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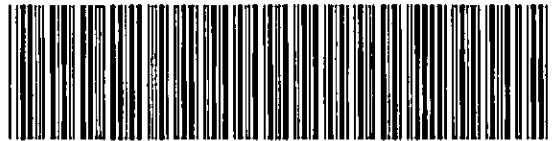
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Name:	Miami-Dade Fawlfoundation, Inc. (FL)
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Thank you!

ARTICLES OF INCORPORATION

OF

MIAMI-DADE FAWL FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a Florida not for profit corporation pursuant to and in accordance with the Florida Not For Profit Corporation Act (the "*Act*"), hereby adopts the following Articles of Incorporation:

Article I – NAME

The name of the corporation is **Miami-Dade FAWL Foundation, Inc.** (the "*Foundation*").

Article II – ADDRESS

The initial principal place of business and the mailing address of the Foundation is:

1395 Brickell Avenue
Miami, Florida 33131

Article III – PURPOSES AND POWERS

3.1 Purposes. The Foundation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "*Code*") that include, but are not limited to, funding, administering, implementing, operating and assisting programs that:

- a) Expand and improve representation and advocacy on behalf of low-income persons and children;
- b) Expand educational opportunities for women and minorities;
- c) Promote social justice;
- d) Improve the administration of justice; and
- e) Promote service to the public by members of the legal profession and others in the community.

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3.2 Powers. The Foundation shall have all powers provided for in the Act.

Article IV – MANNER OF ELECTION

The manner in which directors are elected or appointed is as provided in the Bylaws of the Foundation.

Article V – INITIAL DIRECTORS

The initial directors of the Foundation, and their respective addresses, are:

Name: Ardith M. Bronson
Address: 200 S. Biscayne Boulevard, Suite 2500
Miami, Florida 33131

Name: Lara B. Bach
Address: 1395 Brickell Avenue
Miami, Florida 33131

Name: Kathleen S. Phang
Address: 1450 Brickell Avenue, Suite 1900
Miami, Florida 33131

Article VI – REGISTERED AGENT

The name and Florida street address of the initial registered agent is:

Ardith M. Bronson
200 S. Biscayne Boulevard, Suite 2500
Miami, Florida 33131

Article VII – EFFECTIVE DATE

The effective date for this Foundation shall be upon filing these Articles of Incorporation.

Article VIII – LIMITATIONS

8.1 Use of Property, Funds, and Income. No part of the property, funds or income of the Foundation shall be distributed to nor shall any part of the net income, if any, of the Foundation inure to the benefit of its members, directors, officers, or any other private individual, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

8.2 Political Activity. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent

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permitted by the Code, whether pursuant to an election under Section 501(h) or otherwise, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

8.3 Other Activities. Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States internal revenue law), or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States internal revenue law).

Article IX – TERM; DISSOLUTION

9.1 Term. The Foundation shall have perpetual existence.

9.2 Dissolution. In the event of dissolution, all of the remaining assets and property of the Foundation shall, after payment of indebtedness, and expenses necessary to the dissolution and winding-up the affairs of the Foundation, be distributed to such organization or organizations organized and operated exclusively for one or more exempt purposes (other than a religious purpose) within the meaning of Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or to the federal government or state or local governments for a public purpose, as the Foundation's Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Article X – BYLAWS

The Foundation's Board of Directors shall make and adopt Bylaws for the Foundation. The Foundation's Board of Directors shall have the power to alter, amend, or repeal the Bylaws or adopt new Bylaws.

Article XI – DIRECTOR AND OFFICER COMPENSATION

The Foundation's directors and officers shall not receive compensation, directly or indirectly, for their services as directors and officers. This prohibition shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Foundation that are reasonable in character and amount and approved for payment in the manner provided in the Bylaws.

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Article XII – AMENDMENTS

11.1 Notice of Amendments. Notice of the subject matter of any proposed amendments to these Articles of Incorporation shall be included in the notice of the meeting at which any proposed amendments are considered.

11.2 Procedure. These Articles of Incorporation may be amended by the Foundation's Board of Directors in a duly called meeting as provided in the Foundation's Bylaws.

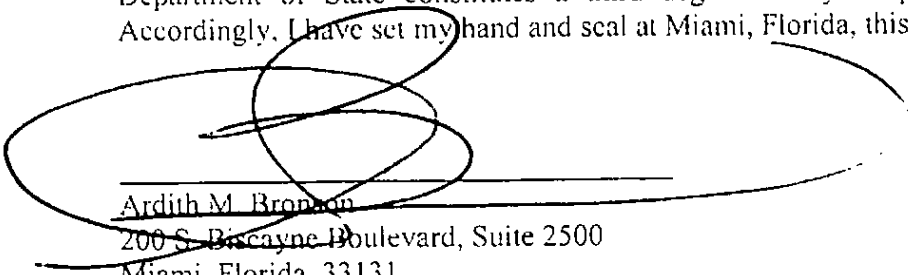
11.3 Effective Date. Any amendment to these Articles of Incorporation approved and adopted by the Foundation's Board of Directors shall be effective upon filing with the Secretary of State as provided by law, unless the Board of Directors selects a different effective date in accordance with the Act.

Article XII – MISCELLANEOUS

The Foundation may receive, by contribution, gift, bequest, devise, or in any other manner, money, assistance, and any other form of real, personal, or mixed property, from any person, firm or corporation to be used in the furtherance of the purposes of the Foundation, provided, however, that gifts shall be subject to acceptance by the Foundation in the manner provided by the Board of Directors.

Article XIV – INCORPORATOR

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a not for profit corporation under the laws of the State of Florida, and does make and file this certificate hereby declaring and certifying that the facts set forth 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 s.817.155, F.S. Accordingly, I have set my hand and seal at Miami, Florida, this 29th day of May, 2018.

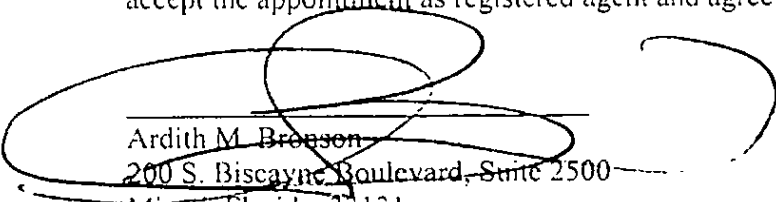


Ardith M. Bronson
200 S. Biscayne Boulevard, Suite 2500
Miami, Florida 33131

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Certification of Registered Agent

Having been named as registered agent to accept service of process for the Foundation at the place designated in Article VI of these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Ardith M. Bronson
200 S. Biscayne Boulevard, Suite 2500
Miami, Florida 33131

5/29/2018
Date

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