

# MIAMI-DADE COUNTY PUBLIC SCHOOLS

SCHOOL BOARD ADMINISTRATION BUILDING • 1450 NORTHEAST SECOND AVENUE • MIAMI, FLORIDA 33132

**Roger C. Cuevas**  
Superintendent of Schools

**Phyllis O. Douglas**  
Board Attorney

(305) 995-1304

October 1, 1998

## Miami-Dade County School Board

Dr. Solomon C. Stinson, Chair  
Mr. Demetrio Pérez, Jr., Vice Chair  
Mr. G. Holmes Braddock  
Mr. Renier Diaz de la Portilla  
Ms. Perla Tabares Hantman  
Ms. Betsy H. Kaplan  
Dr. Michael M. Krop  
Mrs. Manty Sabatés Morse  
Dr. Frederica S. Wilson

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State of Florida  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

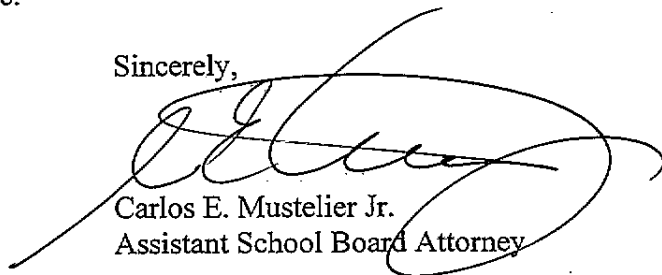
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\*\*\*\*122.50 \*\*\*\*\*78.75

To Whom it May Concern:

Enclosed please find the Articles of Incorporation for the Keep Me Safe/Stop Day Foundation, Inc. Also included is a check for \$122.50. This is to cover the costs of incorporation, designation of the registered agent, and a certified copy of the articles.

By way of this letter, we are requesting a Certified Copy of the Articles of Incorporation of the Keep Me Safe/Stop Day Foundation, Inc.

Sincerely,



Carlos E. Mustelier Jr.  
Assistant School Board Attorney

cc: Dr. Frederica S. Wilson  
Ms. Carol Cortes

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT -5 AM 11:25

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D. BROWN OCT - 8 1998

ARTICLES OF INCORPORATION

FOR

KEEP ME SAFE/STOP DAY FOUNDATION, INC.

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PREAMBLE

I, the undersigned, being of legal age and a natural person, with the approval of The School Board of Miami-Dade County, Florida ("School Board"), do hereby subscribe to acknowledge and file the following Articles of Incorporation to form a not-for-profit corporation for educational purposes under the provisions of Section 237.40 and Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of this corporation shall be:

KEEP ME SAFE/STOP DAY FOUNDATION, INC. ("Corporation"); and the principal place of business shall be in Miami, Miami-Dade County, Florida. 1450 N.E. 2nd Avenue, Miami, Florida 33132.

ARTICLE II

OBJECT AND PURPOSE

The purposes for which this Corporation are formed are:

(a) To enter into, make, and perform contracts and agreements; to purchase or otherwise acquire, hold, lease, encumber, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of any real, personal, or intangible personal property in the same manner and to the same extent as a natural person might do for the benefit of and in furtherance of the educational purposes of the School Board as provided in Section 237.40, Florida Statutes.

(b) To engage, promote, and participate in any activity or program for the purpose of increasing awareness of the dangers of juvenile crime, assisting law enforcement in the prevention of criminal activity affecting school age children from Kindergarten to twelfth (12th) grade, and encouraging participation from local law enforcement personnel, politicians, school-age children and their parents, and many other constituents from throughout the county in the prevention of violence against school-age children.

(c) To carry on or engage in any activity which the Corporation may deem appropriate or convenient in connection with the purposes herein above stated and to use any and all of its

assets from whatever source obtained, either the principal or income therefrom, either immediately or in the future, for the furtherance of the corporate purposes and objects.

(d) All assets and earnings of this Corporation shall be used exclusively for the purposes herein above stated including the payment of expenses incident hereto, and no part of the net earnings of the Corporation shall inure to the benefit of any private person, entity or individual.

(e) In the event of dissolution of this Corporation, all the remaining assets of the Corporation shall be distributed to the School Board and used only for educational purposes.

(f) The Corporation shall have all powers now provided or which may hereafter be provided for corporations not-for-profit by the laws of Florida, and to this effect, the Corporation shall be empowered to do all acts and things as from time to time may be necessary or expedient as a means of accomplishing its purposes.

(g) Notwithstanding any other provision of these Articles, the Corporation shall not engage in any activities prohibited (a) of a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) of a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

(h) The Corporation shall not be empowered to do any act or thing which would cause it to lose its status as a not-for-profit corporation under the laws of the United States or of the State of Florida.

### ARTICLE III

#### MEMBERSHIP

The membership of the Corporation shall be the Board of Directors and all other persons who qualify and are admitted to membership according to the Bylaws, and the Corporation shall have no other members. The membership, or any interest in such membership, shall not be assignable or otherwise transferable. Membership shall be evidenced by a Certificate of Membership which shall contain the statement, printed prominently on the face of the Certificate, that the Corporation is a not-for-profit corporation.

### ARTICLE IV

#### TERM OF EXISTENCE

The term for which this Corporation shall exist shall be perpetual.

ARTICLE V

NAME OF INCORPORATOR

The name and residence address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Dr. Frederica S. Wilson	13131 N.W. 26th Court Miami, Florida 33167

ARTICLE VI

DIRECTORS

(a) The property, business, and affairs of this Corporation shall be managed by a Board of Directors which shall consist of 7. Said Board of Directors shall have the rights and duties of directors of corporations under Chapter 617, Florida Statutes. In no event shall the number of Directors be less than three. If the number of Directors determined as provided above should ever be less than three, the remaining Directors shall appoint temporary Directors in such capacity until the number of members 5.

(b) The name and address of each person who is to serve as initial directors shall be forth coming. The manner in which the directors are appointed or elected is as stated in the By-Laws.

ARTICLE VII

BYLAWS

The Bylaws of this Corporation may be adopted, amended, modified, or rescinded as from time to time deemed necessary by the Directors of this Corporation.

ARTICLE VIII

REGISTERED OFFICE

The initial registered office of this Corporation shall be at 1450 N.E. 2nd Avenue, Miami, Florida 33132. The initial registered agent at that address shall be Mr. Roger Cuevas, Superintendent of the Miami-Dade County Public Schools.

IN WITNESS THEREOF, I have hereunto set my hand, this 12th day of August, 1998.



Dr. Frederica S. Wilson

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: "Keep Me Safe/Stop Day Foundation, Inc."

2. The name and address of the registered agent and office is:

Roger C. Cuevas, Superintendent of Schools

(Name)

1450 Northeast Second Avenue,

(P.O. Box not acceptable)

Miami, Florida 33132

(City/State/Zip)

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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)

10/6/98  
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314