

NO20000009196

(Requestor's Name)

VINCENT J. MCGHEE II
SCHOLARSHIP FOUNDATION
1251 NE 82 STREET
MIAMI, FL 33138

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

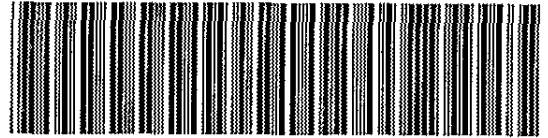
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TALLAHASSEE, FL 32310

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Vincent P. McGhee, II. Scholarship Foundation, Inc.
A Florida Corporation

The undersigned, acting as Incorporators of a Not-For-Profit corporation under the Florida Statutes, Title XXXVI, Chapter 617, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is **Vincent P. McGhee, II. Scholarship Foundation, Inc.**

ARTICLE II - PLACE OF BUSINESS

The principal office of the corporation is located at 1251 NE 82nd Street, Miami, Florida 33138

ARTICLE III - REGISTERED AGENT

The name of the registered agent of the corporation is Garrian McGhee. The address of this registered agent is 1251 NE 82nd Street, Miami, Florida 33138.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - BOARD OF DIRECTORS

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws, but shall not be less than (3) three persons.

ARTICLE VI - CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable and educational.

ARTICLE VII - 501(c)(3) LIMITATIONS

1. CORPORATE PURPOSES: Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any

individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII - INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by

his heirs executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjusted in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right or indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

ARTICLE IX – DATE OF COMMENCEMENT

The date and time of the commencement of the corporation existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE X – BYLAWS

The initial by-laws of the corporation shall be adopted by the directors. Thereafter, by-laws of the corporation may be adopted, altered, amended, or repealed from time to time by the board of directors of the corporation.

INITIAL BOARD OF DIRECTORS

Garrian McGhee	1251 NE 82 nd Street, Miami, Florida 33138
Robert Beatty	441 Grand Concourse, Miami, Florida 33138
Alesia Bethel	210 Frow Avenue, Coral Gables, Florida 33133
Patricia Davie	70 NE 100 th Street, Miami, Florida 33138
Bridgette Sharpton	15 E. 3 rd Avenue, Suite 2100, Miami, Florida 33131
Darryl Sharpton	15 E. 3 rd Avenue, Suite 2100, Miami, Florida 33131
Darryl F. Reaves	3315 NW 49 th Street, Miami, Florida 33142
Sandra Walsh	13002 SW 114 th Place, Miami, Florida 33176

INCORPORATORS

Garrian McGhee	1251 NE 82 nd Street, Miami, Florida 33138
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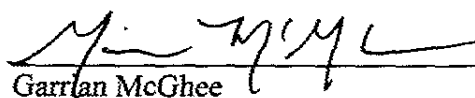
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE:**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

Vincent P. McGhee, II. Scholarship Foundation, Inc, desiring to organize under the Laws of the State of Florida, hereby designate Garrian McGhee as its registered agent and, 1251 NE 82nd Street, Miami, Florida, 33138, as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

 /, August 28, 2002
Garrian McGhee date

INCORPORATOR/REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA