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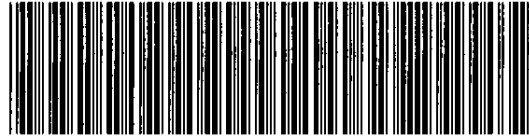
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*Restated
Articles*

10/03/11--01037--006 **43.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*AJR
10/5/11*

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher
Gregory T. Martini
Charles S. Sacher

Brian V. Bergman
Melissa R. Smith

September 27, 2011

Certified Mail Return Receipt Requested

Article # 7008 1830 0003 4462 9371

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: UrbanPromise Miami, Inc.
Our File No. 5560

Dear Sir/Madam:

On behalf of the above-referenced limited liability company, I enclose herewith an original and one (1) copy of the fully executed and notarized Articles of Restatement of Articles of Incorporation, together with our firm check in the amount of \$43.75.

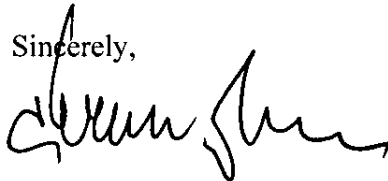
Please have this original copy of the Articles of Organization filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	<u>8.75</u>
TOTAL	\$43.75

Thank you for your attention to this matter.

Sincerely,



Charles S. Sacher

CSS:mrs

Enclosures

cc: Ms. Ana Ojeda (via email)

ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
URBANPROMISE MIAMI, INC.

FILED
2011 OCT -3 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

Pursuant to the provisions of section 617.1007, Florida Statutes, URBANPROMISE MIAMI, INC., a Florida not for profit corporation, under its corporate seal and the hands of its Co-Presidents and Secretary-Treasurer hereby certifies that the Board of Directors of the Corporation, at a meeting called and held on September 27, 2011, adopted the following Articles of Restatement of Articles of Incorporation of URBANPROMISE MIAMI, INC. There are no members entitled to vote on any amendments contained herein.

ARTICLE I
NAME

The name of the Corporation shall be:

URBANPROMISE MIAMI, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Corporation shall be:

2820 Alhambra Circle
Coral Gables, Florida 33134

ARTICLE III
GENERAL NATURE OF BUSINESS

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (herein referred to as the "Code"), or corresponding section of any future federal tax code.

The general nature of the business to be transacted by this Corporation is:

(1) To provide youth living in under-resourced communities in Miami-Dade County, Florida with the skills necessary for academic achievement, life management, spiritual growth and Christian leadership; and

(2) To provide continuing programs, such as after school and summer camp programs, that correspond to each developmental stage of a child's and teenager's life; and

(3) To provide for scholarships, loans, grants and other financial aid for college and post-graduate studies for such candidates as may be approved pursuant to qualification requirements established by the Board of Directors and approved by the Internal Revenue Service, in accordance with applicable limitations of the Code; and

(4) To engage in any and all lawful activities incidental to the foregoing purposes, including raising of funds through contributions and membership dues; and

(5) To make contributions to any organization as described in §501(c)(3) of the Code, with the exception of the organization testing for public safety; and

(6) In general, to carry out the purposes described in Paragraphs (1), (2), (3), (4) and (5) hereof, to raise funds through contributions and membership fees and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida within the restrictions of §501(c)(3) of the Code, for the purposes of accomplishing the foregoing purposes of the Corporation.

ARTICLE IV CHARITABLE RESTRICTIONS AND LIMITATIONS

The purposes and operation of this Corporation shall be specifically restricted and limited as follows:

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(3) The Corporation shall not (a) operate for the purpose of carrying on a trade or business for profit and (b) engage in any prohibited transactions as described in §503 of the Code, and (c) accumulate income, invest income, or divert income, in a manner endangering its exempt status by virtue of §504 of the Code.

ARTICLE V
CORPORATE POWERS

As a means of accomplishing the purposes set forth in Article III hereof, the Corporation shall have the following powers:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(2) 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.

(3) 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 mortgage, 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 wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other 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, provided such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended.

(5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under §501(c)(3) of the Code, and its Regulations as they now exist or as they may hereafter be amended and by any organization contributions to which are deductible under §170(c)(2) of the Code, and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI
TERRITORY OF OPERATIONS

The territory in which the operations of the Corporation are principally to be conducted is the State of Florida of the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIII
MEMBERSHIP

The members of the Corporation shall consist of the persons signing the Articles of Restatement of Articles of Incorporation and such other person or persons and organization or organizations as the Board of Directors may elect, by a majority vote, at any annual or special meeting of the Board of Directors. The Board of Directors shall consider the interest of such persons or organizations in determining eligibility of membership.

ARTICLE IX
SUBSCRIBERS

The name and address of each subscriber of these Articles of Restatement of Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ana Ojeda	P.O. Box 144951 Miami, Florida 33114
Kristy Nunez	P.O. Box 144951 Miami, Florida 33114

ARTICLE X
OFFICERS

(1) The affairs of the Corporation will be managed by two (2) Co-Presidents and a Secretary-Treasurer, and such other Officers with such powers and duties as may be appointed and determined by the Board of Directors.

(2) The Officers of the Corporation shall be appointed at the annual meeting of the Board of Directors of the Corporation.

(3) The names and addresses of the Officers of the Corporation who are to serve until the first appointment under these Articles of Restatement of Articles of Incorporation are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Ana Ojeda	Co-President	P.O. Box 144951 Miami, Florida 33114
Kristy Nunez	Co-President	P.O. Box 144951 Miami, Florida 33114
Daisy Ojeda	Secretary-Treasurer	P.O. Box 144951 Miami, Florida 33114

ARTICLE XI
DIRECTORS

(1) The affairs of this Corporation shall be conducted by a Board of Directors consisting of not fewer than three (3) directors, who shall be elected in accordance with the By-Laws.

(2) The names and residence addresses of the Directors until the first election of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ana Ojeda	P.O. Box 144951 Miami, Florida 33114
Kristy Nunez	P.O. Box 144951 Miami, Florida 33114
Daisy Ojeda	P.O. Box 144951 Miami, Florida 33114

ARTICLE XII
BY-LAWS AND AMENDMENTS

(1) The By-Laws of this Corporation shall be adopted by the vote of the majority of the Board of Directors of the Corporation. The By-Laws of the Corporation shall be amended by the action of a majority of the Board of Directors of the Corporation.

(2) The provisions of these Articles of Restatement of Articles of Incorporation may be amended, altered or rescinded by the unanimous vote of the Board of Directors of the Corporation.

ARTICLE XIII
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

That, URBANPROMISE MIAMI, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2820 Alhambra Circle, Coral Gables, Miami-Dade County, Florida, and has named Ana Ojeda as its initial Registered Agent who is located at such address.

ARTICLE XIV
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an organization or organizations described in §501(c)(3) of the Code, as the Board of Directors shall determine.

ARTICLE XV
PROVISIONS RELATING TO PRIVATE FOUNDATION STATUS

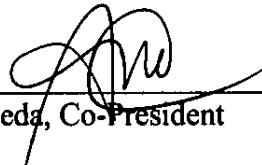
If the Internal Revenue Service determines that the Corporation is a private foundation as defined in §509(a) of the Code, the following provisions shall become operative:

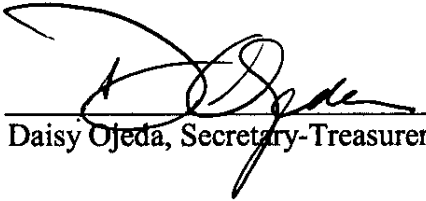
- (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code, or corresponding provisions of any subsequent Federal tax laws.
- (2) The Corporation shall not engage in any act of self- dealing as defined in §4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.
- (3) The Corporation shall not retain any excess of business holdings as defined in §4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws.
- (4) The Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code, or corresponding provisions of any subsequent Federal tax laws.
- (5) The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

IN WITNESS WHEREOF, said Corporation has caused these Articles of Restatement of Articles of Incorporation to be signed in its name by its Co-Presidents and its corporate seal to be hereunto affixed and attested by its Secretary-Treasurer, this 27 day of September, 2011.


URBANPROMISE MIAMI, INC.

(SEAL)


_____(SEAL)
Ana Ojeda, Co-President

Attest: 

Daisy Ojeda, Secretary-Treasurer



_____(SEAL)
Kristy Nuñez, Co-President

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE) SS.

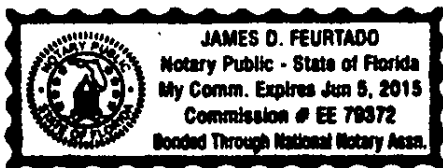
BEFORE ME, the undersigned authority, personally appeared Ana Ojeda, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Restatement of Articles of Incorporation, and she acknowledged before me that she executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at MIAMI, DADE, said County and State, this 27 day of September, 2011.



Notary Public, State of Florida at Large

My commission expires:




STATE OF FLORIDA)

COUNTY OF MIAMI-DADE) SS.

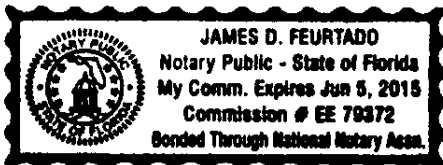
BEFORE ME, the undersigned authority, personally appeared Kristy Nunez, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Restatement of Articles of Incorporation, and she acknowledged before me that she executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at MIAMI DADE said County and State, this 27 day of September, 2011.



Notary Public, State of Florida at Large

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for URBANPROMISE MIAMI, INC., at place designated in ARTICLE XIII of the Articles of Restatement of Articles of Incorporation to which this Acknowledgment is attached, I hereby acknowledge that I am familiar with and accept the obligations of that position.



_____(SEAL)
Ana Ojeda, Registered Agent