

To: The Honorable Mayor and Council Members
From: Stephen E. Johnson, City Manager
Date: March 5, 2013
RE: **North Miami Educational Foundation Inc.: Initial Board of Directors**

On November 20, 2012, North Miami Educational Foundation, Inc. received its 501(c)(3) exemption status from the United States Department of Treasury and Internal Revenue Service. This was followed by the Consumer's Certificate of Exemption, on November 30, 2012, from the State of Florida Department of Revenue.

I have attached this Foundation's Articles of Incorporation, ARTICLE V – BOARDS OF DIRECTORS, that specify terms, conditions and composition for the initial Board of Directors. I have also included below names of individuals to serve on the initial Board of Directors for The North Miami Educational Foundation, Inc.

ARTICLE V – BOARD OF DIRECTORS: The initial Board of Directors shall be comprised of the following individuals:

- i. A principal of a North Miami Middle School: **Principal Alberto Iber**, North Miami Middle School, host for the City's Mentor Program since 1985.
- ii. A principal of the North Miami High School: **Principal Michael Lewis**, North Miami High School.
- iii. A Vice-Provost or Administrator of a local university: **President Lorene Chant**, Johnson and Wales University who can appoint a Vice-Provost
- iv. A resident of the City of North Miami: **Bernadette Pierre**, President of the City's Quality Education Advisory Board.
- v. An Executive Director of a not for profit organization: **Marleine Bastien**, Executive Director of Haitian Women in Miami.

- vi. Two business owners of businesses situated within the City of North Miami: **Clark Reynolds**, owner of Museum Plaza, LLC and **Jeff Mondesir**, owner of Randy's Restaurant.

- vii. Two employees of the City of North Miami: It is my privilege to appoint the Deputy City Manager who oversees Parks and Recreation, Library and MOCA, **Lumane P. Claude** and the Chief of Police **Marc Elias, Jr.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

North Miami Educational Foundation, Inc.

A not for profit corporation

We, the undersigned, having heretofore associated ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, as a not for profit corporation pursuant to Chapter 617, Florida Statutes, under the name of "North Miami Educational Foundation, Inc.," do hereby apply to the Secretary of State, Division of Corporations for the issuance of a Charter, as follows:

ARTICLE I - NAME

The name of this not for profit corporation shall be "North Miami Educational Foundation, Inc."

ARTICLE II - ADDRESS

The principal place of business and mailing address of this not for profit corporation shall be the North Miami Educational Foundation, Inc., c/o City of North Miami, Attn: Stephen E. Johnson, City Manager, 776 NE 125th Street, 4th Floor, North Miami, FL 33161.

ARTICLE III - PURPOSES

The purposes for which this not for profit corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning ascribed by Section 501(c)(3) of the Internal Revenue Code of 1954, as amended or revised.

Notwithstanding any other provision of these Articles, this not for profit corporation shall not:

- a. Participate in any activity not permitted to be carried on by an organization exempt from federal income tax under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code.
- b. Participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c. Attempt to influence legislation.

The specific purposes of this not for profit corporation shall be:

- a. To recognize the need to financially assist deserving at-risk students and economically disadvantaged North Miami residents in the pursuit of educational goals.
- b. To financially assist at-risk, economically disadvantaged North Miami residents in the pursuit of post-secondary educational goals.
- c. To solicit and accept contributions from the general public, public or private institutions, and governmental agencies to achieve the goals, purposes and mission of this not for profit corporation.
- d. To perform every lawful act and thing necessary, desirable and expedient, to be done, in carrying on the purposes of this not for profit corporation, and to accomplish the ends for which the body corporate is formed.

ARTICLE IV – APPOINTMENT OF BOARD OF DIRECTORS

- a. Nine (9) members of the Board of Directors shall be selected and appointed by the Mayor and City Council of the City of North Miami.
- b. The members of the Board of Directors shall come from the following professional fields: education, real estate, members of not for profit entities, government, sports, engineering, economic development, accounting, business, law, medicine, computer science, banking, advertisement, marketing, and employment consulting.

ARTICLE V – BOARD OF DIRECTORS

- a. Within ninety (90) days of incorporation, the Mayor and City Council of the City of North Miami shall designate the members of the Board of Directors. The initial Board of Directors shall be comprised of the following individuals:
 - i. A principal of a North Miami Middle School;
 - ii. A principal of the North Miami High School;
 - iii. A Vice-Provost or Administrator of a local university
 - iv. A resident of the City of North Miami
 - v. An Executive Director of a not for profit organization;
 - vi. Two business owners of businesses situated within the City of North Miami;
 - vii. Two employees of the City of North Miami
- b. Each year thereafter, the Mayor and City Council shall appoint the members of the Board of Directors and shall fill vacancies to their allotted members on the Board of Directors, except as otherwise provided herein.

- c. Within one hundred and twenty (120) days of incorporation, the initial Board of Directors shall convene to elect the initial Officers. The election procedure of the initial Officers shall be identical to those established by Article VIX, Elections.

ARTICLE VI – REGISTERED AGENT

Until such time a successor is appointed by the Board of Directors, the Registered Agent of this not for profit corporation shall be the Roland C. Galdos, Interim City Attorney of the City of North Miami, whose business address is 776 NE 125th Street, 1st Floor, North Miami, FL 33161.

ARTICLE VII – INCORPORATOR

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

Name:

Mailing Address:

Stephen E. Johnson
City Manager

776 NE 125th Street, 4st Floor
North Miami, FL 33161

ARTICLE VIII – MANAGEMENT

- a. The Board of Directors shall have the general management of the property, business affairs and concerns of this not for profit corporation, and shall consist of not less than five (5) and not more than nine (9) Directors, the exact number to be fixed by the Board of Directors.
- b. Management of the daily operations of this not for profit corporation shall be conducted by the Officers, which shall consist of the President, Vice President, Secretary, and Treasurer.

ARTICLE IX – ELECTIONS

- a. Each year at the annual meeting, the new Board of Directors shall elect the President of the Board, who shall appoint an acting Secretary of the Board for its meetings. The President shall entertain nominations from among the Board members to serve as Officers of this not for profit.
- b. After the President has declared that the nominations are closed, the Board of Directors shall vote on the Officers. If there is but one nominee for any office, it shall be in order to move that the collective ballot be cast for the nominee.
- c. A vacancy on the Board of Directors or in any office shall exist in the event of the death or resignation of a Director, or if the Board of Directors, by a majority of vote of its members, adopts a resolution removing a Director for just cause.