

N96000006149

FRANK D. NEWMAN

SUITE 700, CONCORD BUILDING
66 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

TELEPHONE (305) 374-0109
FAX (305) 374-0104

November 22, 1996

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*****78.75 *****78.75

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

SUBJECT: MILLS FOUNDATION, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and original and one (1) copy of designation and acceptance of resident agent together with our check in the amount of \$78.75 for filing fee and certificate.

FROM:

FRANK D. NEWMAN
66 West Flagler Street
Miami, FL 33130

305/374-0109.

Sincerely,

Frank D. Newman

Frank D. Newman
FDN:g
Enc. *gn*

611-615-296-25258
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 3, 1996

FRANK D. NEWMAN
66 WEST FLAGLER ST
MIAMI, FL 33130

SUBJECT: MILLS FOUNDATION, INC.
Ref. Number: W96000025258

We have received your document for MILLS FOUNDATION, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 896A00054192

ARTICLES OF INCORPORATION
OF
MILLS FOUNDATION, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is
MILLS FOUNDATION, INC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the corporation are:

4765 Lake Road
Miami, Florida 33137

ARTICLE III
PURPOSES

This corporation is organized for the purpose of conducting only those charitable, educational and scientific activities permitted by Sec. 501 (c) (3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

ARTICLE IV
MANNER OF ELECTING DIRECTORS

The activities of the corporation shall be managed by a Board of Directors consisting of not fewer than three persons. The manner in which the directors are to be elected or appointed shall be stated in the by-laws of the corporation.

ARTICLE V
LIMITATION OF CORPORATE POWERS

(a) In the event the general powers granted by the laws of the State of Florida are inconsistent with the provisions of Sec. 501 (c) (3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, the provisions of the latter shall prevail.

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TALLAHASSEE, FLORIDA
STATE

(b) The corporation may receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with these Articles and the by-laws; but no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in such manner as to require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in subparagraphs (d) and (e) below, or as shall in the opinion of the Directors, jeopardize the federal income tax exemption of this corporation pursuant to Sec. 501 (c) (3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

(c) The corporation may make payments or distributions from income or principal or both:

- to or for the use of such charitable organizations, within the meaning of that term as defined in subparagraph (d) below, in such amounts and for such charitable purposes of the corporation as the Directors shall from time to time select and determine; and/or

- directly for such charitable purposes, within the meaning of that term as defined in subparagraph (e) below, in such amounts as the Directors shall from time to time select and determine without making use of any other charitable organization; and/or

- to states, territories or possessions of the United States, a political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for such charitable purposes with the meaning of that term as defined in subparagraph (e) below. Income or principal derived from contributions by corporations shall be distributed for use solely within the United States or its possessions.

No part of the net earnings of this corporation shall inure or be payable to or for the benefit of any private shareholder, director, member, or individual; and no substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. No part of the activities of this corporation shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(d) In these Articles and in any amendments to it, references to "charitable organization(s)" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or any of its possessions, whether under the laws of the

United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is the carrying on of propaganda, or otherwise attempting to influence legislation, and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the organization described in this subparagraph shall be entitled to exemption from federal income tax under Sec. 501 (c) (3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

(e) In these Articles and in any amendments to it, the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary or educational purposes within the meaning of Sec. 501 (c) (3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

(f) The corporation shall be managed by the directors, who shall also be the members.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Frank D. Newman
Suite 700 Concord Building
66 W. Flagler Street
Miami, FL 33130

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Kathryn Mills
4765 Lake Road
Miami, Florida 33137

ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended from time to time by the Directors, provided that no amendment shall authorize the Directors to conduct the affairs of this corporation in any manner or for any purpose contrary to the provisions of Sec. 501 (c) (3) of the Internal Revenue Code, or corresponding sections of any future federal tax code. An amendment to the provisions of this Article IX shall be valid only if and to the extent that such amendment further restricts the Directors power to amend.

ARTICLE X
TERM OF CORPORATE EXISTENCE; DISSOLUTION

This corporation shall exist perpetually and such existence shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

Upon dissolution of the corporation by action of the Directors, which action may be taken by unanimous vote of the then-acting Directors at any time, all assets of the corporation (after making provision for outstanding liabilities) shall be distributed for one or more exempt purposes within the meaning of Sec. 501 (c) (3) of the Internal Revenue Code, or corresponding sections 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.

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 21st day of November, 1996.


Kathryn Mills

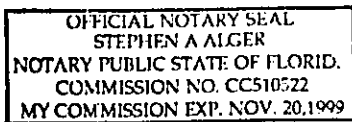
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KATHRYN MILLS, who is personally known to me or who has produced _____ for identification and who is known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 21st day of November, 1996.

My Commission Expires:





NOTARY PUBLIC, State of Florida
At Large

Stephen A. Alger

Print Name and Title

This Instrument Prepared By:

Frank D. Newman
Suite 700, Concord Bldg.
66 West Flagler Street
Miami, Florida 33130

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MILLS FOUNDATION, INC.
2. The name and address of the Registered agent and office is: FRANK D. NEWMAN, Suite 700, Concord Building, 66 West Flagler Street, Miami, Florida 33130

Signature:

Kathryn Mills
KATHRYN MILLS

Title:

Incorporator

Date:

November 21, 1996

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:

Frank D. Newman
FRANK D. NEWMAN

Date:

November 21, 1996