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(Requestor's Name)

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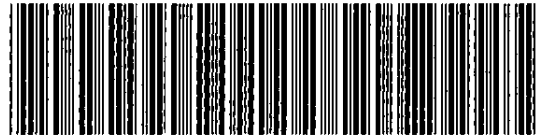
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE OF TEXAS
COUNTY OF DALLAS

DA

COVER LETTER

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

SUBJECT: MIAMI-BROWARD ONE CARNIAL HOST COMMITTEE 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: MARLON A. HILL, ESQ.
Name (Printed or typed)

200 S. BISCAYNE BLVD., #2750, MIAMI, FL
Address

MIAMI, FLORIDA 33131
City, State & Zip

786-777-0184
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 21, 2009

MARLON A HILL, ESQ
200 S BISCAYNE BLVD #2750
MIAMI, FL 33131

SUBJECT: MIAMI-BROWARD ONE CARNIVAL HOST COMMITTEE INC.
Ref. Number: W09000018321

We have received your document for MIAMI-BROWARD ONE CARNIVAL HOST COMMITTEE INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article 6 states that there shall never be less than 9 directors. You have 8 listed,

Please return the corrected 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) 245-6052.

Paisley A Alford
Clerk
New Filing Section

Letter Number: 209A00013109

**ARTICLES OF INCORPORATION
OF
MIAMI-BROWARD ONE CARNIVAL HOST COMMITTEE INC.
(a corporation not for profit)**

The undersigned Incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

1. **NAME.**

The name of this corporation is

MIAMI-BROWARD ONE CARNIVAL HOST COMMITTEE INC.

2. **PURPOSES.**

(a) This corporation is organized and shall operate exclusively for charitable purposes that are exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this corporation may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

(b) As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

- i) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
- (ii) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and
- (iii) To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wheresoever situated; and

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CLERK OF COUNTY OF DADE
MIAMI, FLORIDA

- (iv) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and
- (v) To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and
- (vi) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

(c) Notwithstanding anything herein to the contrary, this corporation may exercise any and all (but no other) powers 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.

(d) No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(e) No part of the activities of this corporation shall consist of carrying on *propaganda*, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(f) In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's *property or proceeds therefrom*, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by

law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

3. **MEMBERS.**

Members of this corporation shall be natural persons, of Twenty-One (21) years of age or older, and of good character and reputation.

4. **TERM OF EXISTENCE.**

This corporation shall exist perpetually.

5. **ADDRESS.**

The street address of the initial principal office and mailing address of the Corporation is 18425 NW 2nd. Ave. Suite #335, Miami Gardens, FL 33169.

6. **MEMBERS.**

This corporation shall have eight (8) directors, initially. The number of directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less than eight (8).

The names and addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Ruthven Williams
18425 NW 2 Avenue, Suite 335
Miami Gardens, FL 33169

Andy Ansola
6781 NW 45th Street,
Lauderhill, FL 33319

Joan Hinkson
18425 NW 2 Avenue, Suite 335
Miami Gardens, FL 33169

Mario Zamora
6175 NW 153 rd St, Suite 103
Miami Lakes, FL 33014

Sydney Roberts
18425 NW 2 Avenue, Suite 335
Miami Gardens, FL 33169

Rafiek Mohammed
7400 NW 36th Street,
Lauderhill, FL 33319

Glenn Joseph
18425 NW 2 Avenue, Suite 335
Miami Gardens, FL 33169

Francis Ragoo
18940 NW 14th Avenue,
Miami Gardens, FL 33169

Successors shall be elected pursuant to the By-laws of the corporation.

7. NAMES AND ADDRESSES OF INCORPORATORS.

The names and addresses of the Incorporators of this corporation are:

Ruthven Williams
18425 NW 2 Avenue, Suite 335
Miami Gardens, FL 33169

Andy Ansola
6781 NW 45th Street,
Lauderhill, FL 33319

Joan Hinkson
18425 NW 2 Avenue, Suite 335
Miami Gardens, FL 33169

Mario Zamora
6175 NW 153 rd St, Suite 103
Miami Lakes, FL 33014

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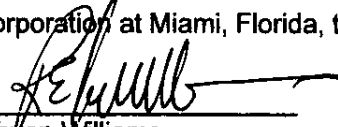
8. NAME AND OFFICE OF REGISTERED AGENT.

The street address of this corporation's initial registered office and the name of this corporation's initial registered agent at such address is Marlon A. Hill, Esq., 200 S. Biscayne Blvd., Suite 2750, Miami, FL 33131.

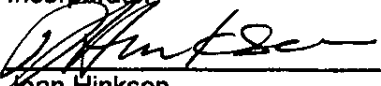
9. BY-LAWS.

The By-laws of this corporation may only be made, altered or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the By-laws be made, altered or rescinded.


IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at Miami, Florida, this 15th day of April, 2009.




Ruthven Williams
Incorporator



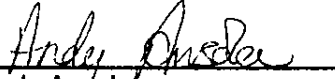
Joan Hinkson
Incorporator



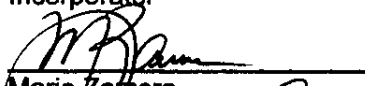
Sydney Roberts
Incorporator



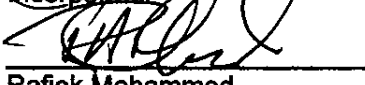
Glenn Joseph
Incorporator




Andy Ansola
Incorporator



Mario Zamora
Incorporator



Rafiek Mohammed
Incorporator



Francis Ragoo
Incorporator

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.0202 and Section 617.0501, Florida Statutes, the following is submitted, in compliance with the Florida Not For Profit Corporation Act.

MIAMI-BROWARD ONE CARNIVAL HOST COMMITTEE, INC., desiring to organize under the laws of the State of Florida, with its principal office at 18425 NW 2nd. Ave. Suite #335, Miami Gardens, Fl. 33169, has named Marlon A. Hill, Esq., as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been appointed to accept service of process for the above stated corporation, at the place designated in this certificate, Marlon A. Hill, Esq. hereby states that he is familiar with, and accepts, the obligations of such appointment.

Date: April 15, 2009

By: 
Marlon A. Hill, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA