

MEMORANDUM

Agenda Item No. 11(A)(5)

TO: Honorable Chairman Dennis C. Moss
and Members, Board of County Commissioners

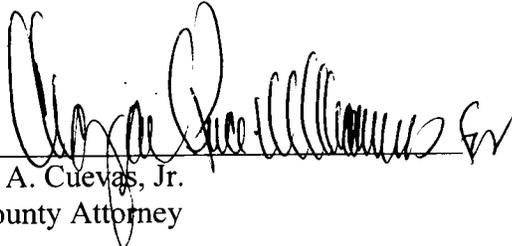
DATE: May 4, 2010

FROM: R. A. Cuevas, Jr.
County Attorney

SUBJECT: Resolution approving
amendment to Articles of
Incorporation of the Miami-
Dade Animal Services
Foundation, Inc.

This item was amended at the 4-14-10 Health, Public Safety & Intergovernmental Committee to request that the Animal Services Foundation, Inc., further amend its Articles of Incorporation to refer to the County Mayor instead of the County Manager.

The accompanying resolution was prepared and placed on the agenda at the request of Prime Sponsor Commissioner Sally A. Heyman.



R. A. Cuevas, Jr.
County Attorney

RAC/jls



MEMORANDUM

(Revised)

TO: Honorable Chairman Dennis C. Moss
and Members, Board of County Commissioners

DATE: May 4, 2010

FROM: R. A. Cuevas, Jr.
County Attorney

SUBJECT: Agenda Item No. 11(A)(5)

Please note any items checked.

- "3-Day Rule" for committees applicable if raised
- 6 weeks required between first reading and public hearing
- 4 weeks notification to municipal officials required prior to public hearing
- Decreases revenues or increases expenditures without balancing budget
- Budget required
- Statement of fiscal impact required
- Ordinance creating a new board requires detailed County Manager's report for public hearing
- No committee review
- Applicable legislation requires more than a majority vote (i.e., 2/3's ____, 3/5's ____, unanimous ____) to approve
- Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required

Approved _____ Mayor
Veto _____
Override _____

Agenda Item No. 11(A)(5)
5-4-10

RESOLUTION NO. _____

RESOLUTION APPROVING AMENDMENT TO ARTICLES
OF INCORPORATION OF THE MIAMI-DADE ANIMAL
SERVICES FOUNDATION, INC.

WHEREAS, on March 3, 2009, this Board adopted Resolution No. R-219-09, which authorized the County Mayor or Mayor’s designee to facilitate the creation of the Miami-Dade Animal Services Foundation, Inc. (the “Foundation”) as a Florida not-for-profit corporation in accordance with Chapter 617, Florida Statutes, and Internal Revenue Code Section 501(c)(3), and which approved proposed Articles of Incorporation and By-Laws for the Foundation; and

WHEREAS, on October 21, 2009, the Foundation was created, and Articles of Incorporation that are in substantial accordance with those approved by Resolution No. R-219-09 were filed with the Florida Department of State; and

WHEREAS, on December 4, 2009, the Foundation’s Board of Directors approved amendments to the Foundation’s Articles of Incorporation, in the form set forth in Exhibit A, attached hereto, to revise the uses for the money raised by the Foundation; and

WHEREAS, the Articles of Incorporation provide that such amendments are not effective unless approved by this Board,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that this Board hereby approves the amendments to the Articles of Incorporation of the Miami-Dade Animal Services Foundation, Inc., in substantially the form attached hereto as Exhibit A, and authorizes the filing of the amendments with the appropriate federal and state agencies. >>In addition, this Board

requests that the Foundation further amend Section 5.01 of its Articles of Incorporation to refer to the County Mayor instead of the County Manager.<<¹

The Prime Sponsor of the foregoing resolution is Commissioner Sally A. Heyman. It was offered by Commissioner _____, who moved its adoption. The motion was seconded by Commissioner _____ and upon being put to a vote, the vote was as follows:

- | | |
|----------------------|---------------------------------|
| | Dennis C. Moss, Chairman |
| | Jose "Pepe" Diaz, Vice-Chairman |
| Bruno A. Barreiro | Audrey M. Edmonson |
| Carlos A. Gimenez | Sally A. Heyman |
| Barbara J. Jordan | Joe A. Martinez |
| Dorrin D. Rolle | Natacha Seijas |
| Katy Sorenson | Rebeca Sosa |
| Sen. Javier D. Souto | |

The Chairman thereupon declared this resolution duly passed and adopted this 4th day of May, 2010. This resolution shall become effective ten (10) days after the date of its adoption unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF
COUNTY COMMISSIONERS

HARVEY RUVIN, CLERK

By: _____
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.



Dennis A. Kerbel

¹ Committee amendments are indicated as follows: words stricken through and/or [[double bracketed]] shall be deleted, words underscored and/or >>double arrowed<< constitute the amendment proposed.

**RESOLUTIONS TO BE ADOPTED BY
THE BOARD OF DIRECTORS (THE "BOARD")
OF
THE MIAMI-DADE ANIMAL SERVICES FOUNDATION, INC.
(THE "CORPORATION")**

Amendments to Articles of Incorporation

WHEREAS, the Board has been presented with a form of Articles of Amendment to the Corporation's Articles of Incorporation (the "Amendment"), in the form attached hereto as Exhibit A; and

WHEREAS, the Board has determined it advisable and in the best interests of the Corporation to amend the Corporation's Articles of Incorporation as set forth in the Amendment.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves and adopts in all respects the Amendment in substantially the form presented to the Board; and it is

FURTHER RESOLVED, that the officers of the Corporation be, and each of them acting alone hereby is, authorized, directed and empowered, in the name of and on behalf of the Corporation, to take any and all actions necessary to execute and file the Amendment with the Florida Department of State; and it is

FURTHER RESOLVED, that upon filing with the Florida Department of State, the Secretary of the Corporation is hereby directed to place a copy of the Amendment in the permanent records of the Corporation; and it is

FURTHER RESOLVED, that the officers of the Corporation be, and each of them acting alone hereby is, authorized, directed and empowered, in the name of and on behalf of the Corporation, to take any and all actions (including, without limitation, the payment of any fees, costs or expenses) and execute all such further documents, instruments or certificates as they deem necessary or advisable to effect the resolutions set forth above; and it is

FURTHER RESOLVED, that any and all actions heretofore or hereafter taken by any officer or director of the Corporation in connection with and in accordance with the foregoing resolutions are hereby approved, ratified and confirmed in all respects as acts of the Corporation.

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The undersigned Secretary of Miami-Dade Animal Services Foundation, Inc. (the "Corporation") hereby certifies that the foregoing resolutions were duly adopted by the Board of Directors of the Corporation at a meeting duly held on December 4, 2009.



K. Taylor White, Esq., Secretary

EXHIBIT A

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE MIAMI-DADE ANIMAL SERVICES FOUNDATION, INC.
Document No. N09000010296**

Pursuant to the provisions of Section 617.1006, Florida Statutes, The Miami-Dade Animal Services Foundation, Inc., a Florida Not For Profit Corporation (the "Corporation") hereby adopts the following amendments to its Articles of Incorporation:

1. Article III, Section 3.04 of the Corporation's Articles of Incorporation is deleted in its entirety.

2. Article V, Section 5.01 of the Corporation's Articles of Incorporation is deleted in its entirety and the following substituted therefor:

Section 5.01 Annual Report. Consistent with Chapter 496, Florida Statutes, the Corporation shall provide the Miami-Dade County Manager and the Director of the Miami-Dade County Animal Services Department with an annual report that includes the following:

- (a) An explicit narrative description of the organization's major activities, in a form approved by the County.
- (b) A list of Directors and their addresses, including some identifying information on each member.
- (c) Audited financial statements complying with OMB Circular A-133.
- (d) Form 990, including all attachments, as filed with the Internal Revenue Service.
- (e) Financial report forms as filed with the Florida Department of Agriculture and Consumer Services, pursuant to the requirements of § 496.407, Florida Statutes.

3. In accordance with the provisions of the Corporation's Articles of Incorporation, the amendment was adopted by the Corporation's Board of Directors on _____, 200__, and the number of votes cast for the amendment was sufficient for approval.

Dated: _____, 20__

**The Miami-Dade Animal
Services Foundation, Inc.**

By: _____
Name: _____
Title: _____

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