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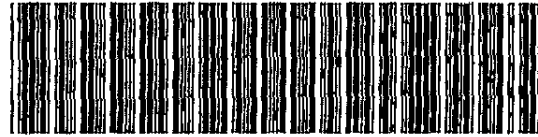
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J. Shivers SEP 23 2005

WOS-36531

TRANSMITTAL LETTER

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

SUBJECT: Floridians for Equal Rights, 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: Stuart A. Rosenfeldt, Esq.
Name (Printed or typed)

300 S.E. 2nd Street, Suite 860
Address

Ft. Lauderdale, Florida 33301
City, State & Zip

(954) 315-7201
Daytime Telephone number

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

**ARTICLES OF INCORPORATION OF
NATIONAL CONFERENCE FOR COMMUNITY AND JUSTICE OF
BROWARD/PALM BEACH, INC.**

(A FLORIDA NOT-FOR-PROFIT CORPORATION)

The undersigned incorporator hereby adopts these Articles of Incorporation in order to form National Conference for Community and Justice of Broward/Palm Beach, Inc. (the "Corporation") not-for-profit, under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (Florida Statutes Chapter 617).

ARTICLE I: NAME

The name of the Corporation is National Conference for Community and Justice of Broward/Palm Beach, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal office (and mailing address) is located at 300 S.E. 2nd Street, Suite 860, Ft. Lauderdale, Florida 33301.

ARTICLE III: PURPOSES

The purpose for which the Corporation is organized is to promote tolerance and fight bias and discrimination through education, training and advocacy. The Corporation is formed for exclusively religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws") and the purposes of the Corporation are limited exclusively to public purposes, such as promoting dialogue and respect among all cultures, religions and ethnicities in Broward/Palm Beach Counties and striving for a world free from discrimination through education, advocacy, and conflict mediation. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

ARTICLE IV: POWERS

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable of proper for the furtherance, accomplishment, fostering or attainment of any or

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all of the doses for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE V: MANNER OF ELECTION

A Board of Directors, members of which shall be elected annually in accordance with the Bylaws, shall manage the affairs of the Corporation. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than four (4). Members of the Board of Directors shall, to the extent practicable, reflect the diversity of Broward/Palm Beach Counties including racial, gender, ethnic, cultural, religious, age, expertise, economic and geographic diversity.

ARTICLE VI: INITIAL DIRECTORS

The names and addresses of the initial Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

Stuart A. Rosenfeldt	300 SE 2 nd Street, Suite 860 Fort Lauderdale, FL 33301
John Ruffin	7880 West Oakland Park Boulevard, Suite 203 Ft. Lauderdale, FL 33351
Gale Butler	7880 West Oakland Park Boulevard, Suite 203 Ft. Lauderdale, FL 33351
Maureen O'Neill	7880 West Oakland Park Boulevard, Suite 203 Ft. Lauderdale, FL 33351

ARTICLE VII: INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this Corporation is 300 S.E. 2nd Street, Suite 860, Ft. Lauderdale, Florida 33301 and the name of the initial registered agent at such address is Stuart A. Rosenfeldt, Esq.

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator of this Corporation is Stuart A. Rosenfeldt, Esq., Rothstein Rosenfeldt Adler, 300 SE 2nd Street, Suite 860, Fort Lauderdale, Florida 33301. The incorporator shall not be liable in any form or fashion, for any acts or omissions of the Corporation.

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes herein above set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article III hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to 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 by an organization exempt from federal income taxation under Section 541(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, Directors or officers, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

(i) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(ii) engage in, any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(iii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(iv) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or

(v) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

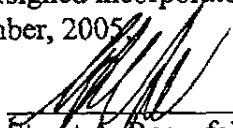
ARTICLE X: DISSOLUTION CLAUSE

Upon the dissolution of Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, including costs and expenses of such dissolution, dispose of all of the remaining assets of the Corporation by either (a) using them exclusively for the exempt purposes of the Corporation; or (b) distributing them to an organization or organizations that are organized and operated exclusively for religious, charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws), as the Board of Directors shall determine. None of the assets shall be distributed to any member, officer or Director of this Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to an organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI: AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 15th day of September, 2005.



Stuart A. Rosenfeldt, Esq.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

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.

DATED THIS 15th DAY OF SEPTEMBER, 2005.

By: 

STUART A. ROSENFELDT, ESQ.
Registered Agent

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TALLAHASSEE, FLORIDA