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NAME: DADE-MONROE COUNTIES WAGES COALITION, INC.
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**ARTICLES OF INCORPORATION
OF
DADE-MONROE COUNTIES WAGES COALITION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under Chapter 617, Florida Statutes.

ARTICLE I. NAME

The name of the corporation shall be:

DADE-MONROE COUNTIES WAGES COALITION, INC.

ARTICLE II. PRINCIPAL OFFICE AND ADDRESS

The address of the principal office and the mailing address of the Corporation initially shall be:

c/o Roderick N. Petrey, Esq.,
701 Brickell Avenue, Suite 3000
Miami, Florida 33131.

ARTICLE III. PURPOSES

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Code (the "Code"). Within the scope of these tax-exempt purposes, the specific purposes for which the Corporation is organized include, but are not limited to, the following:

A. To plan, coordinate and oversee the delivery of services under the Work and Gain Economic Self-Sufficiency (WAGES) program in Dade and Monroe Counties of the State of Florida as a way of changing the nature of public assistance to needy individuals and families in Dade and Monroe Counties;

This instrument was prepared by:

1

Roderick N. Petrey, Esq.

Holland & Knight LLP

701 Brickell Ave., Suite 3000

Miami, Florida 33131

(305) 374-8500

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FROM

B. To contract with service providers to provide job employment opportunities, job training and education opportunities, and support services, including but not limited to child care and transportation, to meet the needs of eligible existing and former recipients of public assistance who have lost or will lose government benefits after a limited period of time;

C. To coordinate with other private and public service providers, including but not limited to profit-making businesses and government agencies, and to form partnerships and links which may help existing and former recipients of public assistance to find gainful and lasting employment;

D. To promote the quality of participation of existing and former recipients of public assistance in the economic and social life of the community and provide permanent economic and social benefits for low income residents of Dade and Monroe Counties, Florida;

E. To acquire, hold, lease, mortgage or transfer real and personal property; to borrow money and mortgage or place liens on the property of the Corporation; to invest and reinvest funds in securities and property; and to otherwise exercise all of the financial powers permitted for a corporation not for profit in the State of Florida;

F. To exercise all of the corporate powers now or hereafter provided by the laws of the State of Florida applicable to corporations not for profit, and specifically including the powers listed in Section 617.0302, Florida Statutes, and all amendments thereto, pertaining to corporations not for profit in the State of Florida, except where the exercise of such powers would cause the Corporation to violate any of the provisions contained in Article IV of these Articles of Incorporation, including but not limited to promoting, establishing, conducting and maintaining exempt activities on its own behalf and providing assistance or contributions to other corporations, organizations and institutions.

ARTICLE IV. PROHIBITED ACTIVITIES

Notwithstanding any other provisions of these Articles of Incorporation:

A. No substantial part of the activities of the Corporation shall ever be to carry on propaganda, or otherwise to attempt to influence legislation, except to the extent permitted pursuant to an election made under Section 501(h) of the Code, and the Corporation shall not participate in, or intervene in

(including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

B. The Corporation shall not carry on any other activities which are prohibited for (i) a corporation qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(1) or (2) of the Code.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, unless such officer, director or other person is itself an organization qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse reasonable expenditures made on behalf of the Corporation and to make contracts, payments and distributions in furtherance of the purposes set forth in Article III of these Articles of Incorporation.

D. In the event of the dissolution or final liquidation of the Corporation, whether voluntary or involuntary, the Board of Directors shall, after paying all liabilities of the Corporation, transfer all remaining assets of the Corporation exclusively to one or more organizations described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Code or to the federal, state or local governments exclusively for public purposes.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VI. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by or under the supervision of a Board of Directors which shall always have not less than three (3) persons. The number of Directors may be increased from time to time, as provided in the Bylaws. A majority of the Directors shall be individuals who are employed in or represent private organizations. The Corporation shall strive to reflect the ethnic, gender and racial diversity of Dade and Monroe Counties as a whole in its Board of Directors.

The Directors named below shall serve until the first election of Directors as provided in the Bylaws of the Corporation and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected in accordance with the Bylaws at the regular annual meetings of the Corporation. The names and street addresses of the initial Directors are as follows:

| <u>Name</u> | <u>Address</u> |
|------------------------|---|
| Philip Blumberg | Alhambra International Center 255 Alhambra Circle, Suite 1100 Coral Gables, FL 33134-7400 |
| Alex Penelas | 111 NW 1st Street Miami, FL 33128 |
| Robin Reiter-Faragalli | 550 NE 59th Street Miami, FL 33137 |

ARTICLE VII. BYLAWS

The Board of Directors of the Corporation shall have the power to adopt, alter, amend, or repeal Bylaws provided that notice of the proposed action relating to the Bylaws is included in the notice of the meeting at which action is to be taken or is waived in writing by a majority of the Directors.

ARTICLE VIII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation, or any amendment thereto, by an affirmative vote of a majority of the total number of members of the Board of Directors at any regular or special meeting of the Board of Directors provided that notice of the proposed action relating to the Articles of Incorporation is included in the notice of the meeting at which action is to be taken or is waived in writing by a majority of the Directors.

ARTICLE IX. INITIAL REGISTERED AGENT AND OFFICE

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

| <u>Name</u> | <u>Address</u> |
|--------------------------|--|
| Roderick N. Petrey, Esq. | c/o Holland & Knight LLP 701 Brickell Avenue, Suite 3000 Miami, Florida 33131. |

ARTICLE X. INCORPORATOR

The name and address of the Incorporator of the Corporation is:

| <u>Name</u> | <u>Address</u> |
|--------------------------|--|
| Roderick N. Petrey, Esq. | c/o Holland & Knight LLP 701 Brickell Avenue, Suite 3000 Miami, Florida 33131. |

Executed at Miami, Florida, this 17th day of December 1997.

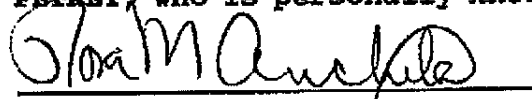


Roderick N. Petrey
Incorporator

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17 day of December 1997 by **RODERICK N. PETREY**, who is personally known to me and did not take an oath.



Name: _____
Commission No.: _____
Commission Expires: _____
Notary Public
State of Florida at Large



ROSA MANCHETA
My Commission 00421027
Expires Nov. 16 1998
Bonded by ANR
800-852-6676

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

The DADE-MONROE WAGES COALITION, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, has named Roderick N. Petrey, Esq., as its agent to accept service of process within this State.

Having been named to accept service of process for the Corporation, at the place designated in this Certificate, I agree to act in that capacity, to accept the obligations imposed by Section 617.023, Florida Statutes, and am familiar with the obligations imposed by that position.



Roderick N. Petrey
Initial Registered Agent

December 17, 1997

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA