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Division of Corporations Page 1 of 1

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From:  
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Account Number : 076077003570  
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## FLORIDA NON-PROFIT CORPORATION

The National Conference for Community and Justice of

Certificate of Status	0
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SECRETARY OF STATE  
STATE OF FLORIDA

**THE NATIONAL CONFERENCE FOR COMMUNITY AND JUSTICE OF  
GREATER MIAMI, INC.**

**ARTICLES OF INCORPORATION**

**In Compliance with Chapter 617, F.S., (Not for Profit)**

**FIRST:** The name of the corporation shall be The National Conference for Community and Justice of Greater Miami, Inc. (the "Corporation").

**SECOND:** The principal place of business and mailing address of the Corporation shall be:

150 SE 2nd Avenue, Suite 411  
Miami, FL 33131

**THIRD:** The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance of these purposes, the Corporation will promote understanding and respect among all races, religions and cultures; fight bias, bigotry and racism in America; address intergroup tensions among different groups; and advance the goals of justice, amity and peace by bringing diverse religious, racial, gender, ethnic, cultural, socio-economic, geographic and community groups together to build mutual understanding and respect.

The Corporation may engage in any and all other charitable activities permitted to an organization exempt from federal income tax under Section 501(c)(3) of the Code or corresponding future provisions of the federal tax law. To these ends, the Corporation may engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon nonprofit corporations in the State of Florida, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

**FOURTH:** The period of duration of the Corporation is perpetual.

**FIFTH:** The Corporation shall not have members.

**SIXTH:** The number of members of the Board of Directors of the Corporation and the manner of their election or appointment shall be set forth in the bylaws of the Corporation.

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**SEVENTH:** The names and addresses of the initial directors are:

Nelson L. Adams, M.D.  
100 NW 170th St. Suite 304  
North Miami, FL 33169

Georgina A. Angones  
University of Miami Law School  
1203 Santona Street  
Coral Gables, FL 33146

Alejandro J. Aguirre  
Deputy Editor and Publisher, Diario Las Americas  
2900 N.W. 39th Street  
Miami, Florida 33142

Donald Bierman, Esq.  
Bierman, Shohat & Loewy, P.A.  
800 Brickell Avenue, Penthouse 2  
Miami, FL 33131

Ronald L. Book  
2999 N.E. 191 Street  
Penthouse 6  
Aventura, FL 33180

Terence G. Connor, Esq.  
Morgan, Lewis & Bockius LLP  
200 South Biscayne Boulevard, Suite 5300  
Miami, Florida 33131-2339

The Honorable Katherine Fernandez Rundle, State Attorney  
Eleventh Judicial Circuit of Florida  
1350 N.W. 12th Avenue  
Miami, Florida 33136

Robert E. Hilson  
President, South Florida Market  
Bank of America  
100 S.E. 2nd Street, 30th Floor  
Miami, Florida 33131

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Jas Katariya, M.D.  
Assistant Professor of Clinical Anesthesiology  
University of Miami/Jackson Memorial Hospital  
1611 NW 12 Ave  
Central 300  
Miami, Florida 33136

Roz Kovens  
9999 Collins Avenue  
Penthouse 1-K  
Bal Harbour, Florida 33154

David Lawrence, Jr.  
President, Early Childhood Initiative Foundation  
3250 S.W. 3rd Avenue, 5th Floor  
Miami, Florida 33129

Donald E. Lefton  
The Continental Companies, LLC  
3250 Mary Street  
Miami, Florida 33133

Gepsie M. Metellus  
74 Northwest 108 Street  
Miami Shores, FL 33168

Patrick Montoya  
Colson Hicks Eidson Colson Matthews et al  
255 Aragon Avenue, 2nd Floor  
Coral Gables, FL 33134

Herman J. Russomanno, Esq.  
Russomanno & Borrello, P.A.  
Museum Tower, Suite 2101  
150 West Flagler Street  
Miami, Florida 33130

Robert H. Traurig, Esq.  
Greenberg Traurig  
1221 Brickell Avenue, 22nd Floor  
Miami, Florida 33131

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**EIGHTH:** The name and Florida street address of the registered agent is:

Jim Howe  
150 SE 2nd Avenue, Suite 411  
Miami, FL 33131

**NINTH:** The name and address of the Incorporator is:

Tamar R. Rosenberg  
Morgan Lewis & Bockius LLP  
1111 Pennsylvania Avenue, NW  
Washington, DC 20004

**TENTH:** Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or the termination of the Corporation are as follows:

No part of the income or principal of the Corporation shall inure to the benefit of any director or officer of this Corporation or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it, and to make reasonable payments and distributions in furtherance of the aforementioned purposes of the Corporation.

The Corporation shall not engage in any activity which is prohibited to a corporation exempt from federal income tax under Section 501(c)(3) of the Code or any corresponding future provision of the federal tax law. In accordance with the existing federal tax law, the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office by publishing or distributing statements, or in any other way. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

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 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 any assets which would 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

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acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

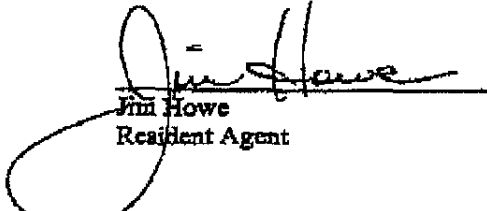
Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose 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.

Although the period of duration of the Corporation is perpetual, if for any reason the Corporation is to be dissolved or otherwise terminated, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the directors of the Corporation or any other private individual. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the district or county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

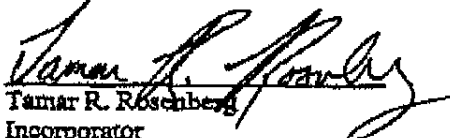
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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity this 23<sup>rd</sup> day of September, 2005.

  
Jim Howe  
Resident Agent

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23<sup>rd</sup> day of September, 2005.

  
Tamar R. Rosenberg  
Incorporator

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