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**FLORIDA NON-PROFIT CORPORATION**

**OUR KIDS OF MIAMI-DADE/MONROE, INC.**

Certificate of Status	1
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ARTICLES OF INCORPORATION OF  
OUR KIDS OF MIAMI-DADE/MONROE, INC.

A Florida Corporation Not for Profit

The undersigned incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes, as amended.

ARTICLE I

Name

The name of this corporation will be Our Kids of Miami-Dade/Monroe, Inc. The mailing address of the Corporation will be 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133-5413.

ARTICLE II

Purposes

Section 1. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2. Without in any way limiting the foregoing general purposes, the specific purpose of the Corporation will be to:

- a. Coalesce the civic community of Miami-Dade and Monroe Counties to determine policy and implementation for providing child welfare services in the Counties;
- b. determine means of implementation, including funding for child welfare services in accordance with policy;

c. oversee implementation of policy, review means of implementation, and reevaluate on an ongoing basis policy and implementation, including funding;

d. to the extent permitted by law, exercise its rights, power and privileges, to hold meetings of its Board of Trustees, to have one or more offices and to keep the books of the corporation, in any part of the world; and

e. do any and all lawful acts and things, alone or in cooperation with other persons or organizations, which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes or powers of the corporation.

### ARTICLE III

#### Powers

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and other applicable law.

### ARTICLE IV

#### Limitations on Activities

Section 1. No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, trustee 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 effecting one or more of its purposes as set forth in Article II hereof), and no member, trustee or officer of the Corporation, or any other private individual, will be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation;

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provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise in the manner set forth in Article V hereof.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible by the donor under Section 170(c)(2) of the Code.

## ARTICLE V

### Dissolution

Upon the dissolution of the Corporation, the Trustees of the Corporation, after paying or making provisions for the payment of all of the liabilities of the Corporation, will distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code, and which provide to or for children in the Miami-Dade and Monroe Counties, Florida, community. Any assets not so distributed will be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

## ARTICLE VI

### Incorporator

The name and address of the incorporator of this corporation is:

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H. William Walker, Jr.  
White & Case  
200 S. Biscayne Boulevard  
Suite 4900  
Miami, Florida 33131

ARTICLE VII

Term of Existence

This Corporation will have perpetual existence.

ARTICLE VIII

Nonstock Corporation

This Corporation will not have or issue shares of stock. It may have and issue membership certificates that will state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not-for-profit corporation.

ARTICLE IX

Membership

The membership of the Corporation will be open to all persons regardless of race, color, creed, sex or national origin, and will consist initially of only voting members, which will include the persons constituting the Board of Trustees and such additional persons as they may by majority vote from time to time elect.

The qualifications for membership, the manner of admission to membership will be governed and regulated by the Bylaws of the Corporation. The Bylaws may also provide for additional classes of Members.

ARTICLE X

Board of Trustees

Section 1. The business and affairs of this Corporation will be managed by a Board of Trustees, whose members are referred to herein as Trustees.

Section 2. The names and addresses of the persons who are to serve as the initial Trustees of the Corporation are:

Leonard Abess  
25 W. Flagler Street  
6<sup>th</sup> Floor  
Miami, FL 33130

Hank Adorno  
2601 S. Bayshore Drive  
Suite 1600  
Miami, FL 33133

Cesar Alvarez  
1221 Brickell Avenue  
22nd Floor  
Miami, FL 33133

Joe Arriola  
13975 NW 58th Court  
Miami Lakes, FL 33014

Peter L. Bermont  
One SE Third Avenue  
Suite 2950  
Miami, FL 33131

Charles E. Cobb  
255 Aragon  
Suite 333  
Coral Gables, FL 33134

Cynthia Curry  
150 SE 2nd Avenue  
Suite 913  
Miami, FL 33131

Adam Goldstein  
1050 Caribbean Way  
Miami, FL 33132

Evelyn Greer  
2400 South Dixie Highway  
Suite 200  
Miami, FL 33133

Bobbie Ibarra  
11000 SW 57th Avenue  
Miami, FL 33156

Manuel Kadre  
3201 NW 72nd Avenue  
Miami, FL 33122

Joe Lacher  
150 W. Flagler Street  
Suite 1901  
Miami, FL 33130

David Lawrence  
3250 SW 3d Avenue  
Miami, FL 33129

Carol Licko  
1111 Brickell Avenue  
Suite 1900  
Miami, FL 33131

Miriam Lopez  
48 E. Flagler Street  
4th Floor  
Miami, FL 33131

Charlie Martinez  
11755 SW 90th Street  
Suite 210  
Miami, FL 33186

Leslie Pantin, Jr.  
3361 SW 3d Avenue  
Suite 102  
Miami, FL 33145

Jonathan Sanchez-Jaimes  
801 Brickell Avenue  
9th Floor  
Miami, FL 33131

Ron Silver  
12000 Biscayne Boulevard  
Suite 411  
Miami, FL 33181

H. T. Smith  
1017 NW 9th Court  
Miami, FL 33136

Bruce Turkel  
2871 Oak Avenue  
Miami, FL 33133

H. William Walker, Jr.  
4900 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, FL 33131-2352

Section 3. The number of Trustees of the Corporation will be not less than three. Subject to the foregoing, the number of Trustees may be changed from time to time as provided in the Bylaws.

Section 4. Trustees will be elected, removed and hold office as provided in the Bylaws.



ARTICLE XI

Officers

Section 1. The officers of the Corporation will be elected from the Board of Trustees, and will include a President, a Vice-President, a Secretary, a Treasurer and other officers as designated in the Bylaws.

Section 2. The officers will have such powers and responsibilities and will be elected, removed and hold office as provided in the Bylaws.

ARTICLE XII

Registered Office and Agent

Section 1. The street address of the registered office of this Corporation is c/o White & Case, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131-2352.

Section 2. The name of the registered agent of this Corporation, located at the address of the registered office, is H. William Walker, Jr.

ARTICLE XIII

Bylaws

The power to adopt, alter, amend or repeal Bylaws for the Corporation will be vested only in the Trustees, as more specifically provided in the Bylaws.

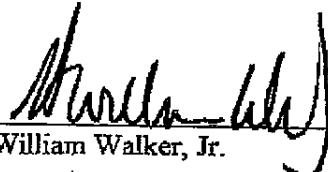
ARTICLE XIV

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by the Trustees in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended. Those Articles, however, pertaining to dissolution of the Corporation will not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section

501(c)(3) of the Code), trustee or officer of the Corporation or any other person to share in any of the Corporation's assets.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal  
this 10th day of September, 2002.

  
\_\_\_\_\_  
H. William Walker, Jr.  
Incorporator

Fax Audit No. H02000197523

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

Our Kids of Miami-Dade/Monroe, Inc., desiring to organize as a corporation not for profit under the laws of the State of Florida, has designated c/o White & Case, 200 South Biscayne Boulevard, Miami, Florida 33131, as its initial Registered Office and has named H. William Walker, Jr., located at said address, as its initial Registered Agent.

[Handwritten signature of H. William Walker, Jr.]
H. William Walker, Jr.
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. Furthermore, the undersigned understands the requirements of Section 48.091 and recognizes his duty to comply with such provision.

[Handwritten signature]
Registered Agent

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