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Division of Corporations  
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*NON*  
**FLORIDA PROFIT CORPORATION OR P.A.**  
*Cedar Inn Benefit Center, Inc.*

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 23, 2000

EMPIRE CORPORATE KIT COMPANY

SUBJECT: CEDAR INN BENEFIT CENTER, INC.  
REF: W00000020699

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any further questions concerning your document, please call (850) 487-6933.

Teresa Brown  
Corporate Specialist

FAX Aud. #: H00000044085  
Letter Number: 000A00045131

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION  
OF

**CEDAR INN BENEFIT CENTER, INC.**

The undersigned, hereby associate ourselves together the purpose of becoming a non profit Corporation under the laws of the State of Florida by and under provisions of chapter 617 part I of the Statutes of the State of Florida, providing for the formation, rights, privileges, and immunities of a corporation of non profit, and to of non profit, and to that end and we do set forth the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be:

**CEDAR INN BENEFIT CENTER, INC.**

10146 Costa del Sol Boulevard  
Miami, Florida 33178

ARTICLE 11

The purposes for which this Corporation is organized are, besides any and all things allowed to be done by a non profit corporation under the Statutes of the State of Florida, the following:

A. To provide under the provisions of any existing or future laws assistance, nourishment, counseling, housing temporary or permanent, and any other services that may be needed by the homeless population.

B. To construct, operate, maintain, and improve, rehabilitate and to buy own, sell, convey, or assign, mortgage or lease any real estate and any all personal property necessary or incident to the provision of the purposes stated in II A above.

C. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business to assure the same mortgage, pladge or lien.

D. To apply for and obtain or cause to be obtained from the federal, state or local government, or any of its agents or offices or from any private entity of any nature whatsoever (for profit or not for profit) for funding to assure the purposes or goals of the Corporation.

Prepared By: Lisette Rodriguez, Esquire  
10352 SW 11<sup>th</sup> Street  
Miami, Florida 33174  
tel: 305-643-0400  
fax: 305-643-0034  
Bar. No.: 0867100

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E. To enter into any kind of contract or legally binding document necessary to apply for or obtain funding as described in II D and to enter into any activity, and to perform and carry out contracts of any kind necessary to, or in connection with or incidental to the accomplishment of the nonprofit purposes of the cooperative corporation.

F. To make patronage refunds to members, stockholders, or any other person as provided by the By Laws of the Corporation.

### ARTICLE III

The qualification of members and the manner of their admission shall be prescribed from time to time by the By Laws of the Corporation.

Initially any person of good moral character and over the age of eighteen (18) years shall be qualified to be member of I this Corporation. Admission of members will be decided by the Board of Directors in accordance with the requirements set forth in the By-Laws of the Corporation.

This corporation shall issue no stock, no part or the net earnings of this Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. This Corporation shall not participate or intervene in any political campaign on behalf of any candidate for Public Office, including the publishing of or distributions of statements. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a Corporation Exempt from Federal Income Tax under 501(C)3 of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, or 170(C) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal

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Revenue Law. On the dissolution of this Corporation the board of Directors shall dispose of all of the assets of this Corporation exclusively for the purposes of this Corporation in the manner or to the organization that are originated and operated exclusively for charitable, educational, religious, scientific, or social purposes.

ARTICLE IV

This Corporation shall exist perpetual.

ARTICLE V

The names and residences of the subscriber of these Articles are:

ESTHER PEREZ	10146 Costa del Sol Boulevard Miami, Florida 33178
LISETTE RODRIGUEZ	10352 SW 11 <sup>th</sup> Street Miami, Florida 33174

ARTICLE VI

The affairs of this Corporation shall be managed by officers elected by the Board of Directors at its annual meeting.

The Officers that shall serve until the election at the organizational meeting after these Articles are approved are:

President:	Robert Arons	1500 Biscayne Boulevard Suite 128 Miami, Florida
Secretary:	Al Latini	10142 Costa Dal Sol Blvd. Miami, Florida 33138
Treasurer:	Gina Montiel	6941 S.W. 128 <sup>th</sup> Court Miami, Florida 33138

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ARTICLE VII

This Corporation shall have a Board of Directors of three Directors initially. The number of Directors shall be prescribed in the By-Laws from time to time. The names and addresses of the directors which shall serve until the first election are:

Robert Axons                      1508 Biscayne Boulevard  
Suite 128  
Miami, Florida

Al Latini                            10142 Costa Del Sol Blvd.  
Miami, Florida 33178

Gina Montiel                        5941 S.W. 128<sup>th</sup> Court  
Miami, Florida 33138

Vacancies in the initial Board of Directors occurring before the first election shall be filled by the Directors remaining in office even though they do not constitute a quorum of the Board of Directors.

ARTICLE VIII

The By-Laws of the Corporation shall be adopted by the Board of Directors.

ARTICLE IX

An amendment to these Articles may be proposed by the Board of Directors. Amendments shall be adopted by the Board of Directors by the affirmative vote of the majority of Directors present and voting at a meeting at which a quorum is present.

ARTICLE X

The initial Registered Office of this Corporation is: 10146 Costa Del Sol Blvd. Miami, Florida 33178, and the initial registered agent will be Esther Perez.

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ARTICLE XI

No act of the members shall be valid unless taken at a meeting of members after notice as prescribed by the By-Laws.

ARTICLE XXII

No contract or other transaction between this Corporation any other Corporation, shall in any way be affected or invalidated by the fact that any of the Directors or Officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other Corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that such firm is so interested shall be disclosed in the minutes of this Corporation and any such other Corporation or person who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation shall authorize any such contract or transaction, provided however, such other director may not vote thereafter to authorize any such contract or transaction.

IN WITNESS WHEREOF we have made, subscribed, and acknowledge these Articles of Incorporation this twenty 5th day of August 2000.

*Esther Perez*  
ESTHER PEREZ, INCORPORATOR  
*Lisette Rodriguez*  
LISETTE RODRIGUEZ, INCORPORATOR


STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority personally appeared ESTHER PEREZ AND LISETTE RODRIGUEZ to me known to be the persons described as the subscribers in, and who executed the foregoing Articles of Incorporation, and they acknowledged before me, that they executed and subscribed to these Articles of Incorporation.

WITNESS MY HAND AND SEAL, in the City of Miami, County of Miami Dade State of Florida, this 5th day of August 2000.

*Carlos Rodriguez Guesada*  
Notary Public State of Florida

Prepared By: Lisette Rodriguez, Esquire  
10352 SW 11th Street  
Miami, Florida 33174  
tel: 305-643-0400  
fax: 305-643-0034  
Bar. No.: 0867100

  
CARLOS RODRIGUEZ GUESADA  
COMMISSION # CC 649238  
EXPIRES JUL 13, 2001  
BONDED WITH  
ATLANTIC BONDING CO., INC.

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submit the following statement in designating the registered office/ registered agent, in the State of Florida.

----- CEDAR INN BENEFIT CENTER, INC. ----- desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named ESTHER PEREZ located at 10146 Costa Del Sol Boulevard, City of Miami, County of Miami-Dade, State of Florida 33178, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

*Esther Perez*  
\_\_\_\_\_  
Esther Perez, Registered Agent  
Dated: 08/5/00

Prepared By: Lisette Rodriguez, Esquire  
10352 SW 11<sup>th</sup> Street  
Miami, Florida 33174

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TALLAHASSEE, FLORIDA

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