



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of THE JUNIOR LEAGUE OF MIAMI FOUNDATION, INC., a Florida corporation, filed on June 1, 2004, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H04000116990. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is N04000005485.

Authentication Code: 304A00037831-060204-N04000005485-1/1



Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Second day of June, 2004

Glenda E. Hood

Glenda E. Hood
Secretary of State

**ARTICLES OF INCORPORATION
OF
THE JUNIOR LEAGUE OF MIAMI FOUNDATION, INC.**

ARTICLE I - NAME

The name of the corporation shall be "Junior League of Miami Foundation, Inc." (the Corporation").

ARTICLE II - DURATION

The Corporation shall be of perpetual duration.

ARTICLE III - PURPOSE

The primary purpose of the Corporation shall be to provide resources and assistance for the support of the charitable projects and programs sponsored by the Junior League of Miami, Inc. (hereinafter referred to "JLM")

The Corporation is organized exclusively for scientific, educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the correspondent division of any future United States Internal Revenue Law).

Subject to this general limitation, the specific purposes for which the corporation is organized will include, without limitation, the following:

- 3.1 To support the JLM.
- 3.2 To receive, hold, invest, and administer real or personal property, or both, and to expend funds to or for the benefit of the JLM or to carry out the purposes of the JLM, to the extent consistent with the requirements of Section 501 (c) (3) of the Code.
- 3.3 To seek grants from public and private sources and to support the activities of the JLM, including financial support, to the extent consistent with the requirements of Section 501 (c) (3) of the Code.
- 3.4 To engage directly or indirectly in such activities as will qualify the corporation for tax exemption under Sections 501 (c) (3) and 509 (a) (3) of the Code.
- 3.5 To perform and carry out any lawful activity which the directors of the corporation may deem proper and convenient in connection with any of the foregoing purposes.
- 3.6 To have and to exercise all the powers conferred by the laws of the State of Florida.

**ARTICLE IV
GENERAL STATEMENT AS TO FEDERAL INCOME TAX CONSEQUENCES**

1. At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution or winding up of this Corporation, voluntary or involuntary, or by operation of law:

a. This Corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify, as a Corporation described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (hereafter sometimes referred to as "the Code"), contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which might cause the loss of such qualification.

b. No part of the assets or net earnings of this Corporation shall ever be used, nor shall this Corporation be organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Code.

c. This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

d. No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate or intervene in any manner, to any extent, in any political campaign on behalf of (or in opposition to) any candidate for public office, whether by publishing or distributing statements, or otherwise.

e. At no time shall this Corporation engage in any activities which are unlawful under the laws of the United States of America, the state of Florida or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Internal Revenue Code of 1986.

f. No compensation, loan or other payment shall be paid or made to any officer, director, incorporator of this Corporation, or substantial contributor to it, unless such payment is permissible under paragraph H of this article and except as a reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of this Corporation; and no part of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among any such person or persons, or inure to, be sued for, accrue to or to the benefit of any such person or private individual (pursuant to the prohibition contained in Section 501(c)(3) of the Code).

g. No solicitation of contributions to this Corporation shall be made, and no gift, bequest or devise to this Corporation shall be accepted, upon any condition or limitation which, in the opinion of the Corporation, may cause the Corporation to lose its exemption from payment of federal income taxes.

h. Notwithstanding any other provisions of these articles, if at any time or times the Corporation shall be a "private foundation" as defined in Section 509 of the Code, then during such time or times the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code; shall not engage in any act of self-dealing, as defined in Section 4941(4) of the Code; shall not retain any excess business holdings as defined in Section 4943 (c) of the Code; shall not make any investment in any manner as to subject the Corporation to tax under Section 4944 of the Code; and shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

2. Upon the termination, dissolution or winding up of this Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, one or more organizations described in Section 501(c) (3) of the Code, and such organization or organizations shall not be "private foundations" within the meaning of the Internal Revenue Code and shall be "publicly supported" within the meaning of the Code.

3. Any references herein to any provision of the Internal Revenue Code of 1986 shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

ARTICLE V – MEMBERSHIP

Membership in the Corporation is divided into two classes, one class to be known as the directors, and the other class to be known as general members. The directors shall be the members of this Corporation with the sole voting power in the management, control and operation of the Corporation. Collectively, the directors shall constitute the Board of Directors.

General members of this Corporation may be natural persons, corporations, foundations or other legal entities, including governmental bodies and such members may be admitted to the Corporation by a majority vote of the Board of Directors. The directors may establish categories of general membership. The conditions and regulations of general membership and the rights and other privileges of the various categories of general membership in the Corporation shall be determined by the directors.

ARTICLE VI – BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, its Board of Directors. The Board of Directors shall consist of any number to be determined by the Board of Directors from time to time, except that the number can never be less than three (3). The manner in which the directors are to be elected shall be determined by the bylaws.

ARTICLE VII - DIRECTORS

The management of the affairs of the corporation will be vested in a board of directors. The number, classes, and terms of office, and qualifications of directors, and the manner of their appointment, will be fixed from time to time by the bylaws of the corporation.

The number of directors constituting the initial Board of Directors in the Corporation is seven, and the names and addresses of the persons who are to serve as initial directors are as follows:

Cheryl Goldstein

4321 Santa Maria Street
Coral Gables, FL 33146

Elaine Tatum

717 University Drive
Coral Gables, FL 33134

Libby Witherspoon

6545 S.W. 128th Street
Miami, FL 33156

Kathleen Schulte- Moorman

5730 S.W. 52nd Terrace
Miami, FL 33155

Leslie Rivera

324 Ridgewood Road
Coral Gables, FL 33133

Catherine Lorie

8522 S.W. 102nd Street
Miami, FL 33156

Meredith Mills

10889 SW 149th Place
Miami, FL 33196

Amy Sussman

4515 Santa Maria Street
Coral Gables, Florida 33146

Candace Vassillion

4923 Ponce de Leon Blvd.
Coral Gables, Florida 33146

Andria Hanley

4400 Segovia Street
Coral Gables, Florida 33146

Karen Cabrera

13001 Zambrana Street
Coral Gables, Florida 33156

Holly Battle

12121 SW 64 Avenue
Miami, Florida 33156

Lauren Harrison

2700 Columbus Blvd.
Coral Gables, Florida 33134

ARTICLE VIII - LIMITATION OF MEMBERS' LIABILITY AND INDEMNIFICATION

The private property of the officers, directors and members of this Corporation shall not be liable for its corporate debts. To the extent permitted by Florida Statutes and by the applicable provisions of the Internal Revenue Code and regulations governing 501(c) (3) organizations, the Corporation shall indemnify and defend its officers and its directors and members from and against liability arising from their offices or for their acts on behalf of the Corporation.

ARTICLE IX - BYLAWS

The directors may adopt such bylaws, not inconsistent with these articles, as they deem proper for the regulation and management of the affairs of the corporation, and the bylaws may thereafter be altered, amended, or repealed from time to time by a vote of 3/4 of the directors in attendance at any regular or special meeting at which a quorum is present.

ARTICLE X – NONDISCRIMINATORY POLICY

The corporation will make its services, programs, and benefits available to all persons regardless of race, color, creed, national origin, sex, or handicap, and the corporation will not discriminate in any way against any person on the basis of race, color, creed, national origin, sex or handicap.

ARTICLE XI – NON-STOCK CORPORATION

The Corporation shall be non-stock, and no dividends or pecuniary benefits shall be declared or paid to the members thereof.

ARTICLE XII – ELECTION OF OFFICERS

The corporation will have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection will be determined according to the bylaws in effect from time to time.

ARTICLE XIII - AMENDMENT OF ARTICLES

These articles may be amended in the manner provided by statute at the time of the amendment, provided, however, that no such amendment shall be made or effective unless a resolution approving same shall have been duly adopted by a 2/3 vote of the Board of Directors of the Corporation then in office.

ARTICLE XIV

STREET ADDRESS AND DESIGNATION OF INITIAL REGISTERED AGENT

The initial registered office of the Corporation is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131, and Donald E. Kubit, who is located at such address, has been named the initial registered agent of the Corporation.

ARTICLE XV - INCORPORATOR

The name and address of the original incorporator of Articles of Incorporation is as follows:


NAME

Cheryl Goldstein

ADDRESS

4321 Santa Maria Street
Coral Gables, FL 33146

WITNESS my hand and seal this 1st day of June, 2004.


Cheryl Goldstein

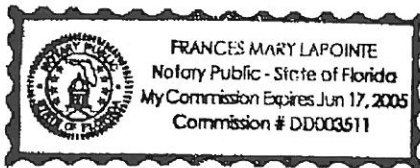
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Audit No. H04000116990 3

BEFORE ME, the undersigned authority, personally appeared Cheryl Goldstein, to me well known to be the person described in who executed and subscribed to the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said county and state this ~~28~~ day of ~~April~~, 2004.
May



Frances Mary Lapointe

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Donald E. Kubit

Donald E. Kubit

Audit No. H04000116990 3

BYLAWS OF
THE JUNIOR LEAGUE OF MIAMI FOUNDATION, INC.

ARTICLE I – MISSION STATEMENT

To the extent consistent with the requirements of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), the Junior League of Miami Foundation, Inc. (hereinafter the "corporation") is organized and will operate exclusively for the benefit of and to carry out the purpose of THE JUNIOR LEAGUE OF MIAMI, INC., a Florida nonprofit corporation, or its successor (hereinafter "JLM").

ARTICLE II – OFFICES

The principal office of the corporation will be located in the County of Miami-Dade, Florida. The corporation may have offices at such other places or without the State of Florida, as the board of directors from time to time may determine or the business of the corporation may require.

ARTICLE III – DIRECTORS

3.1 Board of Directors. The business of the corporation will be managed by a board of directors ("Foundation Board") consisting of thirteen members divided into five classes. The number of directors of classes of directors may be changed by resolution adopted by 2/3 of the directors then in office. Each director will serve until expiration of his or her term, death, resignation, or removal. No decrease in the number of directors may shorten the term of any incumbent director.

3.2 Classes. The five classes of directors of the corporation will be as follows:

<u>Class Number</u>	<u>Number of Directors</u>	<u>Composition</u>
Class 1	3	<u>3.2.1</u> President of JLM <u>3.2.2</u> President Elect of JLM <u>3.2.3</u> Vice President Finance of JLM <u>or</u> if this member should decline the Vice President of Development of JLM
Class 2	1	Treasurer of the JLM
Class 3	1	Immediate Past President of the JLM <u>or</u> if this member should decline, a member chosen by the Foundation Board from the prior four Past Presidents of JLM
Class 4	4	Four Sustaining members of the JLM, not holding any of the above offices and not members of the Board of Directors of the ("JLM Board").
Class 5	4	Any four persons, whether or not Active or Sustaining members of the JLM, not holding any of the above-described JLM offices and not members of JLM Board.

Class 3, 4 and 5 Directors (hereinafter collectively referred to as "non-ex officio directors" will be elected by majority vote of the Foundation Board.

3.3 Term. The terms of Class 1 directors will coincide with their terms as members of the JLM board. The terms of Class 2 and 3 directors will be for one year. The initial terms of the Class 4 and 5 directors will be as follows: 3 directors will serve a one year term, 3 directors will serve a two year term, and 2 directors will serve a three year term. The subsequent terms of Class 4 and 5 directors will be for three years and will be staggered to ensure continuity of leadership. If a Class 4 or 5 director becomes a member of the JLM Board, or assumes any of the above-described JLM offices, during his or her term as director of the corporation, his or her directorship will be deemed to have been vacated. A Class 4 or 5 director may not be re-appointed for more than six consecutive years for time spent as a Class 4 or 5 director, (time spent as a Class 1, 2, or 3 director does not count for purposes of this limitation).

3.3.1 Initial Terms. President - Cheryl Goldstein will serve a 1 year term, Cathy Lorie will serve a 1 year term, and Secretary - Kathleen Schulte - Moorman will serve a 1 year term. Elaine Tatum will serve a 3 year term, Meredith Mills will serve a 3 year term, and Treasurer - Libby Witherspoon will serve a 3 year term, Leslie Rivera will serve a 2 year term, and Holly Battle will serve a 2 year term.

3.4 Vacancies. A vacancy occurring in a non-ex officio directorship, or a vacancy resulting from an increase in the number of directors, will be filled by majority vote of the board of directors. A vacancy in an ex-officio Class 1 directorship will be filled by the appropriate successor JLM officer. A vacancy in a Class 2 directorship will be filled by the appropriate successor JLM Treasurer.

3.5 Resignation and Removal. A director may resign at any time by giving written notice to the corporation. Unless otherwise specified in the notice, the resignation will take effect on receipt of the notice by the corporation, and acceptance of the resignation will not be necessary to make it effective. Non-ex officio directors may be removed at any time, with or without cause, by majority vote of the corporation board.

3.6 Quorum of Directors. 8/13 of the entire board of directors will constitute a quorum for the transaction of business or of any specified item of business. Should the Board of directors not consist of 13 members a quorum shall consist of a majority of the members of the Foundation Board plus one.

3.7 Action of the Board of Directors. Unless otherwise required by law, by the corporation's articles of incorporation, or by these bylaws, the vote of no fewer than eight of the directors present at the time of the vote, if a quorum is present at such time, will be the act of the Foundation Board. Each director present will have one vote. At all times the Foundation Board shall not have the authority to make distributions of restricted funds without written permission from the donor.

3.8 Place and Time of Board Meetings. The Board of directors may hold its meetings at the office of the corporation or at such other places, either within or without the State of Florida, as it may from time to time determine. If a special meeting is held without the State of Florida, notice must be given personally or by telegraph, telephone, or e-mail, not less than three days before the meeting, and the notice of the special meeting must contain the date, place, and purpose of the meeting. If such notice is given by e-mail, the board member to whom such notice is given must have given prior consent to notice by e-mail. Members of the board or of any committee designated by the board may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons can hear each other at the same time. Such participation will constitute presence in person at the meeting.

3.9 Regular Meetings. Regular meetings of the board of directors will be held at least four times per year.

3.10 Notice of Meetings of the Board, Adjournment.

3.10.1 Advanced notice of all regular, annual and special meetings of the Foundation Board shall be provided to the directors and officers of the corporation by the Secretary at least three (3) days, but not more than thirty (30) days, prior to such meetings. The notices shall be typed and indicate the date, time and location of the meetings as well as a description of the business items anticipated to be transacted at such meetings. Such notices shall be personally delivered, faxed, mailed, or e-mailed to all directors and officers of the corporation at the business or residence address as listed in the corporation's records. Such meeting notices shall be deemed to be delivered when the e-mail or fax is sent; if mailed, the meeting notices shall be deemed to be delivered three days after they have been deposited in the US Mail, with properly addressed sealed envelopes with adequate prepaid postage.

A director or officer may verbally waive such a notice before, during or after a meeting of the Foundation Board. Appearance at such a meeting shall be deemed a waiver of notice unless such appearance is for the stated purpose of requesting that the meeting be rescheduled. Notice of a meeting need not be given to any director who submits a waiver of notice, whether before, at, or after the meeting, or who attends the meeting without protesting, before the meeting or at its commencement, the lack of notice to him or her.

3.10.2 A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment will be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

3.11 Presiding Officer. At all meetings of the board of directors, the president of the corporation will preside. In the absence of the president, the next lower officer will preside.

3.12 Executive and Other Committees. The Foundation Board of Directors, by resolution adopted by a $\frac{3}{4}$ vote of the members of the Foundation Board in attendance at any regular or special meeting at which a quorum is present may appoint from its members an executive committee and other committees. Each such committee will serve at the pleasure of the Foundation Board and shall have such authority as lawfully delegated by it.

3.13 Presumption of Assent – Dissent. A director of the corporation who is present at the meeting of the Foundation Board at which action on any corporate matter is taken will be presumed to have assented to the action taken unless his or her dissent to the action is entered in the minutes of the meeting or unless he or she forwards his or her dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. The right to dissent will not apply to a director who voted in favor of an action.

3.14 Written Consent of Directors. Any action that may be taken by vote may be taken without meeting by unanimous written consent of the directors setting forth the action so taken, signed by all of the directors entitled to vote on the action. Such action shall not become effective unless and until all of the directors have signed such written consent.

3.15 Proxy Voting. Proxy voting will not be allowed.

3.16 Compensation. No director will receive compensation for serving the corporation in such capacity. The board of directors by resolution may authorize reimbursement for reasonable expenses incurred in connection with service to the corporation. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the corporation. A director who is employed by the corporation in another capacity may be paid a reasonable salary provided that no director will vote on his or her salary.

ARTICLE FOUR – OFFICERS

4.1 Offices, Election, and Term of Office.

4.1.1 Consistent with the terms below, the board of directors will elect or appoint a president, a secretary, and a treasurer.

4.1.2 All officers who are elected or appointed will hold office at the pleasure of the board.

4.1.3 Any two or more offices may be held by the same person, except the offices of president and secretary.

4.2 Removal and Resignation. Any officer elected or appointed by the board may be removed by the board with or without cause.

4.3 President. The president will be the principal executive officer of the corporation and, subject to the control of the board of directors, will have general and active management of the business of the corporation and will see that all orders and resolutions of the board of directors are carried into effect. He or she may sign, either alone if authorized, or with the secretary or any other proper officer of the instruments which the board of directors has authorized to be executed, except in cases where the signing and execution has been expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or are required by law to be otherwise signed or executed. The President will preside at all meetings of the board of directors and will be an ex officio member of all committees of the board. In general, the president will perform all duties incident to the office and such other duties as may be prescribed by the board of directors from time to time.

4.4 Secretary. The secretary will attend all meetings of the board of directors and record all votes and minutes of all proceedings in a book or books to be kept for that purpose. The secretary will keep in safe custody the seal of the corporation and affix it to any instrument when authorized, and will keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner. When required, the secretary will give or cause to be given proper notice of all special meetings of the board. In general the secretary will perform all duties incident to the office of secretary and such other duties as may be prescribed from time to time by the board of directors or the president. The Secretary of the corporation shall keep signed minutes of the proceedings of its board and any other committees of the Foundation. The Secretary of the corporation will keep a record, giving the names and addresses of the Directors, at the corporation's registered or principal office.

4.5 Treasurer. The treasurer will oversee the custodial functions of the corporate funds and securities and will be responsible for full and accurate accounting of receipts and disbursements in the corporate books. The treasurer will authorize the sweeping of the corporation's deposit accounts into their investment accounts on a regular basis, so as to maximize investment income and pay for the corporation's expenditures in a timely manner. The treasurer on a semi-annual basis will confirm that premiums for criminal liability and D & O riders on the JLM's insurance have been paid and that such riders cover the corporation and the corporation's directors and officers, respectively. The treasurer will prepare the annual budget of the corporation. The treasurer will present the corporation's annual budget at the corporation's third quarter meeting in April. The treasurer will be the official liaison for the financial requests from the JLM. He or she will deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the board and disburse the funds of the corporation as may be ordered or authorized by the board and preserve proper vouchers for such disbursements. He or she will render to the president and board at the regular meetings of the board, or whenever they require it, an account of all his or her transactions as treasurer and of the financial condition of the corporation, and he or she will render a full financial report at the regular meetings of the board. The treasurer will maintain at JLM Headquarters and make available current year and five past years of accurate financial records for review by members of the board and

by the corporation's auditors. The treasurer will be furnished, at his or her request, with such reports and statements as he or she may require from the corporate officers and agents as to all financial transactions of the corporation. In general he or she will perform all duties as are given to him or her by these bylaws or as from time to time are assigned to him or her by the board of directors of the president.

4.6 Other Officers. The board of directors may elect such other officers and agents as may be necessary or desirable for the business of the corporation. Such other officers may include: (1) one or more vice presidents; or (2) one or more assistant secretaries and treasurers who will have the power and authority to act in place of the officer to whom they are elected or appointed as an assistant in the event of the officer's inability or unavailability to act in his or her official capacity.

4.7 Insurance and Bonding. In conjunction with the JLM's review process, every three years, the corporation's insurance and bonding coverage will be reviewed and put out for bid to ensure that the corporation is obtaining the most beneficial coverage that is available to protect the corporation's assets. At a minimum, the coverage will include D & O and criminal liability coverage. The financial strength of the issuing insurance companies or sureties will also be reviewed. Furthermore, insurance companies domesticated offshore will be further scrutinized. Any changes in the corporation's operations and exposure will be discussed with the corporation's Insurance/bonding agent at renewal or more frequently if deemed appropriate. The purpose of the discussion will be to confirm that the appropriate coverage and limits continue to be in place. Annually, the treasurer will present a summary of the corporation's Insurance coverage to the board of directors at the third quarter meeting in April.

4.8 Compensation. No officer will receive compensation for serving the corporation in such capacity. The board of directors by resolution may authorize reimbursement for reimbursement for reasonable expenses incurred in connection with service to the corporation. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the corporation. A officer who is employed by the corporation in another capacity may be paid a reasonable salary provided that no officer will decide his or her own salary.

ARTICLE FIVE – CUSTODIAN AND INVESTMENT MANAGER

5.1 Custodian. The board of directors may at any time and from time to time appoint one or more custodians for the assets of the corporation, to have custody of all or any part of the monies and property of the corporation, keep books of account, make disbursements, and perform such other duties as may from time to time be assigned by the board of directors. Any custodian will serve at the pleasure of the board.

5.2 Investment Managers. The board of directors may at any time and from time to time appoint one or more investment managers for the corporation, to assist in determining its investments and reinvestments and to perform such other acts as may from time to time be assigned by the board of directors. The investment managers will serve at the pleasure of the board.

ARTICLE SIX – CORPORATE SEAL

The corporate seal shall have the word "seal" inscribed on it, and may be a facsimile, engraved, printed, or impression seal.

ARTICLE SEVEN – EXECUTION OF INSTRUMENTS

7.1 General. All corporate instruments and documents will be signed or countersigned, executed, verified, or acknowledged by such officer or officers or other person or persons as required by law and as the board of directors may from time to time designate.

7.2 Loans. No loans may be contracted for or on behalf of the corporation and no evidence of indebtedness may be issued in the name of the corporation unless authorized by a resolution of the board of directors. Such authority may be general if confined to a maximum dollar amount specified by the board of directors by resolution from time to time. Such authority will otherwise be confined to specific instances. No loan may be made to any officer or director of the corporation.

7.3 Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation will be signed by such officer or officers, agent or agents of the corporation, and in such manner, as will from time to time be determined by resolution of the board of directors.

7.4 Deposits. All funds of the corporation not otherwise employed will be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may direct.

ARTICLE EIGHT – REFERENCE TO ARTICLES OF INCORPORATION

Reference to the articles of incorporation in these bylaws will include all amendments or changes to the articles of incorporation unless specifically excepted.

ARTICLE NINE – LIMITATION OF MEMBERS LIABILITY AND INDEMNIFICATION

The private property of the officers, directors and members of this Corporation shall not be liable for its corporate debts. To the extent permitted by Florida Statutes and by the applicable provisions of the Internal Revenue Code and regulations governing 501(c) (3) organizations, the Corporation shall indemnify and defend its officers and its directors and members from and against liability arising from their offices or for their acts on behalf of the Corporation.

ARTICLE TEN – FISCAL YEAR

The fiscal year of the Fund shall be the same as the fiscal year of the JLM. (June 1 to May 31)

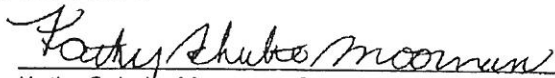
ARTICLE ELEVEN – BYLAW AMENDMENTS

The bylaws may be amended, repealed, or adopted by the vote of 3/4 of THE DIRECTORS IN ATTENDANCE OF A regular or special MEETING OF THE FOUNDATION BOARD AT WHICH a quorum IS PRESENT.

ARTICLE TWELVE – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

I, Kathy Schulte Moorman, as the Secretary of the Junior League of Miami, Foundation, Inc., hereby certify that the foregoing bylaws were re-adopted by the board of directors of the Junior League of Miami, Foundation, Inc., effective this 1st day of June, 2004.


Kathy Schulte Moorman, Secretary



Internal Revenue Service

DEPARTMENT OF THE TREASURY

The
Digital
Daily

Federal Tax ID

This is your provisional Employer Identification Number:

20-1213167

Today's Date is: June 08, 2004 GMT

You will receive a confirmation letter in U.S. mail within fifteen days.
The letter will also contain useful tax information for your business or organization.

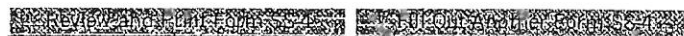
If you have input any of the information on your application in error, please wait seven days and contact the EIN Toll Free area at 1-800-829-4933, Monday - Friday, 7:30am - 5:30pm. If you do not want to call, please make corrections on the letter you receive confirming your EIN and return it to the IRS.

If you are going to complete other on-line applications that require your Employer Identification Number(EIN) you can copy it by performing the following steps:

- 1) Use your mouse to highlight your EIN (blue number on top of page) by moving your pointer on top of the number.
- 2) Press the Ctrl key at the same time pressing the C key.

Once you copy your EIN you can paste it in the appropriate place by pressing the Ctrl key at the same time pressing the V key.

You may click on the buttons below for different print options or to fill out another Form SS-4.



Click [here](#) to return to the Internet Employer Identification Number landing (start) page.

Form SS-4 (Rev. December 2001) Department of the Treasury Internal Revenue Service	Application for Employer Identification Number (For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.) See separate instructions for each line. Keep a copy for your records.	EIN 20-12131 OMB No. 154
1* Legal name of entity (or individual) for whom the EIN is being requested <u>THE JUNIOR LEAGUE OF MIAMI FOUNDATION INC</u>		
2 Trade name of business (if different from name on line 1)		3 Executor, trustee, "care of" name <u>CHERYL GOLDSTEIN</u>
4a* Mailing address (room, apt., suite no. and street, or P.O. box) <u>713 BITMORE WAY</u>		5a Street address (if different) (Do not enter a P.O. box)
4b* City, state, and ZIP code <u>CORAL GABLES FL 33134 -</u>		5b City, state, and ZIP code
6* County and state where principal business is located County <u>MIAMI DADE</u> State <u>FL</u>		
7a Name of principal officer, general partner, grantor, owner, or trustee <u>CHERYL GOLDSTEIN</u>		7b SSN, ITIN, EIN <u>202-56-1013</u>
8a* Type of entity (check only one) <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Sole Proprietor (SSN) <input type="checkbox"/> Partnership <input type="checkbox"/> Corporation (enter form number to be filed) ▶ <input type="checkbox"/> Personal Service <input type="checkbox"/> Church or church-controlled organization <input type="checkbox"/> Other nonprofit organization (specify) ▶ <input checked="" type="checkbox"/> Other (specify) ▶ <u>CHARITABLE FOUNDATI</u> </div> <div style="width: 50%;"> <input type="checkbox"/> Estate (SSN of decedent) <input type="checkbox"/> Plan administrator (SSN) <input type="checkbox"/> Trust (SSN of grantor) <input type="checkbox"/> National Guard <input type="checkbox"/> Farmers' cooperative <input type="checkbox"/> REMIC <input type="checkbox"/> Group Exemption NO. (GEN) ▶ </div> <div style="width: 45%;"> <input type="checkbox"/> State/local government <input type="checkbox"/> Federal government/military <input type="checkbox"/> Indian tribal government/enterprises </div> </div>		
8b If a corporation, name the state or foreign country (if applicable) where incorporated		State Foreign country
9* Reason for applying (check only one) <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input checked="" type="checkbox"/> Started new business (specify type) <u>CHARITABLE PROJECTS</u> <input type="checkbox"/> Hired employees (Check the box and see line 12) <input type="checkbox"/> Compliance with IRS withholding regulations <input type="checkbox"/> Other (specify) ▶ </div> <div style="width: 50%;"> <input type="checkbox"/> Banking purpose (specify purpose) ▶ <input type="checkbox"/> Changed type of organization (specify new type) ▶ <input type="checkbox"/> Purchased going business <input type="checkbox"/> Created a trust (specify type) ▶ <input type="checkbox"/> Created a pension plan (specify type) ▶ </div> </div>		
10* Date business started or acquired (month, day, year) <u>JUN 1 2004</u>		11 Closing month of accounting year <u>MAY</u>
12 First date wages or annuities were paid or will be paid (month, day, year) <i>Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (month, day, year)</i>		
13 Highest number of employees expected in the next twelve months <i>Note: If the applicant does not expect to have any employees during the period, enter 0.</i>		Agriculture <u>0</u> Household <u>0</u> <u>0</u>
14* Check box that best describes the principal activity of your business <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Construction <input type="checkbox"/> Real estate <input checked="" type="checkbox"/> Other (specify) <u>CHARITABLE PROJECTS</u> </div> <div style="width: 50%;"> <input type="checkbox"/> Rental & leasing <input type="checkbox"/> Manufacturing <input type="checkbox"/> Transportation & warehousing <input type="checkbox"/> Finance & insurance <input type="checkbox"/> Health care & social assistance <input type="checkbox"/> Accommodation & food service <input type="checkbox"/> Retail <input type="checkbox"/> Wholesale-agent <input type="checkbox"/> Wholesale-other </div> </div>		
15* Indicate principal line of merchandise sold; specific construction work done; products produced; or services provided. <u>CHARITABLE PROJECTS</u>		
16a* Has the applicant ever applied for an employer identification number for this or any other business? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>Note: If "Yes" please complete lines 16b and 16c</i>		
16b If you checked "Yes" on line 16a, give applicant's legal name and trade name shown on prior application if different from line 1 or 2 above. Legal name ▶ Trade name ▶		
16c Approximate date when, and city and state where, the application was filed. Enter previous employer identification number if known. Approximate date when filed (month, day, year) City and state where filed Previous EIN		
Complete section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form		
Third Party Designee	Designee's name <u>DONALD E KUBIT ESQ</u> Address and ZIP code	Designee's telephone number (include area code) <u>(305) 789 - 9200</u> Designee's fax number (include area code)

100 SE 2ND ST 17 FLOOR MIAMI FL 33131 -		(305) 789 - 9201
Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.		Applicant's telephone number (include area code)
Name and title (type or print clearly)		() -
▶ CHERYL GOLDSTEIN AS DIRECTOR		Applicant's tax number (include area code)
Signature ▶ Not Required	Date ▶ June 08, 2004 GMT	() -