

N12000001177

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

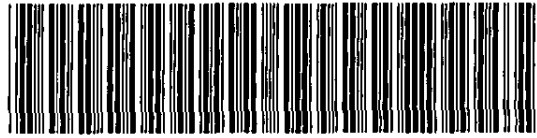
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400219534804

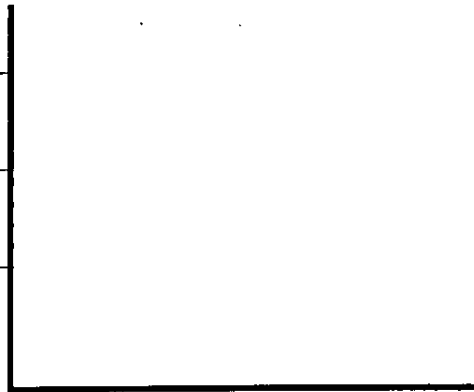
02/01/12--01024--009 **78.75

RECEIVED
12 FEB - 1 PM 2:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
12 FEB - 1 PM 2:43
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

VAH

Lynn Thomas
 Requester's Name
 131 Gadsden St.
 Address
 Tallahassee FL 32302
 City/State/Zip Phone #



Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Save our Matheson Hammock Park, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

FILED

12 FEB -1 PM 2:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SAVE OUR MATHESON HAMMOCK PARK, INC.

The undersigned, acting as incorporator of this Corporation not for profit pursuant to Chapter 617, Florida Statutes, adopts the following articles of incorporation and states as follows:

ARTICLE I
Name and Principal Place of Business

The name of the corporation is "Save Our Matheson Hammock Park, Inc." The initial principal place of business is 121 Alhambra Plaza, Suite 1100, Coral Gables, Florida 33134.

ARTICLE II
Duration

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III
Purposes

The purpose for which this corporation is created and maintained shall be exclusively for the promotion of social welfare and no activities which are not permitted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended, shall be permitted.

The corporation shall have the following specific powers:

- (1) To gather, analyze and disseminate data and information and to educate citizens and local elected and appointed officials on matters relating to zoning and land use in Miami-Dade County and the City of Coral Gables, generally, and relating to

Matheson Hammock Park and proposed developments in the area of the Park, particularly.

- (2) To work to preserve and maintain Matheson Hammock Park in similar fashion to how it now exists so that future generations will be able to enjoy its natural beauty.
- (3) To serve as a core organization to bring together citizens, governmental entities, public officials and representatives of other organizations which have the common goals stated above;
- (4) To conduct fundraising activities for the production of revenues adequate to carry out the purposes of the corporation through its own activities or by supporting the activities of other individuals or groups which share common goals with the corporation;
- (5) To employ staff, consultants, attorneys and accountants to ensure that all regulatory provisions are abided and the corporation's goals are achieved;
- (6) To disseminate to the public, civic and governmental organizations and other non-profit and business entities information relating to the purposes of the corporation and such other subjects as may from time to time arise;
- (7) To exercise powers permitted by Florida law for a corporation not for profit;
- (8) To conduct such other related activities permitted to be conducted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended.

ARTICLE IV
Restrictions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered by directors,

officers, members and other private citizens and to make payments and distributions in furtherance of the purposes set forth in Article III, hercof and to pay or reimburse the reasonable expenses of fundraising or incurred in carrying out the objectives of the corporation.

ARTICLE V
Members

The incorporator shall be the initial member of the corporation, shall be deemed the "Founding Member" and shall appoint the initial Board of Directors of the corporation.

Other classifications of membership may be established by the Board of Directors as provided in the by-laws of the corporation and may consist of separate categories of membership, each with different rights and responsibilities.

ARTICLE VI
Resident Office and Agent

The street address and city of the registered office of the corporation is:

2320 Ponce de Leon Boulevard
Coral Gables, Fl. 33134

The name of the initial registered agent at such address is Carlos E. Padron.

ARTICLE VII
Board of Directors

The number of persons constituting the Board of Directors of the corporation shall not be less than three (3). The number of Directors shall be established in the by-laws. The by-laws shall provide the process for the selection of Directors; provided, however, the incorporator, who is the Founding Member of the corporation, shall appoint the initial Board of Directors who shall serve until successors qualify in accordance with the by-laws. There shall be no limit on the number of terms a Board member may serve unless provided otherwise in the by-laws. The term of office of Board members shall be stated in the by-laws. The Board of Directors may authorize reimbursement

of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes.

Nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving additional compensation therefore.

The by-laws may provide for an Executive Committee of the Board. The Board of Directors may establish other committees as may be from time to time be determined necessary and appoint the membership on such committees.

ARTICLE VIII
Officers

The corporation shall have such Officers as may be provided for in the by-laws. The manner of selection of Officers shall also be provided for in the by-laws; provided, however, the initial officers shall be appointed by the incorporator. The corporation shall have at least the following Officers - President/Chair, Secretary and Treasurer.

An individual may hold more than one office in the corporation. Duties of Officers shall be described in the by-laws.

ARTICLE IX
Indemnification of Officers and Directors

Officers and Directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, (including any incurred in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office as provided in the by-laws. The corporation may purchase and maintain insurance on behalf of all Officers and Directors against any such liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE X
Non-Stock Basis

This corporation is organized on a non-stock basis.

ARTICLE XI
Dissolution

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future United States Internal Revenue law or to the federal, state or local government to be used for exclusively public purposes.

ARTICLE XII
Amendments

These Articles of Incorporation may be amended by majority vote of the Directors as provided in Section 617.1002(1)(b), Florida Statutes, at a meeting called for such purpose.

ARTICLE XIII
Incorporator

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

Miguel B. Fernandez
121 Alhambra Plaza
Suite 1100
Coral Gables, Fl. 33134

IN WITNESS WHEREOF, I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section.817.155, Florida Statutes.

Miguel B. Fernandez
INCORPORATOR

FILED

VERIFICATION

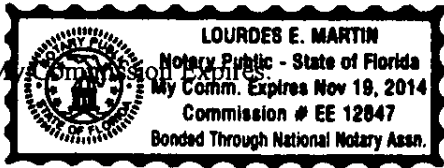
12 FEB +1 PM 2:43

STATE OF FLORIDA)
COUNTY OF MIAMI/DADE)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 30 day of January, 2012, by Miguel B. Fernandez, who is personally known to me or has produced satisfactory evidence of identification.

WITNESS my hand and seal in the County and State named above on this 30th day of January, 2012.



Lourdes E. Martin
NOTARY PUBLIC

Notary Public: Lourdes E. Martin
Printed Name

(Type of Identification Produced: _____)

ACCEPTANCE BY REGISTERED AGENT

Carlos E. Padron, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of this acceptance, does hereby agree to accept service of process for the above stated corporation at the place designated in this certificate, that I am familiar with and accept the appointment as registered agent and agree to act in this capacity and agree to maintain normal business hours at the following address: 2320 Ponce de Leon Boulevard, Coral Gables, Florida 33134.

Carlos E. Padron

Carlos E. Padron