRE & MOC  
201 ALHAMBRA CIR  
SUITE 1102  
CORAL GABLES

FL 33184- US

CERTIFICATE(S) REQUESTED: NO

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FLORIDA DIVISION

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CONTACT: LISA CARMAN  
PHONE: (305)443-3334

ACCT#: 076424000767

FAX #: (305)443-3292

NAME: THE HAWKES BLUFF ELEMENTARY FOUNDATION, INC.

AUDIT NUMBER.....H96000014899

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 8

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# 1/10

LAW OFFICES  
SIEGFRIED, RIVERA, LERNER, DE LA TORRE & SOBEL, P.A.

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201 ALHAMBRA CIRCLE  
CORAL GABLES, FLORIDA 33134  
DADE (305) 443-3334  
BROWARD (954) 781-1134  
FAX (305) 443-3292  
IN FLORIDA 1-800-737-1390

STEVEN M. SIEGFRIED  
OSCAR R. RIVERA  
LISA A. LERNER  
HELIO DE LA TORRE  
PETER H. EDWARDS  
STUART H. SOBEL

OF COUNSEL

MICHELLE C. FRIGOLA, P.A.  
FORT LAUDERDALE, FLORIDA 33304

MARIA VICTORIA ARIAS  
DANIEL DAVIS, P.E.  
JAMES P. HARRINGTON  
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ARTICLES OF INCORPORATION  
OF  
THE HAWKES BLUFF ELEMENTARY FOUNDATION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

FILED  
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SECRET  
TALLAHASSEE  
FLORIDA

## ARTICLE I

## CORPORATE NAME

The name of this corporation is:

THE HAWKES BLUFF ELEMENTARY FOUNDATION, INC.

## ARTICLE II

## CORPORATE NATURE

This is a nonprofit corporation, organized solely for general purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

## ARTICLE III

## DURATION

The term of existence of the corporation is perpetual.

## ARTICLE IV

## GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of the education and physical facilities at HAWKES BLUFF ELEMENTARY SCHOOL, in Broward County, Florida and any other related or corresponding charitable or educational purposes by the distribution of its funds for such purposes.

B. To seek grants and other financial assistance to support the specific and primary purposes of the corporation.

C. To provide assistance and funding for construction and other improvements at HAWKES BLUFF ELEMENTARY SCHOOL or any off-site facilities serving its students.

OSCAR R. RIVERA, ESQ.  
201 Alhambra Circle #1102  
Coral Gables, Florida 33134  
(305) 442-3334

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D. To support other programs and organizations relating to HAWKES BLUFF ELEMENTARY SCHOOL.

E. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

#### ARTICLE V

##### CORPORATE OFFICE

The corporation's principal office mailing address will be as follows: 201 Alhambra Circle, Suite 1102, Coral Gables, FL 33134-6105.

The corporation's Registered Agent's address: 201 Alhambra Circle, Suite #1102, Coral Gables, FL 33134.

#### ARTICLE VI

##### MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) nor more than nine (9) persons. The number of directors of the initial Board of Directors of the corporation shall be three (3), provided however, that such number may be changed by a Resolution, duly adopted by the Board of Directors.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of the members, following the election of Directors. Annual meetings shall be held at the place selected by the Board of Directors on the first Monday of February of each year at 7:00 P.M., or at such other place or time as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes or the

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proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

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

<u>Name</u>	<u>Address</u>
OSCAR R. RIVERA	201 Alhambra Circle Suite 1102 Coral Gables, Florida 33134
DIANA J. HARTNETT	201 Alhambra Circle Suite 1102 Coral Gables, Florida 33134
PAUL SUID	201 Alhambra Circle Suite 1102 Coral Gables, Florida 33134

B. Corporate Officers. The Board of Directors shall elect the following officers. President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: Diana J. Bartnett,	201 Alhambra Circle Suite 1102 Coral Gables, Florida 33134
Vice President: Oscar R. Rivera,	201 Alhambra Circle Suite 1102 Coral Gables, Florida 33134
Secretary/Treasurer: Paul Suid	201 Alhambra Circle Suite 1102 Coral Gables, Florida 33134

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## ARTICLE VII

## INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, or omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including matters on appeal.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled to by law.

## ARTICLE VIII

## EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, 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 the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

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## ARTICLE IX

## DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational, purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE X

## MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated by the bylaws for this corporation.

## ARTICLE XI

## SUBSCRIBERS

The name and address of the Subscriber of this corporation is as follows:

Oscar R. Rivera, Esq.  
SIEGFRIED, RIVERA, LERNER,  
DE LA TORRE & SOBEL, P.A.  
201 Alhambra Circle - #1102  
Coral Gables, FL 33134

## ARTICLE XII

## AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the

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By-Laws.

## ARTICLE XIII

## DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

## ARTICLE XIV

## REGISTERED AGENT AND OFFICE

The name and address of the corporation's registered agent shall be:

SKRLD, INC.  
201 Alhambra Circle - #1102  
Coral Gables, FL 33134

## ARTICLE XV

## AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

The undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 22<sup>nd</sup> day of October, 1996.

  
Oscar R. Rivera, Incorporator



SENT BY: SIEGFRIED, RIVERA

:10-23-96 :10:34AM :

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STATE OF FLORIDA

COUNTY OF DADE

} SS:

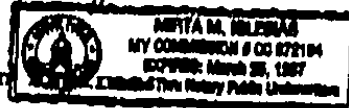
The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of October, 1996, by OSCAR R. RIVERA, who is personally known to me.

*Marta M. Iglesias*  
NAME:

Title:

Serial No.:

My Commission:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF 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:

FIRST: HAWKES BLUFF ELEMENTARY FOUNDATION, INC., WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT 201 ALHAMBRA CIRCLE, SUITE 1102,  
CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED SKRLD, INC.,  
LOCATED AT 201 ALHAMBRA CIRCLE, SUITE 1102, CITY OF CORAL GABLES,  
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

DATED: OCTOBER 22, 1996.

  
Oscar R. Rivera, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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: OCTOBER 22, 1996.

SKRLD, INC., Registered Agent

By:   
OSCAR R. RIVERA  
Florida Bar No. 329193

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