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FLORIDA NON-PROFIT CORPORATION

MIAMI RIVER FUND, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MIAMI RIVER FUND, INC.
(A Corporation Not for Profit)

I, the undersigned, acting as incorporator of a corporation, being a natural person of the age of twenty-one years or more and citizen of the United States pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be:

MIAMI RIVER FUND, INC.

ARTICLE II - DURATION

The period of the duration of this corporation shall be perpetual, unless dissolved according to law. The effective date shall be the date of the filing with the Florida Secretary of State.

ARTICLE III - PURPOSE

This Corporation is organized exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The primary purposes of the Corporation shall be to serve as the official coordinating clearinghouse for all public policy and projects related to the Miami River; to unite all governmental agencies, businesses, and residents in the area to speak with one

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voice on Miami River issues; to develop coordinated plans, priorities, programs, projects and budgets that might substantially improve the Miami River area; and to act as the principal advocate and watchdog to ensure that Miami River projects are funded and implemented in a proper and timely manner.

**ARTICLE IV - GENERAL STATEMENT AS TO FEDERAL INCOME TAX
CONSEQUENCES**

1. At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution or winding up of this Corporation, voluntary or involuntary, or by operation of law:

A. This Corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify, as a Corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereafter sometimes referred to as "the Code"), contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which might cause the loss of such qualification.

B. No part of the assets or net earnings of this Corporation shall ever be used, nor shall this Corporation be organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Code.

C. This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate or intervene in any manner, to any extent, in any political campaign on behalf of (or in opposition to) any candidate for public office, whether by publishing or distributing statements, or otherwise.

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E. At no time shall this Corporation engage in any activities which are unlawful under the laws of the United States of America, the state of Florida or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Internal Revenue Code of 1986.

F. No compensation, loan or other payment shall be paid or made to any officer, director, incorporator of this Corporation, or substantial contributor to it, unless such payment is permissible under paragraph H of this article and except as a reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of this Corporation; and no part of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among any such person or persons, or inure to, be used for, accrue to or to the benefit of any such person or private individual (pursuant to the prohibition contained in Section 501(c)(3) of the Code).

G. No solicitation of contributions to this Corporation shall be made, and no gift, bequest or devise to this Corporation shall be accepted, upon any condition or limitation which, in the opinion of the Corporation, may cause the Corporation to lose its exemption from payment of federal income taxes.

H. Notwithstanding any other provisions of these articles, if at any time or times the Corporation shall be a "private foundation" as defined in Section 509 of the Code, then during such time or times the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code; shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Code; shall not make any investment in any manner as to subject the Corporation to tax under Section 4944 of the Code; and shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

2. Upon the termination, dissolution or winding up of this Corporation in any manner or for any reason, its assets, if any,

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remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, one or more organizations described in Section 501(c)(3) of the Code, and such organization or organizations shall not be "private foundations" within the meaning of the Internal Revenue Code and shall be "publicly supported" within the meaning of the Code.

3. Any references herein to any provision of the Internal Revenue Code of 1986 shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

ARTICLE V - MEMBERSHIP

Membership in the Corporation is divided into two classes, one class to be known as the directors, and the other class to be known as general members. The directors shall be the members of this Corporation with the sole voting power in the management, control and operation of the Corporation. Collectively, the directors shall constitute the Board of Directors.

General members of this Corporation may be natural persons, corporations, foundations or other legal entities, including governmental bodies, and such members may be admitted to the Corporation by a majority vote of the Board of Directors. The directors may establish categories of general membership. The conditions and regulations of general membership and the rights and other privileges of the various categories of general membership in the Corporation shall be determined by the directors.

ARTICLE VI - BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, its Board of Directors. The Board of Directors shall consist of any number to be determined by the Board of Directors from time to time, except that the number can never be less than three (3). The manner in which the directors are to be elected shall be determined by the bylaws.

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The names and addresses of the persons who are to serve as the initial directors are as follows:

Robert L. Parks - 330 Alhambra Circle, Coral Gables, FL 33134
Philip Everingham - 2602 San Domingo, Coral Gables, FL 33134
Richard Bunnell - 1620 S. Bayshore Court, Miami, FL 33133
Sallye Jude - 118 S.W. South River Drive, Miami, FL 33130

ARTICLE VII - LIMITATION OF MEMBERS' LIABILITY

The private property of the officers, directors and members of this Corporation shall not be liable for its corporate debts. To the extent permitted by Florida Statutes and by the applicable provisions of the Internal Revenue Code and regulations governing 501(c)(3) organizations, the Corporation shall indemnify and defend its officers and its directors and members from and against liability arising from their offices or for their acts on behalf of the Corporation.

ARTICLE VIII - NON-STOCK CORPORATION

The Corporation shall be non-stock, and no dividends or pecuniary benefits shall be declared or paid to the members thereof.

ARTICLE IX - ELECTION OF OFFICERS

The officers shall be elected by the Board of Directors.

ARTICLE X - AMENDMENT OF ARTICLES

These articles may be amended in the manner provided by statute at the time of the amendment, provided, however, that no such amendment shall be made or effective unless a resolution approving same shall have been duly adopted by the Board of Directors of the Corporation.

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**ARTICLE XI
PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION,
STREET ADDRESS OF REGISTERED OFFICE,
AND DESIGNATION OF INITIAL REGISTERED AGENT**

The principal office and mailing address of the Corporation and the initial registered office address are Robert L. Parks, Esq., Haggard, Parks & Stone, P.A., 330 Alhambra Circle, Coral Gables, FL 33134 who is located at such address, has been named the initial registered agent of the Corporation.

ARTICLE XII - INCORPORATOR

The name and address of the original incorporator of the Articles of Incorporation are: Thomas M. Parker, 100 S. E. Second Street, 17th Floor, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of September, 1998.



THOMAS M. PARKER

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as Registered Agent for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of law in relation thereto.



Robert L. Parks, Esq.

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