

TRANSMITTAL LETTER

N000000008122

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: SOUTH CENTRAL URBAN REDEVELOPMENT CORPORATION
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

RECEIVED
TALLAHASSEE, FLORIDA
00 DEC - 4 AM 0: 28
FILED

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Aldwyn C. Thomas
Name (Printed or typed)

1951 Northwest 85th Way
Address

Pembroke Pines, FL 33024
City, State & Zip

954-435-4845
Daytime Telephone number

000003485200--4
-12/04/00--01111--016
*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.

gk 12/11

ARTICLES OF INCORPORATION
OF
SOUTH CENTRAL URBAN REDEVELOPMENT CORPORATION

00 DEC -4 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Pursuant to Florida Statute 617.0202, the undersigned subscriber does hereby file these Articles of Incorporation with the Florida Department of State on the date stated below and declares:

I

NAME OF CORPORATION

The name of the corporation shall be SOUTH CENTRAL FLORIDA URBAN REDEVELOPMENT CORPORATION

II

PURPOSES OF THE CORPORATION

- A. The specific and primary purposes are
1. To raise the economic, educational and social levels of residents of South Florida Tri-County's (Broward, Palm Beach, and Miami-Dade Counties), unincorporated and urban core communities, which are substantially under-employed and have low and moderate income, by fostering and promoting community-wide interest and concern for the problems of such residents and to that end:
 - a) promote diversity, ease local tension, and eliminate prejudice and discrimination, economic and otherwise.

- b) to lessen sickness, poverty and crime that may exist; and
- c) to extend and enhance economic opportunities that may be lacking among the residents of South Florida's Tri-County areas (Broward, Palm Beach, and Miami-Dade Counties).

B. To expand the opportunities available to said residents to own, manage, and operate business enterprises by furthering the development of locally owned or operated business enterprises in South Florida Tri-County's (Broward, Palm Beach, and Miami-Dade Counties), unincorporated and urban core communities; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; to facilitate the financing of projects for the development and successful operation of business enterprises owned and operated by said residents and to assist said residents in obtaining such financial support from other sources.

C. To create a capital fund contributed by financial institutions and others; to provide loans and investments in emerging and existing businesses in South Florida Tri-County areas (Broward, Palm Beach, and Miami-Dade Counties).

- D. To expand opportunities available to said resident to obtain low-cost and affordable housing accommodations, to engage in housing construction and related activities in order to improve the living conditions of said residents.
- E. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishments, fostering or attainment of the foregoing purposes, either directly or indirectly and either along or in conjunction with others, whether such others are persons or organizations of any kind or nature such as corporations, firms, associations, trust, institutions, foundations, or governmental bureaus, departments or agencies.
- F. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Sections 501 © (3) of the Internal Revenue Code of 1986, as amended or (ii) by a corporation organized under Section 170©(2) of the Code or (iii), a corporation as defined in Section 617.0105, Florida Statutes (iv) or Section 508 at 4941 of the Code; or
- G. Under any corresponding provision of any subsequent Federal Tax Laws covering the distributions to organization qualified as tax exempt under the Internal Revenue Code, as amended, including political foundations and private operating foundations.

III

MEMBERSHIP

Members of the Corporation shall be the members of the Board of Directors of the Corporation, as named below, or their successors and other persons selected as members of the Corporation and approved by the Board of Directors of the Corporation.

IV

DURATION

The term for which the Corporation shall exist shall be perpetual.

V

SUBSCRIBER

The name and residence of the subscriber is:

Aldwyn C. Thomas
1951 Northwest 85th Way
Pembroke Pines, FL 33024

VI

BOARD OF DIRECTORS OF THE CORPORATION

- A. The affairs of the Corporation are to be managed by the Board of Directors that shall always have no less than two (2) members.
- B. The names and addresses of the initial Board of Directors of the corporation are:

<u>Name</u>	<u>Address</u>
Aldwyn C. Thomas	1951 Northwest 85 th Way Pembroke Pines, FL 33024
Claudette W. Thomas	1951 Northwest 85 th Way Pembroke Pines, FL 33024
Tamesha Thomas	

C. The Board of Directors set forth in Subparagraph B shall serve in that capacity until the first annual meeting of the members of the Corporation, at which time a new Board of Directors shall be elected in accordance with the Bylaws of the Corporation.

VII

BYLAWS

- A. The Board of Directors shall prepare the Bylaws of the Corporation and propose the Bylaws to the members.
- B. The Bylaws will be effective upon the majority vote of the members approving the Bylaws.
- C. Subsequent amendments to the Bylaws may be proposed by either the Board of Directors or by an individual member. Each proposed amendment must be approved by a majority of the members.
- D. The Bylaws of the Corporation may be rescinded by a majority vote of the members of the Corporation.

VIII

AMENDMENTS TO ARTICLES

A. Proposed amendments to the Articles of Incorporation may be made by a majority of the Board of Directors or by a member.

B. The proposed amendment must be adopted by a majority resolution of the members.

IX

ANNUAL ACCOUNTING

The Board of Directors shall prepare an annual accounting of the affairs of the Corporation and submit the accounting to the members of the Corporation for their review and approval.

X

QUALIFICATIONS AS TAX EXEMPT ORGANIZATION

A. No part of the net earnings of the Corporation shall inure the benefit of, or be distributed to its members, officers, 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 the support of the Corporation. 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) in any local campaign on behalf of any candidate for public office.

B. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted:

1. By a corporation exempt from federal income tax under Section 501©(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); or,

2. By a corporation, contributions to which are deductible under section 170©(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

XI

DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the benefit of an organization that is organized and operated exclusively for the purposes set forth in Article II of these Articles of Incorporation, provided that at the time of distribution that organization is an exempt organization under Section 501©(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law). Any such assets not so disposed of by the Circuit Court of Broward County exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for the purposes set forth in Article II of these Articles of Incorporation.

XII

INDEMNITY

The Corporation shall indemnify, to the full extent permitted by law, any and all persons who may serve, or who have served at any time, as directors or officers, and their respective heirs, administrators, successors and assigns, against any and all expenses, including, but not limited to, amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit has commenced) actually and necessarily incurred by such persons in connection with the defense or settlement of any claims, action, suit or proceeding by reason of having been or being directors or officers; provided that the Corporation shall provide no indemnification in cases wherein the director or officer is adjudged guilty or willful misfeasance or malfeasance in the performance of his or her duties. The indemnification herein described may be entitled under any law, bylaw, agreement, and votes of active member or otherwise.

XIII

DESIGNATION OF REGISTERED AGENT

- A. The Corporation shall maintain an office in the State of Florida with a Registered Agent upon whom process may be served.
- B. The initial Registered Agent of the Corporation and his address for service of process is:

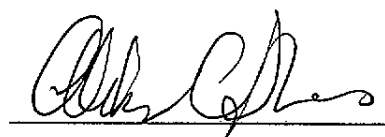
Aldwyn C. Thomas
1951 Northwest 85th Way
Pembroke Pines, FL 33024

I hereby accept designation as the Registered Agent of SOUTH CENTRAL
FLORIDA URBAN REDEVELOPMENT CORPORATION, on this 27th day of
November, 2000.


ALDWYN C. THOMAS

FILED
00 DEC -4 AM 8:28
SECURITIES DIVISION
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto subscribed my name this
27th day of November, 2000.



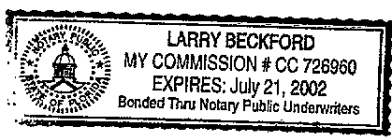
ALDWYN C. THOMAS

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME personally appeared ALDWYN C. THOMAS, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged me at he executed the same for the purposes therein expressed.

DATED this 27th day of NOVEMBER, 2000.



NOTARY PUBLIC
State of Florida at Large
My Commission Expires: