MEMORANDUM

Agenda Item No. 11(A)(7)

TO:	Honorable Chairwoman Audrey M. Edmonson and Members, Board of County Commissioners	**DATE:**	February 4, 2020
FROM:	Abigail Price-Williams County Attorney	**SUBJECT:**	Resolution directing the County Mayor to facilitate the creation of a not-for-profit foundation to fundraise for the Miami-Dade County Fire Rescue Department's Peer Support Response K-9 Program; directing the County Mayor to establish the Miami-Dade Fire Rescue Peer Support Response K-9 Trust Fund; providing terms and conditions for the Miami-Dade Fire Rescue Peer Support Response K-9 Trust Fund; requiring the County Mayor to provide reports

Resolution No. R-148-20

The accompanying resolution was prepared and placed on the agenda at the request of Prime Sponsor Commissioner Sally A. Heyman, and Co-Sponsors Senator Javier D. Souto and Commissioner Xavier L. Suarez.

Abigail Price-Williams
County Attorney

APW/lmp

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MEMORANDUM

(Revised)

TO: Honorable Chairwoman Audrey M. Edmonson and Members, Board of County Commissioners

DATE: February 4, 2020

FROM: Abigail Price-Williams
County Attorney

SUBJECT: Agenda Item No. 11(A)(7)

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**

_______ **Statement of social equity required**

_______ **Ordinance creating a new board requires detailed County Mayor's report for public hearing**

_______ **No committee review**

_______ **Applicable legislation requires more than a majority vote (i.e., 2/3's present ____, 2/3 membership ____, 3/5's ____, unanimous ____, CDMP 7 vote requirement per 2-116.1(3)(h) or (4)(c) ____, CDMP 2/3 vote requirement per 2-116.1(3)(h) or (4)(c) ____, or CDMP 9 vote requirement per 2-116.1(4)(c)(2) ____) 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)(7)
2-4-20

RESOLUTION NO. R-148-20

RESOLUTION DIRECTING THE COUNTY MAYOR OR COUNTY MAYOR'S DESIGNEE TO FACILITATE THE CREATION OF A NOT-FOR-PROFIT FOUNDATION TO FUNDRAISE FOR THE MIAMI-DADE COUNTY FIRE RESCUE DEPARTMENT'S PEER SUPPORT RESPONSE K-9 PROGRAM; DIRECTING THE COUNTY MAYOR OR COUNTY MAYOR'S DESIGNEE TO ESTABLISH THE MIAMI-DADE FIRE RESCUE PEER SUPPORT RESPONSE K-9 TRUST FUND; PROVIDING TERMS AND CONDITIONS FOR THE MIAMI-DADE FIRE RESCUE PEER SUPPORT RESPONSE K-9 TRUST FUND; REQUIRING THE COUNTY MAYOR OR COUNTY MAYOR'S DESIGNEE TO PROVIDE REPORTS

WHEREAS, due to repeated work-related exposure to traumatic events and other stressors, firefighters are a group at increased risk for developing mental health issues; and

WHEREAS, studies show that trained dogs can help alleviate mental health issues; and

WHEREAS, the Miami-Dade Fire Rescue Department (MDFR) has established the Miami-Dade Fire Rescue Peer Support Response K-9 Program, in which dogs are trained to provide companionship and related therapeutic services to firefighters; and

WHEREAS, private citizens in Miami-Dade County have expressed a desire and willingness to provide funding for and to create a not-for-profit foundation to fundraise for MDFR's Peer Support Response K-9 Program; and

WHEREAS, this Board wishes to direct the County Mayor or County Mayor's designee to facilitate the creation of such a foundation; and

WHEREAS, funds donated to the County in support of MDFR's Peer Support Response K-9 Program should be consolidated in one trust fund held by the County; and

WHEREAS, this Board therefore desires to direct the County Mayor or County Mayor's designee to establish a new trust fund, the Miami-Dade Fire Rescue Peer Support Response K-9 Trust Fund, for the deposit of private sector monetary and in-kind tax deductible contributions as well as public sector contributions in support of MDFR's Peer Support Response K-9 Program; and

WHEREAS, this Board further desires to establish terms and conditions for the Miami-Dade Fire Rescue Peer Support Response K-9 Trust Fund,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that this Board:

Section 1. Directs the County Mayor or County Mayor's Designee to facilitate the creation of a not-for-profit foundation ("Foundation") to fundraise for the Miami-Dade Fire Rescue Department's Peer Support Response K-9 Program or successor program ("Program"). The Foundation shall be created as a Florida not-for-profit corporation as defined in chapter 617, Florida Statutes, and shall comply with section 501(c)(3) of the Internal Revenue Code. The Foundation's articles of incorporation and by-laws, which shall be filed with the appropriate state and federal agencies, shall be substantially in accordance with Exhibits A and B, attached hereto, or in such other legally sufficient form acceptable to the County Mayor, so long as the articles provide that: (1) a majority of the Foundation's directors be appointed by the Board of County Commissioners and the remainder by the County Mayor; and (2) the Mayor consult with the director of the Program with respect to, and in advance of, such appointments. The County Mayor or County Mayor's designee shall prepare a report regarding the status of the Foundation's registration with the State of Florida and the Foundation's application for section 501(c)(3) status from the Internal Revenue Service. The County Mayor or County Mayor's designee shall provide the report to this Board within 90 days of the effective date of this resolution and shall place the completed report on an agenda of the Board pursuant to Ordinance No. 14-65.

<u>Section 2.</u> Directs the County Mayor or County Mayor's Designee to establish the Miami-Dade Fire Rescue Peer Support Response K-9 Trust Fund ("Trust Fund"), to be administered in accordance with this resolution and the County's investment policies for the sole purpose of receiving private sector monetary and in-kind tax deductible contributions as well as public sector contributions in support of the Program.

<u>Section 3.</u> The Trust Fund shall be kept and maintained in trust and any deposits to the Trust Fund, including interest earned on such deposits, shall be used (i) in accordance with the terms and conditions of each grant or donation; or (ii) if there are no specific terms or limitations attached to such grant or donation, to purchase supplies, food, and services related solely to the goals and objectives of the Program, and to pay the costs related to adopting dogs for use in the Program.

<u>Section 4.</u> At least once per year, the County Mayor or County Mayor's designee shall prepare a report regarding expenditures from the Trust Fund and place the completed report on an agenda of the Board pursuant to Ordinance No. 14-65.

The Prime Sponsor of the foregoing resolution is Commissioner Sally A. Heyman, and the Co-Sponsors are Senator Javier D. Souto and Commissioner Xavier L. Suarez. It was offered by Commissioner **Rebeca Sosa**, who moved its adoption. The motion was seconded by Commissioner **Xavier L. Suarez** and upon being put to a vote, the vote was as follows:

Audrey M. Edmonson, Chairwoman **aye**
Rebeca Sosa, Vice Chairwoman **aye**

Esteban L. Bovo, Jr.	**absent**	Daniella Levine Cava	**aye**
Jose "Pepe" Diaz	**aye**	Sally A. Heyman	**aye**
Eileen Higgins	**aye**	Barbara J. Jordan	**aye**
Joe A. Martinez	**aye**	Jean Monestime	**aye**
Dennis C. Moss	**aye**	Sen. Javier D. Souto	**absent**
Xavier L. Suarez	**aye**		

The Chairperson thereupon declared this resolution duly passed and adopted this 4th day of February, 2020. This resolution shall become effective upon the earlier of (1) 10 days after the date of its adoption unless vetoed by the County Mayor, and if vetoed, shall become effective only upon an override by this Board, or (2) approval by the County Mayor of this resolution and the filing of this approval with the Clerk of the Board.

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

HARVEY RUVIN, CLERK

Linda L. Cave
By:______________________
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency. CJW

Christopher J. Wahl

BY-LAWS
OF
THE MIAMI-DADE FIRE RESCUE RESPONSE K-9 FOUNDATION, INC.

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BY-LAWS
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THE MIAMI-DADE FIRE RESCUE RESPONSE K-9 FOUNDATION, INC.

ARTICLE I
GENERAL

Section 1.01 Name. The name of the Corporation shall be as set forth in the Articles of Incorporation, as from time to time amended.

Section 1.02 Office. The principal office of the Corporation shall be at such place or places as the Board of Directors may determine from time to time. The address of the initial principal office of the Corporation shall be:

____
____
____

Section 1.03 Seal. The Corporation shall have a seal which shall be circular in form and which shall contain an outer circle in the upper part of which shall appear the words "The Miami-Dade Fire Rescue Response K-9 Foundation, Inc." and in the lower part of which shall appear the word "Florida," within which outer circle there shall be an inner circle in which there shall appear the words "Nonprofit Corporation" and below those words the date "2020."

Section 1.04 Fiscal Year. The fiscal year of the Corporation shall, unless otherwise determined by resolution of the Board of Directors, end on December 31 of each year. The Board of Directors may by resolution from time to time change the fiscal year of the Corporation.

ARTICLE II
MEMBERS

Section 2.01 The Corporation shall have no members. Such persons who from time to time constitute the Board of Directors of the Corporation shall for all intents and purposes be taken to be the members of the corporation. No other person shall at any time be admitted as or taken to be a member of the Corporation. Whenever any person shall, for any reason, cease to be a member of the Board of Directors of the Corporation, such person shall automatically and at the same time cease to be a member of the Corporation. No certificates of membership shall be issued at any time.

Section 2.02 Notice. Any action which by law may be taken by the Board of Directors of the Corporation only in their capacity as the members of the Corporation may be taken by the Board of Directors at any regular or special meeting thereof, and no designation of any such meeting as a meeting of the members of the Corporation shall be necessary in any notice, waiver of notice, or minutes thereof or otherwise.

ARTICLE III
DIRECTORS

Section 3.01 General. The Board of Directors shall be appointed and shall operate as set forth in the Articles of Incorporation, as from time to time amended.

Section 3.02 Failure to Object. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a Director who has voted in favor of such action.

Section 3.03 Informal Action by the Directors. Any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, is signed by all of the Directors who would be entitled to vote at a meeting for such purpose and such consent is filed with the Secretary of the Corporation.

Section 3.04 Telephonic Meetings. Any one or more Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment allowing all persons participating in a meeting to hear each other at the same time. Participation by such means shall constitute presence at a meeting of Directors.

Section 3.05 Committees of Directors. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees to act in an advisory capacity to the whole Board. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board when required.

Section 3.06 Presiding Officer and Order of Business. All meetings of the Board of Directors shall be called to order and presided over by a chairperson elected by the Board of Directors.

Section 3.07 Contracts. In the absence of fraud, no contract or other transaction between the Corporation and any other corporation shall be affected by the fact that Directors of the Corporation are directors of such other corporations, if such contract or transaction shall be approved or ratified by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority in the premises, who are not so interested. Any Director individually, or any firm of which any Director is a partner or shareholder, may be a party to or may be interested in any contract or transaction of the Corporation; provided, however, that such contract or transaction shall be approved or ratified by the affirmative vote of at least a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority in the premises, who are not so interested. No Director shall be liable to account to the Corporation for any profit realized by such Director from or through any such transaction or contract of the Corporation, ratified or approved as aforesaid, by reason of such Director's interest in such transaction or contract. Directors so interested may be counted when present at meetings of the Board of Directors or of such committee for the purpose of determining the existence of the quorum.

Section 3.08 Investment Trusts. The Board of Directors may from time to time transfer any property of the Corporation, whether real or personal, tangible or intangible, in trust, to a bank and trust company, or a trust company incorporated under the laws of the State of Florida, or to any national banking association having fiduciary powers, without regard to the location of the principal office of such national banking association. Any such transfer in trust shall give such trustee the power to invest and reinvest such property in such investments as such trustee, in the honest exercise of its judgment, may, after investigation, determine to be safe and proper investments, without regard to whether such investments are of like or unlike nature to those which may be designated by law as "legal" or "authorized" investments. Any such transfer in trust shall impose upon such trustee the duty to pay (at such intervals or upon such demand by the Corporation as may be agreed upon between the Corporation and such trustee, but at least semiannually) the net income from such property to or at the direction of the Corporation for use and application to the purposes of the Corporation, and also the duty to transfer or pay (upon such demand by the Corporation as may be agreed upon between the Corporation and such trustee) any or all of the principal of such trust to or at the direction of the Corporation for use and application to the purposes of the Corporation. Any such trust shall be expressly revocable by the Corporation at any time upon the giving of written notice of such revocation by the Corporation to the trustee thereof, whereupon such trustee shall transfer or pay to the Corporation all of the principal and undistributed income of such trust and the Corporation shall be vested with the title thereto. Upon the transfer of any such property to such a trustee and so long as any such property is held by such a trustee, as provided above in this Section, the Corporation and its Directors, officers, assistant officers, agents and employees, each and all of them, shall be relieved of all liability for the investment and reinvestment thereof.

Section 3.09 Limitation of Personal Liability of Directors.

(a) To the fullest extent that the laws of the State of Florida, as in effect on the date of the adoption of this Section or as such laws are thereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable as such for monetary damages for any action taken, or any failure to take any action, as a Director.

(b) In performing his or her duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data prepared or presented by: (i) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; or (ii) counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith, however, if such Director has knowledge concerning a matter which would cause his or her reliance on any of the foregoing to be unwarranted.

(c) In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of such person's fiduciary standard of care. In addition, absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation. This Section shall not apply to a Director's responsibility or liability under any criminal statute or a Director's liability for payment of taxes under any local, state or federal law.

ARTICLE IV
OFFICERS

Section 4.01 General. Officers shall be appointed and shall operate as set forth in the Articles of Incorporation, as from time to time amended.

Section 4.02 Duties of Officers.

(a) The President shall be the chief executive officer of the Corporation and shall preside at all meetings of members, the Executive Committee, and the Board of Directors.

(b) The Vice President shall have such duties as may be fixed by the Board of Directors and shall fulfill the duties of the President when the President is absent.

(c) The Treasurer shall be responsible for the custody and investment of all funds and assets of the Corporation and shall hold and disburse them in accordance with the instructions of the Board of Directors. The Treasurer shall insure that all monies belonging to the Corporation are deposited in such banks as the Board shall designate, to the account of the Miami-Dade Fire Rescue Response K-9 Foundation, Inc. The Treasurer shall insure that true books of accounts are kept and shall make such reports as are required by the Board of Directors. Books of accounts shall at all times be open to inspection by any of the Directors. The Treasurer shall be bonded.

(d) The Secretary shall keep a record in permanent form of all meetings of the Board and shall send out notices of all meetings of the Board of Directors.

(e) An Assistant Officer shall perform such duties as may be delegated by the officer to whom he or she is an assistant, and in the absence or disability of such officer may perform the duties of that office.

Section 4.03 Executive Committee. The President, Vice President, Secretary, Treasurer, and Grants Coordinator shall constitute the Executive Committee of the Corporation.

Section 4.04 Resignation, Removal, and Vacancies of Officers.

(a) Any Officer may resign from office at any time by delivering a resignation in writing to the Corporation, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make the resignation effective.

(b) Any Officer may be removed with or without cause by affirmative vote of a majority of the Directors in attendance at the meeting at which removal in considered. Removal shall become effective upon delivery of written notice of the Board's action to the Officer at his address maintained by the Corporation for this purpose.

(c) If an Officer position becomes vacant, a replacement shall be appointed by the Board of Directors at the next regular meeting or at a special meeting. The replacement Officer shall hold the position until the next Annual Meeting.

ARTICLE V
INDEMNIFICATION

Section 5.01 Judgments, Fines, Settlements, and Expenses. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted willful misconduct or recklessness.

Section 5.02 Expenses. To the extent that a Director, Officer, Employee, or Agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 5.01 or in defense of any claim, issue or matter therein, such person shall also be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 5.03 Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

Section 5.04 Nonexclusivity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled. This right to indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE VI
ANNUAL REPORT OF DIRECTORS

Section 6.01 At each annual meeting of the Board of Directors, an Annual Report verified by the President and the Treasurer of the Corporation shall be submitted to the Board of Directors, and shall be filed with the minutes of such annual meeting of the Board of Directors.

Section 6.02 The Annual Report shall show in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the Report.

(b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the Report.

(c) The revenue or receipts of the Corporation for the year immediately preceding the date of the Report, including separate data with respect to each trust fund held by or for the Corporation.

(d) The expenses or disbursements of the Corporation, for both general and restricted (if any) purposes during the year immediately preceding the date of the Report, including separate data with respect to each trust fund held by or for the Corporation.

ARTICLE VII
AMENDMENTS TO BY-LAWS

Section 7.01 These By-laws may be altered or amended by a vote of a majority of the Board of Directors at any regular or special meeting duly convened after notice of that purpose.

ARTICLES OF INCORPORATION
OF
THE MIAMI-DADE FIRE RESCUE RESPONSE K-9 FOUNDATION, INC.

ARTICLE I
NAME

Section 1.01 The name of the Corporation is as follows:

THE MIAMI-DADE FIRE RESCUE RESPONSE K-9 FOUNDATION, INC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

Section 2.01 The principal office and mailing address of the initial registered office of the Corporation in the State of Florida shall be as follows:

The Miami-Dade Fire Rescue Response K-9 Foundation, Inc.
[address line 1]
[address line 2]

The Corporation may maintain offices and transact business in such other places within or without the State of Florida, as may from time to time be determined by the Board of Directors.

ARTICLE III
PURPOSE AND FUNCTIONS

Section 3.01 The Corporation is organized to fundraise for the Miami-Dade Fire Rescue Department's Peer Support Response K-9 Program or successor program and to take all actions in reasonable furtherance of that objective.

Section 3.02 The Corporation is incorporated as a not-for-profit corporation, organized solely for charitable, scientific, literary, and educational purposes pursuant to the Florida Corporation Not for Profit Law set forth in Chapter 617 of the Florida Statutes and within the scope of Section 501(c)(3) of the Internal Revenue Code, as amended. In furtherance of these purposes, the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations.

Section 3.03 The Corporation shall be a public charity and not a private foundation as defined by Section 509 of the Internal Revenue Code. However, if at any time the Corporation shall be deemed to be a private foundation, then notwithstanding any other provisions contained in these Articles, the Corporation shall comply with, and shall not conduct or carry on any activities prohibited by Section 617.0835 of the Florida Statutes, and the Corporation:

(a) will distribute for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the

Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law;

(b) will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal law;

(c) will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law;

(d) will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law;

(e) will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law.

Section 3.04 Each year, as part of its annual budget, the Corporation shall make a cash donation (the "Donation") to the Miami-Dade Fire Rescue Peer Support Response K-9 Trust Fund, created by Miami-Dade County Resolution No. R-####. The Donation shall be governed by the following:

(a) The Donation shall be at least 25% of the value of all charitable contributions (as defined in the United States Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law) received by the Corporation during the preceding budget year. With regard to investments made for the benefit of the Corporation with such charitable contributions, the Donation shall include at least 20% of all returns obtained during the preceding budget year.

(b) The use of the Donation shall be exclusively to fund the Miami-Dade Fire Rescue Department's Peer Support Response K-9 Program or successor program. The Corporation shall not place any additional terms or limitations on the Donation, except that where the funds originated from private donors, the Donation shall be subject to any restrictions placed on those funds by their donors.

(c) To further this purpose, the Corporation may direct various fundraising activities to the general public or to targeted groups. The Corporation may conduct various fundraising activities including without limitation lectures, concerts, receptions, and dinners. These fundraising activities shall be subject to the following:

(i) To the extent allowed by Generally Accepted Accounting Principles, the Corporation may account for such activities as program activities for the limited purpose of ensuring that the Corporation's financial statements comply with Generally Accepted Accounting Principles.

(ii) Neither the value nor the cost of such activities shall be counted as part of the Donation.

(iii) The cost of such activities shall be treated as fundraising expenses and not as contributions for the purposes of complying with National Standards of Philanthropy, established by the National Charities Information Bureau that are applicable to private, non-profit fundraising

groups, as well as the standards for Charitable Solicitations established by the Council for Better Business Bureaus that are applicable to private, non-profit fundraising groups.
(iv) In the event of a conflict, subsections (ii) and (iii) shall prevail over subsection (i).

Section 3.05 To carry out its general purposes, the Corporation may also assist any other governmental, religious, scientific, educational, or charitable institution or group that the Board of Directors may designate. These institutions or groups may include those with programs designed to assist in the care and treatment of firefighters and other first responders in Miami-Dade County or the care and treatment of animals in Miami-Dade County. The Board of Directors shall determine the amount of funds or property to be donated to each such institution or group, and any conditions which may be attached to each donation.

Section 3.06 Limitations of Powers of Corporation. Notwithstanding any powers granted to the Corporation by these Articles, the By-laws of the Corporation, or the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(a) The Corporation shall not conduct or carry on any activities not permitted by Section 501(c)(3) of the Internal Revenue Code and its regulations, as amended.
(b) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization to which contributions are deductible under Sections 170, 2055, or 2522 of the Internal Revenue Code and its regulations, as amended.
(c) The Corporation shall not engage in, or assist any group to engage in, activities that are prohibited by or contrary to any Miami-Dade County ordinance or resolution or to the policies of the Miami-Dade Fire Rescue Department or Miami-Dade County Animal Services Department.
(d) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
(e) No part of the net earnings of the Corporation shall be distributed to any Director, Officer, or employee of the Corporation, or any other private person; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes, and the Corporation may confer benefits upon its employees in conformity with its purposes.
(f) No Director, Officer, or employee of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 3.07 The Corporation is to be organized on a nonstock basis.

Section 3.08 The Corporation shall have no members.

Section 3.09 The term of existence of the Corporation shall be perpetual.

ARTICLE IV
DIRECTORS

Section 4.01 Number and Qualification. The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of no less than three and no more than seven Directors. Directors shall be natural persons, twenty-one years of age or older, who have demonstrated experience or interest in one or more of the fields of firefighting, mental health, animal care, fundraising, and marketing. Directors shall serve without compensation. The Chief of the Miami-Dade Fire Rescue Department ("Chief"), or the Chief's designee, and the Director of the Miami-Dade County Animal Services Department ("ASD Director"), or the ASD Director's designee, shall be invited to attend all meetings of the Board of Directors as non-voting participants.

Section 4.02 Appointment of Directors. Directors shall be appointed as follows:

(a) The Miami-Dade County Board of County Commissioners shall appoint five Directors from a list of nominees submitted by the Miami-Dade County Mayor, which list the Mayor shall compile after consulting with the director of the Miami-Dade Fire Rescue Department's Peer Support Response K-9 Program or successor program.

(b) The Mayor of Miami-Dade County shall appoint two Directors after consulting with the director of the Miami-Dade Fire Rescue Department's Peer Support Response K-9 Program or successor program.

Section 4.03 Terms of Directors. The terms of the Directors shall be as follows:

(a) For the initial Board of Directors: the Board of County Commissioners shall select three of its appointed Directors to serve terms of three years, and two to serve terms of two years; one of the Directors appointed by the Mayor shall serve a term of three years, and the other shall serve a term of two years.

(b) Each successor Director shall be appointed for a two-year term, except that the terms of the Directors appointed by the Mayor shall end concurrently with the last day of the Mayor's term.

(c) Each Director shall be permitted to serve at most two full consecutive terms but may be reappointed after ceasing to be a Director for one year.

Section 4.04 Resignation, Removal, and Vacancies on Board of Directors.

(a) Any Director may resign from office at any time by delivering a resignation in writing to the Corporation, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make the resignation effective.

(b) Any Director may be removed by the affirmative vote of a majority of the Directors then appointed, provided that such Director has been given prior notice that the subject of removal will be presented to the Board at a duly noticed meeting.

(c) If a position becomes vacant because a Director has resigned or has been removed, a replacement shall be appointed in the same manner as the predecessor Director. Each person selected to fill a vacancy shall hold office for the unexpired term of the predecessor Director.

Section 4.05 Quorum and Voting.

(a) A majority of the Directors then appointed shall constitute a quorum for the transaction of business by the Directors, and whenever any corporate action is to be taken by vote of the Directors, it shall, except as otherwise required in these Articles, be authorized by a majority of the votes cast at a meeting of the Directors. Except as otherwise provided by law or by these Articles, the vote of a majority of the Directors present at a meeting at the time of a vote, if a quorum is present, shall be the act of the Board. In the absence of a quorum, those present at the meeting may take an adjournment, from time to time, until a quorum shall be present.

(b) No Director may abstain from voting except for an asserted conflict of interest, which must be stated on the record. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director votes against the action or abstains because of an asserted conflict of interest.

Section 4.06 Meetings of Directors.

(a) Every meeting of persons who are Directors of the Corporation at which there is a quorum shall be a meeting of the Board of Directors, and except as otherwise provided in these Articles, any action taken at such meeting shall be the action of the Board of Directors in so far as it is authorized by law.

(b) Regular meetings, at which any action taken shall be action only of the Board of Directors, shall be held on such days, times, and places as the Board of Directors shall determine.

(c) An Annual Meeting shall be held for the election of officers and for the transaction of such other business as may properly come before the Directors. The Annual Meeting shall be held on a day, time, and place as the Board of Directors shall specify in the notice of meeting.

(d) Special meetings shall be called at any time by the Secretary, upon the request of the President or upon the written demand of any three Directors.

(e) All meetings shall be held at such time and place, within Miami-Dade County, as may from time to time be fixed by the Board of Directors or, in the case of regular meetings, as may be fixed by the President or the Secretary and, in the case of annual meetings and special meetings, as may be designated in the respective notices or waivers of notice thereof.

(f) Meetings shall be conducted in accordance with Robert's Rules of Order Revised to the extent applicable and consistent with these Articles and the Bylaws.

(g) No notice of the time, place, or purpose of any meeting of the Corporation or of the Board of Directors, or any publication thereof, whether prescribed by law or by these Articles, need be given to any person who attends such meeting or who, in writing executed before or after the holding thereof, waives such notice.

(h) Action taken at meetings of the Board of Directors shall be recorded in minutes. Such minutes need not distinguish between the different types of meetings in which action is taken.
(i) The Secretary shall maintain a record of attendance of the Directors at the regular meetings.

ARTICLE V
MISCELLANEOUS PROVISIONS

Section 5.01 Annual Report. Consistent with the national fundraising standards as set forth in Section 3.04 and the requirements of Chapter 496, Florida Statutes, the Corporation shall provide the Miami-Dade County Mayor, the Chief of the Miami-Dade Fire Rescue Department, 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 Mayor or County Mayor's designee.
(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.

Section 5.02 Execution of Corporate Documents. The Board of Directors may designate the officers and agents who shall have authority to execute any instrument on behalf of the Corporation. When the execution of any contract, conveyance, or other instrument arises in the ordinary course of the Corporation's activities, or has been authorized without specification of the executing officers, any officer may execute the same in the name and on behalf of the Corporation and may affix the corporate seal thereto. No person holding more than one office shall execute, acknowledge, or verify an instrument in more than one capacity.

Section 5.03 Depositories. All monies, securities, and other valuables of the Corporation shall be deposited in the name of the Corporation in such banks trust companies or corporate safe deposit vaults as the Board of Directors from time to time shall designate for such purposes. Valuables shall be withdrawn only by check or orders personally signed by such officers or agents as may be designated from time to time by the Board of Directors.

Section 5.04 Indemnification of Officers and Directors.

(a) Each person who acts as a Director or Officer of the Corporation shall be indemnified by the Corporation against any costs and expenses which may be imposed upon or reasonably incurred in connection with any action, suit, or other proceeding in which the Director or Officer may be named as a party defendant by reason of being or having been a Director or Officer, or by reason of an action alleged to have been taken or omitted in the person's capacity as Director or Officer to the fullest extent permitted by Section 617.0831, Florida Statutes.

(b) This right of indemnification shall inure to each Director and Officer whether or not the person is serving as Director or Officer at the time costs or expenses are imposed or incurred, and whether or not the claim is based on matters which antedate the adoption of these Articles; and in the event of the death of the Director or Officer, this right of indemnification shall extend to the deceased's legal representatives.

(c) The Corporation shall have power to purchase and maintain insurance to indemnify the Corporation and its Directors and Officers to the full extent insurance is permitted by law.

(d) Each person who shall act as Director or Officer shall be deemed to be doing so in reliance upon such right of indemnification; and such right shall not be exclusive of any other right which person may have.

(e) Any amendment of this Section or of any other provision of these Articles or the By-laws of the Corporation that has the effect of increasing Director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment.

Section 5.05 Corporate Records. Corporate records shall be available for inspection according to federal and state regulations.

Section 5.06 Amendment of Articles of Incorporation. These Articles may be amended by the affirmative vote or written consent of two-thirds of the Directors of the Corporation then appointed. It is provided, however, that the following provisions shall not be amended unless also approved by the Miami-Dade County Board of County Commissioners: the Purpose and Functions of the Corporation (Article III); numbers and qualifications of Directors (Section 4.01); appointment of Directors (Section 4.02); terms of Directors (Section 4.03); resignation, removal, and vacancies on Board of Directors (Section 4.04); quorum and voting requirements for meetings of Directors (Section 4.05); the Annual Report (Section 5.01); Amendment of Articles of Incorporation (Section 5.06); and Dissolution (Section 5.07). Notice of a proposed amendment shall be furnished to all Directors at least ten days in advance of the meeting at which the amendment is to be considered.

Section 5.07 Dissolution. Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Board of County Commissioners of Miami-Dade County for a public purpose.

ARTICLE VI
REGISTERED AGENT

Section 6.01 The initial Registered Agent of this Corporation shall be:

[insert name here]
[address line 1]
[address line 2]

ARTICLE VII
<u>INCORPORATOR</u>

<u>Section 7.01</u> The name and street address of the person signing these Articles is:

[insert name here]
[address line 1]
[address line 2]

IN WITNESS WHEREOF, the undersigned, being the Incorporator, has signed these Articles of Incorporation of the Corporation this ______ day of ________________, 2020.

____
[insert name here], Incorporator

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for The Miami-Dade Fire Rescue Response K-9 Foundation, Inc. at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 617, Florida Statutes.

Dated this ______ day of ______________, 2020

____
[insert name here], Registered Agent