

No 1000004639

TRANSMITTAL LETTER

FILED
01 JUL -2 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

200004212042--6
-05/11/01--01082--018
*****87.50 *****87.50

SUBJECT: The ^{Miami} FLY GIRLS INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: MYRTLE MALCOM
Name (Printed or typed)

770 NW 101 Terrace
Address

Plantation, Florida 33324
City, State & Zip

(954) 472-6274
Daytime Telephone number

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

D. BROWN JUL - 2 2001

4001-11722



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 17, 2001

MYRTLE MALCOM
770 NW 101 TERRACE
PLANTATION, FL 33324

SUBJECT: THE MIAMI FLY GIRLS INC
Ref. Number: W01000011222

We have received your document for THE MIAMI FLY GIRLS INC and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock
Document Specialist
New Filing Section

Letter Number: 901A00030209

ARTICLES OF INCORPORATION

OF

MIAMI FLY GIRLS, INC.

FILED
01 JUL -2 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: The Division of Corporations
Tallahassee, Florida 32314

THE UNDERSIGNED, all of whom are natural persons of the age of twenty-one years or more, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes (F.S.), adopt the following Articles of Incorporation:

ARTICLE I: The name of the Corporation is MIAMI FLY GIRLS, INC.

ARTICLE II: The period of duration of the Corporation is perpetual.

ARTICLE III: The principal place of business and mailing address of the corporation shall be 770 NW 101 Terrace, Plantation, Florida 33324.

ARTICLE IV: The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code").

The specific purposes for which the Corporation is formed are as follows:

To provide programs, activities, facilities and services to preserve, promote and present the art and culture of Trinidad and Tobago as well as other islands/areas of the Caribbean.

The programs, activities and services established in accordance herewith are maintained and operated on a non-profit basis and are designed to create, facilitate, implement, assist and cooperate with other persons and corporations, public or private agencies or

ARTICLES OF INCORPORATION

organizations, the federal or state governments or political subdivisions thereof, and agencies desiring to assist in this work.

In further pursuit of these objectives, the Corporation shall collect fees in full or partial payment of the cost of the services/goods provided.

The Corporation may rent, lease, buy, build, contract, own, mortgage, obtain, sell or otherwise dispose of property, real or personal, needed in the conduct of such programs, activities, facilities and services, or any part thereof; and shall do and perform each and every lawful act and deed necessary, desirable, suitable, useful and expedient to be done, in carrying out the purposes of the Corporation and for which this Corporation is formed; and to otherwise perform very lawful act necessary, useful, desirable and/or expedient in the efficient conduct of the Corporation, pursuant to the powers conferred upon it by the laws of the State of Florida.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious or charitable purposes, and engage in any lawful act or activity for which corporations may be organized under the Florida Nonprofit Corporation Act.

In furtherance of its exclusively charitable corporate purposes, the Corporation shall have all the general powers enumerated in Chapter 617 of the Florida Statutes (Not for Profit) as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

ARTICLE V: The Corporation shall have one class of members. The members of the Corporation shall consist of the initial directors of the Corporation [named in Articles NINE hereof] and of such other persons as shall be elected to membership at any meeting of the members by a vote of the majority of all of the members. Each member shall have one vote.

ARTICLE VI: There shall at all times be at least three directors who shall be elected or appointed as provided by the Bylaws.

ARTICLES OF INCORPORATION

ARTICLE VII: Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, or officer of the Corporation, or any other private person, except that the Corporation may be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distribution in furtherance of the purposes set forth in Article IV hereof.

b. 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 permitted by Section 501 (h) of the Code, and in any corresponding laws of the State of Florida), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

c. During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors [trustees] must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

d. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c) (3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under section 170(c) (2) of the Code.

ARTICLES OF INCORPORATION

e. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, shall be distributed to any other such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director, or officer, or any private individual.

ARTICLE VIII: The address, including street and number, of the Initial registered office of the Corporation is 770 NW 101 Ter, Plantation, Florida 33324, and the name of its initial registered agent at such address is Myrtle Malcolm.

ARTICLE IX: The number of directors constituting the initial board of Directors is three, and the names and addresses, including street and number of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualify are as follows:

1. Myrtle Malcolm - 770 NW 101st Terr., Plantation, Florida 33324
2. Lucille Williams - C/O 770 NW 101st Terr., Plantation, Florida 33324
3. Yolanda St. Laurent - 602 Verona Place - Weston, Florida 33326

The name and address, including street and number, of each incorporator is as follows:

1. Myrtle Malcolm 770 NW 101 Ter
Plantation, Fla. 33324

IN WITNESS WHEREOF, the undersigned hereby subscribes these

ARTICLES OF INCORPORATION

Articles of Incorporation this day of 6-26, 2001.

Myrtle Malcolm
Myrtle Malcolm(Incorporator)

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Myrtle Malcolm
Signature/Registered Agent

6-26, 2001
Date

Myrtle Malcolm
Signature/Incorporator

6-26, 2001
Date

FILED
01 JUL -2 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA