

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of MIAMI BAYSIDE FOUNDATION, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N13367.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Tenth day of November, 2010



CR2E022 (01-07)

Dawn K. Roberts
Dawn K. Roberts
Secretary of State

N13367

FILED

1998 FEB 10 AM 11:20

SECRETARY OF STATE
MIAMI, FLORIDA

ARTICLES OF INCORPORATION

OF

MIAMI BAYSIDE MINORITY FOUNDATION, INC.

(A Florida Corporation Not for Profit)

ARTICLE I

Name

The name of this corporation is MIAMI BAYSIDE MINORITY FOUNDATION, INC.

ARTICLE II

Statement of Corporate Nature

This is a not for profit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE III

General Purposes

This corporation shall operate exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws. This corporation may establish or cause to be established the Foundation for the following purposes:

1. Creating and administering a loan guaranty program for venture capital loans to Minority Business Enterprises;

2. Creating a vocational/educational scholarship fund for minorities; and

3. Providing technical assistance to local community development corporations engaged in economic development, such as the Miami-Dade County Chamber of Commerce and Latin Chamber of Commerce, in the form of management, legal, accounting, business development, such as counseling and training, and other related services; to assist the community development corporations in developing adequate support systems; and the coordination and integration of resources towards economic development of Minority Business Enterprises.

ARTICLE IV

Term

This corporation shall have perpetual existence.

ARTICLE V

Membership

The members of the corporation shall be composed from time to time only of those persons who shall be trustees of the corporation. Members shall have no voting rights.

ARTICLE VI

Subscribers

The names and residence addresses of the subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
JAMES F. DAUSCH	c/o The Rouse Company 10275 Little Patuxent Parkway Columbia, Maryland 21044
SUZANNE KIRBY	c/o The Rouse Company 10275 Little Patuxent Parkway Columbia, Maryland 21044

ARTICLE VII

Location of Principal Office and Identification of Registered Agent

1. The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Dade.

2. The name and address of this corporation's registered agent is ELIZABETH B. MARSHALL, c/o Rouse-Miami, Inc., Seventh Floor, 330 Biscayne Boulevard, Miami, Florida 33132.

ARTICLE VIII

Management of Corporate Affairs

Board of Trustees. The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be such number, not less than three, as shall from

time to time be determined by the incumbent members of the board of trustees in accordance with the by-laws.

The names and addresses of the persons who shall serve as the initial trustees of the corporation until the first election of trustees are as follows:

<u>Name</u>	<u>Address</u>
JAMES F. DAUSCH	c/o The Rouse Company 10275 Little Patuxent Parkway Columbia, Maryland 21044
SUZANNE KIRBY	c/o The Rouse Company 10273 Little Patuxent Parkway Columbia, Maryland 21044
ELIZABETH B. MARSHALL	c/o Rouse-Miami, Inc. Seventh Floor 330 Biscayne Blvd. Miami, Florida 33132

ARTICLE IX

By-laws

The board of trustees shall adopt by-laws consistent with these Articles of Incorporation. The by-laws may be altered, rescinded, or added to, or new by-laws may be adopted, only by the board of trustees.

ARTICLE X

Dedication of Assets

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income of assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any individual.

ARTICLE XI

Distribution of Assets

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to one or more nonprofit funds, foundations, or corporations organized and operated exclusively for charitable purposes, each of which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII

Prohibited Transactions

If and so long as the corporation shall be a private foundation as described in Section 509(a) of the Internal Revenue Code of 1954, it shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1954; (ii) retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1954, which would subject the trust to tax under Section 4943 of the Code; (iii) make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1954; or (iv) make any expenditures which would incur tax liability under Section 4945 of the Internal Revenue Code of 1954. The trustees shall

make distributions at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.

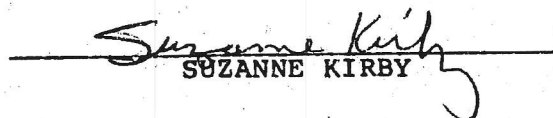
ARTICLE XIII

Amendment of Articles

These Articles of Incorporation may be amended by a resolution adopted by the vote of a majority of the members of the board of trustees.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida have executed these Articles of Incorporation on the 5th day of February, 1986.


JAMES F. DAUSCH


SUZANNE KIRBY

STATE OF MARYLAND)
) SS:
COUNTY OF Anne Arundel

BEFORE ME, the undersigned authority, personally appeared JAMES F. DAUSCH, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 5th day of February, 1986.

Ray M. Rose
NOTARY PUBLIC, State of Maryland

My Commission Expires: 7/1/86

STATE OF MARYLAND)
) SS:
COUNTY OF Anne Arundel

BEFORE ME, the undersigned authority, personally appeared SUZANNE KIRBY, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 5th day of February, 1986.

Ray M. Rose
NOTARY PUBLIC, State of Maryland

My Commission Expires: 7/1/86

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS
MAY BE SERVED**

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

Elizabeth B. Marshall
330 Biscayne Blvd., 7th Floor
Miami, Fl 33132

Having been named to accept service of process for the MIAMI
BAYSIDE MINORITY FOUNDATION, INC. at the place designated in this
Certificate, I hereby agree to act in this capacity, and I fur-
ther agree to comply with the provisions of all statutes relative
to the proper and complete performance of my duties.

Elizabeth B. Marshall
ELIZABETH B. MARSHALL
(Registered Agent)

Dated: 2/7/86, 1986.

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
MIAMI BAYSIDE MINORITY FOUNDATION, INC. STATE OF FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed February 10, 1986, Document Number N13367.

FIRST: The name of the corporation is amended:

From: MIAMI BAYSIDE MINORITY FOUNDATION, INC.

To: MIAMI BAYSIDE FOUNDATION, INC.

SECOND: The amendment was adopted by the Board of Directors on the 1st day of November, 1988.

THIRD: No stock has yet been issued in the corporation.

DATED: February 22, 1989

By: 

EDUARDO PARDRON
PRESIDENT

ATTEST:

I hereby certify that EDUARDO PARDRON is the current President of the above named corporation.

By: 

MARIA CHRISTINA BARROS
SECRETARY

CORPORATE SEAL

UNANIMOUS CONSENT RESOLUTION
OF THE BOARD OF DIRECTORS
AND SHAREHOLDERS OF
MIAMI BAYSIDE MINORITY FOUNDATION, INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned, being all of the directors and all of the shareholders of MIAMI BAYSIDE MINORITY FOUNDATION, INC., a Florida corporation (the "Corporation"), hereby adopt, consent to and authorize the following actions by unanimous written consent in lieu of a meeting:

RESOLVED, that Article I of the Corporation's Articles of Incorporation be deleted in its entirety and amended to read as follows:

FIRST: The name of the Corporation is:
MIAMI BAYSIDE FOUNDATION, INC.

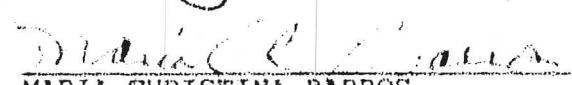
FURTHER RESOLVED, that the above amendment to MIAMI BAYSIDE MINORITY FOUNDATION, INC.'s Articles of Incorporation has been made with the unanimous consent of all the shareholder(s) and director(s) of MIAMI BAYSIDE MINORITY FOUNDATION, INC.

DATED: November 1, 1988

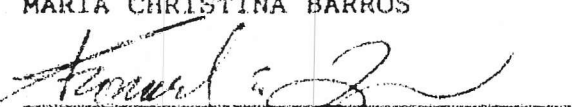
DIRECTORS



EDUARDO PARDON



MARIA CHRISTINA BARROS



RONALD E. FRAZIER

SHAREHOLDERS:

NONE

1w:06:MIAMI-U:26488.001