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STEEL HECTOR & DAVIS LLP
Requestor's Name

215 S. MONROE/SUITE 601
Address

TALLAHASSEE 32301 222-2300
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. NON-VIOLENCE PROJECT SOUTH FLORIDA, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 00 AUG 28 AM 10:49
 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE

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 Photocopy
 Certificate of Status

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<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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IF YOU HAVE ANY QUESTIONS REGARDING FILING PLEASE CONTACT ELIZABETH AT: 222-2300. THANK YOU.

AUG 28 2000

Examiner's Initials	
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ARTICLES OF INCORPORATION

of

NON-VIOLENCE PROJECT SOUTH FLORIDA, INC.
(A Florida Not-For-Profit Corporation)

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be NON-VIOLENCE PROJECT SOUTH FLORIDA, INC. (hereinafter called the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is 300 Biscayne Boulevard Way, Suite 919, Miami, Florida 33131.

ARTICLE III
PURPOSE

This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes. The primary purpose of the corporation is to create educational programs that foster non-violence messages in the schools and deliver anti-gang messages to youths. The purposes of the corporation shall however, be limited in all events to exempt purposes described in Section 501(c) (3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall commence its existence with the filing of the Articles of Incorporation. The Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE V
MEMBERS

The Corporation shall have no members.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 300 Biscayne Boulevard Way, Suite 919, Miami, Florida 33131; and the name of the Corporation's initial registered agent at that address is Diane Landsberg.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than one (1) director. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than one. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

Robert Aceituno
One SE 3rd Avenue, 1st Floor
Miami, FL 33131

Donald Warshaw
444 SW 2nd Avenue
Miami, FL 33133

Stuart Savedoff, Dr.
427 Biltmore Way, Suite 202
Coral Gables,

Kathryn Gutstein
601 Brickell Key, Suite 901
Miami, FL 33131

Jean Whipple
520 Brickell Key Drive
Miami, FL 33131

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Diane Landsberg
300 Biscayne Boulevard Way, Suite 919,
Miami, Florida 33131

ARTICLE IX
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws or an organization equivalent to an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, which would qualify for exemption under Section 501(a) of the Internal Revenue Code of 1986.

ARTICLE X
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the

Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).


ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be altered, amended, rescinded or added to by resolution adopted by a two-thirds (2/3) vote of the members of the Board of Directors.

ARTICLE XII

The Bylaws of the Corporation may be adopted, altered, amended, rescinded or added to by resolution adopted by a two-thirds (2/3) vote of the members of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 23 day of August, 2000.


Diane Landsberg
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**


WITNESSETH:

That, NON-VIOLENCE PROJECT SOUTH FLORIDA, INC., desiring to organize under the laws of the State of Florida, has named Diane Landsberg, located at 300 Biscayne Boulevard Way, Suite 919, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 23 day of August, 2000.



Diane Landsberg
Registered Agent