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LAW OFFICES OF MARGARITA P. MUIÑA, P.A.

Margarita P. Muíña, J.D., LL.M. (Taxation)

October 31, 1997

Florida Secretary of State
Division of Corporations
Not for Profit Corporations
P.O.Box 6327
Tallahassee, FL 32314

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-11/03/97--01057--010
⑦ ****122.50 ****122.50

Re: Junior Cotillion of Greater Miami

Dear Sirs:

Enclosed please find the Articles of Incorporation together with IRS Form 1023 and a cheque in the amount of \$125.00 covering the filing fees for the above referenced not for profit corporaiton.

Kindly contact the udnersigned with your questions oor comments.

Sincerely yours,

Margarita P. Muina

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enc.

ARTICLES OF INCORPORATION
JUNIOR COTILLION OF GREATER MIAMI, INC.
NON-PROFIT, NON-STOCK CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I. NAME AND LOCATION

The name of the Corporation is Junior Cotillion Of Greater Miami, Inc. and its location shall be 4261 Palm Lane, City of Miami, Dade County, State of Florida.

ARTICLE II. NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida and is organized and operated exclusively for charitable or educational purposes as such is defined under Section 501(c)(3) of the Internal Revenue Act of 1986, as amended from time to time. The Corporation is not formed for pecuniary purposes.

ARTICLE III. DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE IV. PURPOSES

The Corporation is organized, and shall be operated for charitable or educational purposes as such is defined under Section 501(c)(3) of the Internal Revenue Act of 1986, as amended from time to time. Specifically, the Junior Cotillion Of Greater Miami, Inc. will sponsor, arrange and present series of educational classes in social etiquette and dance for children. The Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited

to, to acquire by 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 purpose set forth herein.

The Junior Cotillion of Greater Miami, Inc., may do such other things as are incidental to the charitable or educational purposes of the Corporation.

ARTICLE V. LIMITATION

The net earnings of the Corporation shall not inure to the benefit of or be distributable to its Members, Trustees or Officers, but 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.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. The number of directors constituting the initial Board of Directors of the Corporation is four (4). The names, and addresses of each initial Director of the Corporation is as follows:

1. Elizabeth Whalen, 4261 Palm Lane, Miami, FL 33137.

2. Alba Herzberg, 5205 Alton Road, Miami Beach, FL 33140.
3. Terry Jonas, 526 W. DiLido Drive, Miami Beach, FL 33139.
4. Denise Stamm, 6100 La Gorce Drive, Miami Beach, FL 33140.

ARTICLE VII. ELECTION OF DIRECTORS

Directors are to be elected by the members of the Corporation in the following manner: each director shall be elected by an affirmative vote of the majority of members.

ARTICLE VIII. CORPORATION OFFICERS

The Officers of the Corporation shall consist of a Chairperson, Co-Chairperson, Secretary and Treasurer.

The principal duties of the Chairperson shall be to preside at all meetings of the members and the Board of Directors and to have general supervision of the affairs of the corporation.

The principal duties of the Co-Chairperson shall be to discharge the duties of the Chairperson in the event of absence or disability, for any cause whatsoever, of the Chairperson.

The principal duties of the Secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto, and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to carefully and systematically keep all books, papers, records and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incident to the duties of the Treasurer.

The principal duties of the Treasurer shall be to keep an

account of all monies, credits, and property which shall come into her hands, and to keep an accurate amount of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed of money and property on hand, and generally of all matters pertaining to her office, as shall be required by the Board of Directors.

The Board of Directors may provide the appointment of such additional officers as they may deem for the best interest of the Corporation.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall, from time to time, be imposed or required by the Board of Directors, or as may be prescribed, from time to time, by the bylaws.

ARTICLE IX. ELECTION OF OFFICERS

The officers shall be elected by the Directors, who shall first be elected by the members of the corporation.

ARTICLE X. MEMBERS

There shall be only one class of members. Whenever the Executive Committee of the Corporation determines additional members are desired, the Chairperson of the Membership Committee may write to the membership of the Corporation requesting proposals for membership. The membership proposal shall set forth the qualifications of such proposed member and the reasons why he would

be a benefit to, and should be admitted to membership in the Junior Cotillion Of Greater Miami, Inc.

ARTICLE XI. AMENDMENTS

These Articles may be amended in the manner provided by Statutes at the time of the amendment.

ARTICLE XII. DISTRIBUTION OF ASSETS

The assets of the corporation shall be distributed to a charitable institution selected by the Board of Directors upon dissolution.

ARTICLE XIII. INCORPORATORS

The names and residences of the persons forming this corporation are as follows:

1. Elizabeth Whalen, 4261 Palm Lane, Miami, FL 33137.
2. Alba Herzberg, 5205 Alton Road, Miami Beach, FL 33140.
3. Terry Jonas, 526 W. DiLido Drive, Miami Beach, FL 33139.

Elizabeth Whalen
ELIZABETH WHALEN

Alba Herzberg
ALBA HERZBERG

Terry Jonas
TERRY JONAS

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this _____ day of _____, 1997, for the purposes of forming this nonprofit corporation under the laws of the State of Florida.

SWORN TO AND SUBSCRIBED before me this 4th day of June, 1997 by Terry Jonas who provided Florida Driver's license as identification.



Maria Alexandra Ramirez
My Commission CC588472
Expires Sep. 25, 2000

Maria Alexandra Ramirez

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HERE DUTIES:

DATED THIS _____ DAY OF _____, 1997

Elizabeth Whalen
Registered Agent, Elizabeth Whalen

STATE OF FLORIDA

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) SS
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COUNTY OF DADE

I HEREBY CERTIFY that on this ____ day of _____, 1997, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Elizabeth Whalen, to me well known and to me to be the individual described in and who executed the foregoing instrument as Subscribers to the Articles of Incorporation of and acknowledged to and before me that she signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal, at Miami, Florida, the day and year last above written.

Notary Public
State of Florida
My commission expires _____

FILED
97 NOV -3 AM 8:54
TALLAHASSEE, FLORIDA
SECRETARY OF STATE