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MEMORANDUM

TO: Department of State
FROM: Celisa D. Benitez
Date: January 6, 1998

Attached please find the original Articles of Incorporation for Calder Race Course Education Foundation, along with a check in the amount of \$122.50, which constitutes the filing fee and a certified copy of same. Please give me a call upon completion at 222-7717. Thank you for your courtesy in this matter.

\cdg

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RECEIVED
98 JAN -6 AM 11:20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
98 JAN -6 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Roffe JAN 6 1998

ARTICLES OF INCORPORATION
OF
CALDER RACE COURSE EDUCATION FOUNDATION, INC.

FILED
98 JAN -6 PM 4: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

CALDER RACE COURSE EDUCATION FOUNDATION, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are:

In particular, to encourage the pursuit of higher education among deserving youth in the State of Florida and in particular the greater Miami-Dade and Broward County area.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under

Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the

applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

Members of the corporation shall consist of:

(a) Individuals serving as Directors of the corporation; such members shall be voting members of the corporation.

(b) To become a voting member of the corporation, an individual shall be elected to be a member of the Board of Directors of the corporation. When an individual ceases to be a member of the Board of Directors they shall cease to be a voting member of the corporation until such time as they again become a director or until such time as a majority of the Board of Directors vote to make the individual a voting member of the corporation.

(c) In addition to voting members of the corporation, the corporation may have advisory members who shall be nonvoting members of the corporation. All members of the Advisory Board of the corporation shall be advisory members, and shall be elected by a majority vote of the voting members of the corporation. Such nonvoting members of the corporation may be removed as provided in the By-laws.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than eleven (11) persons. The number of directors shall be fixed in the By-Laws. Directors shall be elected as provided in the By-Laws.

The officers shall consist of a President, a Secretary and a Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In no event shall it be a requirement that an officer be a member of the Board of Directors. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election are as follows:

<u>Name</u>	<u>Office</u>
C. Kenneth Dunn	President
Michael Abes	Secretary/Treasurer

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first election are as follows:

<u>Name</u>	<u>Address</u>
C. Kenneth Dunn	21001 N.W. 27th Avenue Miami, Florida 33056
Alberto Gutman	681 SW 28th Road Miami, Florida 33129
Willie F. Logan	490 Oka-Locka Blvd, #21 Oka-Locka, Florida 33054-3563

ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Members at the annual meeting of the Members or at a duly called meeting of the Members in accordance with the By-Laws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal

Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.
No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

225 South Adams Street, Suite 250
Tallahassee, Florida 32301

The name of the initial registered agent of this corporation shall be:

Wilbur E. Brewton

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be:

21001 N.W. 27th Avenue
Miami, Florida 33056

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

C. Kenneth Dunn
21001 N.W. 27th Avenue
Miami, Florida 33056

IN WITNESS WHEREOF, I have set my hand and seal this 30th day of December, 1997.

C. Kenneth Dunn
C. Kenneth Dunn

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 30th day of December, 1997,
by C. Kenneth Dunn.

NOTARY PUBLIC - STATE OF FLORIDA
KATHLEEN D. STANDRIDGE
COMMISSION # CC640131
EXPIRES 7/19/2001
BONDED THRU ASA 1-888-NOTARY1

AFFIX NOTARY STAMP

Kathleen D. Standridge
Signature of Notary Public

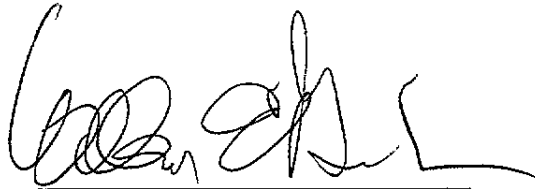
Kathleen D. Standridge
(Print Notary Name)

My Commission Expires: 7/19/2001
Commission No.: CC 640131

Personally known, or
 Produced Identification
Type of Identification Produced:

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of CALDER RACE COURSE EDUCATION FOUNDATION, INC., I hereby accept and agree to act in this capacity.



Wilbur E. Brewton

FILED
98 JAN -6 PM 4: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA