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KRAMER GREEN

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BOYS AND GIRLS CLUBS OF MIAMI FOUNDATION, INC.

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*As 10/6/06 Ref. f.
Amend 10/6/2006*

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR BOYS AND GIRLS CLUBS OF MIAMI FOUNDATION, INC.

a Florida Not for Profit Corporation

The undersigned, as President of BOYS AND GIRLS CLUBS OF MIAMI FOUNDATION, INC., a Florida Not for Profit Corporation, which was originally filed on February 27, 1997, hereby certifies that the following resolution was adopted by the unanimous written consent of all of the directors of the Corporation, by corporate action effective as of October 6, 2006. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

"ARTICLE I
NAME

The name of the Corporation is BOYS AND GIRLS CLUBS OF MIAMI FOUNDATION, INC. (hereinafter called the "Corporation"), which is its original name and which has never been amended.

ARTICLE II
PHYSICAL AND MAILING ADDRESS

The street address and mailing address of this Corporation is:

2805 SW 32nd Avenue
Miami, FL 33133

ARTICLE III
PURPOSES

This Corporation is hereby organized as a not for profit organization and is to be operated exclusively for the benefit of Boys and Girls Clubs of Miami, Inc., a charitable organization. It is the intention of this Corporation that at all times it shall comply with the provisions of the Internal Revenue Code to qualify as a charitable organization and to permit contributions to be deductible by the donor. It is also the intention for this Corporation to be qualified as a "Supporting Organization" as such term is defined in Section 1.509(a)-4 of the Income Tax Regulations.

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ARTICLE IV POWERS

The Corporation shall have the common law and statutory powers of a not for profit corporation which are not in conflict with the terms of the Articles of Incorporation and Bylaws of the Corporation. The Corporation shall also have all the powers necessary to implement the purposes of the Corporation.

In addition to all powers conferred on this Corporation by the State of Florida, the Corporation shall have all such powers incidental to accomplish its purposes and all the powers set forth in Chapters 607 and 617 of the Florida Statutes and the Bylaws of this Corporation, including, but not limited to, the following:

1. To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, any property, either real or personal, of whatever nature or description and wherever situated.
2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, either real estate or personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.
3. To borrow money and, from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for money borrowed or in payment for the property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation, wherever situated.
4. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other securities and property as the Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.
5. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation subject to such limitations as are or may be prescribed by law.

ARTICLE V NO MEMBERS

Pursuant to Section 617.0601, the Corporation shall not have any members, and all corporate powers shall be exercised by or under the authority of the Board of Directors.

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ARTICLE VI
BOARD OF DIRECTORS

1. Original Board of Directors. The Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished, from time to time, pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The names of the initial directors of this Corporation are as follows:

RICHARD M. SEPLER
JAMES T. BERNHARDT
JACK LANGER
ROBERT M. KRAMER
CHARLES G. REBOZO

2. Management by Directors. The property, business and affairs of the Corporation shall be managed by the Board of Directors. The presence of a majority of the directors shall constitute quorum for the transaction of business. The Bylaws shall provide for the meetings of Directors, including an annual meeting.

3. Election of Board of Directors. The method for the election or appointment of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation.

4. Requirement to be a Director. A majority of the Directors must be an officer, director or hold an executive position with the Boys and Girls Clubs of Miami, Inc.

ARTICLE VII
REGISTERED OFFICE AND REGISTERED AGENT

The Street address of the initial registered agent office shall be 4000 Hollywood Boulevard, Suite 485-South, Hollywood, Florida 33021 and the initial registered agent located at such address is ROBERT M. KRAMER.

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of the Corporation, in the manner provided in the Bylaws.

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**ARTICLE IX
DISSOLUTION**

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be turned over to the Boys and Girls Clubs of Miami, Inc. In the event that such organization is not in existence, is insolvent or does not meet the requirements to be a charitable organization, the residual assets shall be turned over to one or more organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for charitable, educational, or scientific purposes only which has a similar purpose to the Boys and Girls Clubs of Miami, Inc. Any such assets not disposed of above shall be disposed by the Circuit Court in and for Miami-Dade County, Florida in the same manner as above and with the same requirements.

**ARTICLE X
AMENDMENT**

These Articles of Incorporation may be amended by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose; provided, however, that notice of the proposed amendment shall be given to each director at least five (5) days prior to the date of the meeting at which the Articles of Incorporation are to be altered, amended or repealed; provided, however, that no notice shall be required if all directors are present and all vote in favor of the amendment. The proposed amendment shall originate with the Board of Directors.

**ARTICLE XI
DEDICATION OF ASSETS TO PROPERTY**

This Corporation is irrevocably dedicated to charitable activities and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director or officers thereof or to the benefit of any private individual.

**ARTICLE XII
INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is:

ROBERT M. KRAMER
4000 Hollywood Boulevard
Suite 485-South
Hollywood, FL 33021

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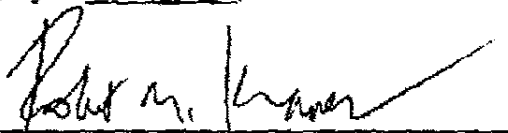
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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on the 6th day of October, 2006.


ROBERT M. KRAMER, President of
BOYS AND GIRLS CLUBS OF MIAMI
FOUNDATION, INC.

ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


ROBERT M. KRAMER, REGISTERED AGENT

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RESTATEMENT OF ARTICLES OF INCORPORATION

CERTIFICATE

BOYS AND GIRLS CLUBS OF MIAMI FOUNDATION, INC.

The undersigned, ROBERT M. KRAMER, as President of BOYS AND GIRLS CLUBS OF MIAMI FOUNDATION, INC. ("Corporation"), a Florida not for profit corporation, makes the following statement required by Section 617.1007 of the Florida Statutes:

- 1) The Corporation's Board of Directors may restate the Articles of Incorporation without a vote of its Members.
- 2) This Restatement contains an amendment, but no member approval is required.
- 3) The duly adopted restated Articles of Incorporation supercede the original Articles of Incorporation and all amendments to them.

Dated this 6th day of October, 2006.

Robert M. Kramer
ROBERT M. KRAMER, President

STATE OF FLORIDA

COUNTY OF Broward

) SS

SWORN TO AND SUBSCRIBED before me, on the day and year last above written by ROBERT M. KRAMER, President, BOYS AND GIRLS CLUBS OF MIAMI FOUNDATION, INC., who is personally known to me or who has produced as identification, and who took an oath.

My commission expires:



DAWN R. BUDAY
MY COMMISSION # DD 511508
EXPIRES: May 27, 2010
Bonded thru Budget Notary Services

Dawn R. Buday
Notary Public, State of Florida

Dawn R. Buday
Typewritten Name of Notary Public

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