

Related Services, Inc.  
2 South Biscayne Boulevard  
Post Office Box 11-1351  
Miami, Florida 33131

Tel. (305) 374-3186 / Fax. (305) 374-3187

N9900000/398

VIA OVERNIGHT MAIL

March 1, 1999

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399  
Tel. (904) 487-6052

100002792021--3  
-03/02/99--01043--012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: MIAMI CIRCLE PRESERVATION FOUNDATION, INC.

Enclosed please find the following:

1. This Transmittal Letter regarding the above-referenced Corporation;
2. Articles of Incorporation of Miami Circle Preservation Foundation, Inc.
3. Check made payable to Department of State in the amount of \$87.50;  
(includes Filing Fee, R.A. Fee, Certified Copy, and Certificate)

Please process the enclosed Articles of Incorporation and Check for fees and return all applicable documents to the above-referenced address.

If you have any questions, or need additional information please contact me at the above address, or telephone / facsimile numbers.

Related Services, Inc.

By: 

Michael Uribe, President

MU/wp  
Enclosures (as stated above)

DMC  
3-8-99

99 MAR -2 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**MIAMI CIRCLE PRESERVATION FOUNDATION, INC.**  
**(A NOT-FOR-PROFIT FLORIDA CORPORATION)**

**FILED**  
**99 MAR -2 AM 9:00**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

THE UNDERSIGNED forms a not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, as amended, and hereby certifies as follows:

**ARTICLE I**

**NAME**

The name of this Corporation shall be:

MIAMI CIRCLE PRESERVATION FOUNDATION, INC.

**ARTICLE II**

**ADDRESS OF INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is:

Miami Circle Preservation Foundation, Inc.  
2 South Biscayne Boulevard  
Post Office Box 11-1351  
Miami, Florida 33111-1351

**ARTICLE III**

**PURPOSES OF CORPORATION**

The purposes for which this Corporation is organized are:

A. Exclusively charitable, scientific, literary and educational within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"), and notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code

Section 501(c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. The Corporation's purposes shall include, but are not limited to:

(i) the formation of an association to preserve or further the preservation of the archeological discovery located on or about the south side of the mouth of the Miami River located in Miami, Florida;

(ii) to manage, operate and maintain an operation for the benefit of the archeological discovery located on or about the south side of the mouth of the Miami River located in Miami, Florida;

(iii) raising funds to support the aforementioned activities and other activities by soliciting charitable contributions from corporations, partnerships, limited liability companies and other businesses, private individuals, charitable organizations and private foundations, and other persons;

(iv) receiving by way of gift, purchase, grant, devise, will or otherwise, real, personal or mixed property;

(v) holding, using, maintaining, leasing, donating, pledging, encumbering, loaning, selling, conveying and otherwise disposing of all such property in furtherance of the objectives and purposes of this Corporation; and

(vi) doing all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding Treasury Regulations for an entity which qualifies under Code Section 501(c)(3).

C. This Corporation is a not-for-profit corporation organized pursuant to the Florida Not-For-Profit Act, and is created, organized and shall be operated exclusively for educational, charitable, scientific and literary purposes.

D. This Corporation does not contemplate any pecuniary gain or profit to directors or officers thereof and no part of any earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and the Corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation), and no director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. However, the Corporation may confer benefits in the form of distributions, upon dissolution or otherwise, upon any not-for-profit corporation described in Code Sections 501(c)(3) and 170(c)(2) as specified below.

E. No substantial part of the activity of the Corporation shall include or consist of the carrying on of propaganda or of otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in or do any other act in connection with any political campaign on behalf of any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate).

F. All the property of this Corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all liabilities of the Corporation, be distributed to one or more organization which are organized and exist exclusively for educational, scientific, charitable, or literary purposes, which at the time of such dissolution, qualify as an exempt organization under Code Sections 501(c)(3), 170(c)(2) and 509(a)(1) or (2) or any corresponding section of any prior or future Internal Revenue Code, or to the United States, the State of Florida, the County of Dade or other local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such

charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

#### **ARTICLE IV**

##### **DIRECTORS**

The affairs of the Corporation are to be managed by a Board of Directors consisting of no less than three (3) Director, which number may be increased from time to time as provided in the Corporation's Bylaws. The method of election and appointment of the directors of the Corporation shall be as set forth in the Corporation's Bylaws.

#### **ARTICLE V**

##### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

M. Uribe  
Dupont Plaza Center  
200 Biscayne Boulevard Way, Suite 9-C  
Miami, Florida 33131

#### **ARTICLE VI**

##### **INCORPORATOR**

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

M. Uribe  
Dupont Plaza Center  
200 Biscayne Boulevard Way, Suite 9-C  
Miami, Florida 33131

## **ARTICLE VII**

### **BY-LAWS**

The power to adopt, alter, amend or appeal the By-Laws shall be vested in the Board of Directors, and the By-Laws shall be hereby adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed in whole or in part in the manner provided therein.

## **ARTICLE VIII**

### **INDEMNIFICATION**

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, as amended Florida Statutes.

## **ARTICLE IX**

### **AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Articles of Incorporation may be proposed by a director and presented as provided in the By-Laws to a quorum (as defined therein) of the Board of Directors for their vote; amendments may be adopted by a majority of the members of the Board of Directors of the Corporation at a meeting in which a quorum exists.

## **ARTICLE X**

### **MEMBERS**

This Corporation shall no members.

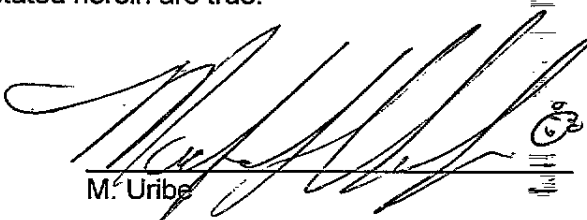
**ARTICLE XI**

**COMMENCEMENT**

This Corporation shall commence its corporate existence upon the filing of these Articles of Incorporation.

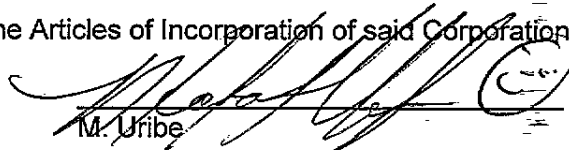
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.

DATED: March 1, 1999

  
M. Uribe

**ACCEPTANCE**

M. Uribe, located at 200 Biscayne Boulevard Way, Suite 9-C, Miami, Florida 33131 agrees to act as initial Registered Agent for MIAMI CIRCLE PRESERVATION FOUNDATION, INC., a not-for-profit corporation, as stated in the Articles of Incorporation of said Corporation.

  
M. Uribe