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\_\_\_\_ B. SEARS  
\_\_\_\_ 500 S.W. 19th St.  
\_\_\_\_ W. Hall P.O. 33023  
\_\_\_\_

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W95-346

MH  
2-17-95

Examiner's Initials \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 6, 1995

BRENDA SEARS  
5010 S.W. 19TH ST.  
WEST HOLLYWOOD, FL 33023

SUBJECT: TAKE ONE STEP, I'LL TAKE TWO, COOPERATIVE  
Ref. Number: W95000000346

We have received your document for TAKE ONE STEP, I'LL TAKE TWO, COOPERATIVE and your check(s) totaling \$123.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

If you are actually filing as a "Cooperative", please refer to chapter 619 of the Florida statutes for the correct requirements.

Please return 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 (904) 487-6052.

Nancy Hendricks  
Corporate Specialist

Letter Number: 695A00000565

January 13, 1995

Sandra B. Mortham, Secretary of State  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: TAKE ONE STEP, I'LL TKE TWO, COOPERATIVE  
Ref. Number: W9500000346

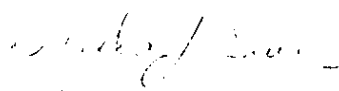
In response to your letter dated January 6, 1995 regarding the incorporation documents of Take One Step, I'll Take Two, Cooperative, the following changes have been made to the document:

The name of the corporation has been changed to contain a corporate suffix that is suitable for a non-profit corporation.

A sentence has been added to Article IX in order to include a proper dissolution clause.

Please file the enclosed document.

Thank you for your assistance in this matter.

  
Brenda Sears  
Executive Director

Attached: Articles of Incorporation - 2  
Letter #695A0000565

ARTICLES OF INCORPORATION  
OF  
TAKE ONE STEP, I'LL TAKE TWO COOPERATIVE  
A FLORIDA NONPROFIT CORPORATION

FILED  
95 FEB 17 11:45  
SECRETARY  
TALLAHASSEE

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation is TAKE ONE STEP, I'LL TAKE TWO, <sup>INCORPORATED.</sup> COOPERATIVE.

ARTICLE II. DURATION.

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE III. PURPOSE.

This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are to create, establish, and mobilize a vehicle comprised of concerned people for the unification of our communities and society at large. This cooperative will strive to achieve the orientation and integration of individuals in the community of all ages and diverse backgrounds who demonstrate by present circumstances and living conditions that they are "displaced" or "at risk" into the social, economical, and cultural surroundings in which they live. This corporation is a charitable solicitation organization that will fund raise and solicit funding; and will channel charitable resources into the solution of community problems and serve as a crucial mechanism for facilitating organized action on a variety of social, economical, and cultural objectives.

ARTICLE IV. MEMBERS.

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The names and addresses of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
Brenda Sears	5010 S. W. 19th Street, West Hollywood, FL 33023
Solange Mehu	2051 N. 57th Terrace, Hollywood, FL 33021

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The initial registered agent is Ken Brevett and the initial registered office is 3600 S. State Road 7, Suite 236, Miramar, Florida 33023

## ARTICLE VI. INITIAL BOARD OF TRUSTEES.

The Board of Trustees shall have twenty-four members. Three of these seats are currently filled and twenty-one seats are vacant. The vacancies will be filled as set forth in the Bylaws. The names and addresses of the three initial Trustees are:

<u>Name</u>	<u>Address</u>
Solange Mehu	2051 N. 57th Terrace, Hollywood, FL 33021
Mary Smith	1409 N. W. 3rd Street, Fort Lauderdale, FL
Natasha Divert	901 N. 46th Avenue, Hollywood, FL

## ARTICLE VII. OFFICERS.

The officers of the Corporation shall consist of an Executive Director, President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The Executive Director will act as President when this office is vacant until a President is identified and duly elected by the Board of Trustees as stated in the Bylaws. The Secretary will act as Treasurer when this office is vacant until a Treasurer is identified and duly elected by the Board of Trustees as stated in the Bylaws. The name and address of each initial Officers of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Executive Director	Brenda Sears	5010 S. W. 19th Street, Hollywood, FL
President	Brenda Sears	5010 S. W. 19th Street, Hollywood, FL
Secretary	Karen Saunders	16341 N. W. 17th Place, Opa Locka, FL
Treasurer	Karen Saunders	16341 N. W. 17th Place, Opa Locka, FL

## ARTICLE VIII. INCORPORATORS.

The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Brenda Sears	5010 S. W. 19th Street, W. Hollywood, FL 33023

## ARTICLE IX. NON STOCK BASIS.

The Corporation is organized (and shall be operated) on a non stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates as provided in the Bylaws. No dividends are paid; and no part of the net income of this Corporation shall be distributed to the corporation's members, directors, or officers. In case of dissolution of this corporation the assets of this corporation will be distributed to one or more exempt (section 501(c)(3)) purposes according to Florida State Law and as stated in Bylaws.

## ARTICLE X. BYLAWS.

The power to adopt, amend, alter, or repeal Bylaws shall be vested in the Board of Trustees and the Voting Members.

**ARTICLE XI. INDEMNIFICATION.**

This Corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

In Witness Whereof, the undersigned incorporator has executed these Articles of Incorporation, this 30 day of December, 1994.

Brenda L. Sears  
(Signature of Incorporator) 5620-07256-9070

STATE OF FLORIDA

COUNTY OF BROWARD

Before me personally appeared Brenda L. Sears, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 30 day of Dec 1994

Kathleen A. Maher  
Notary Public, State of Florida at Large  
My Commission expires: March 3, 1996  
(Seal)

OFFICIAL NOTARY SEAL  
KATHLEEN A MAHER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC14037  
MY COMMISSION EXP. MAR. 3, 1996

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

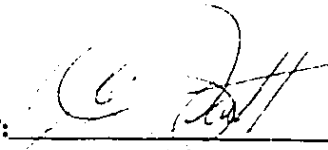
In compliance with sections 48.091 and 607.034, Florida Statutes the following is submitted:

First that TAKE ONE STEP, I'LL TAKE TWO <sup>INCORPORATED</sup> ~~COOPERATIVE,~~ desiring to organize or qualify under laws of the State of Florida with its principal office at 3600 South State Road 7, Suite #236, Miramar, Florida 33023 has named Ken Brevett of that address as its initial registered agent to accept service of process within Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED This 28th day of DEC, 1994.

BT:   
\_\_\_\_\_  
KEN BREVETT  
Registered Agent

FILED  
65 FEB 17 11 11 AM '94  
MIRAMAR, FLORIDA

SWORN AND SUBSCRIBED TO BEFORE ME

This - 28 day of DEC, 1994

  
\_\_\_\_\_  
NOTARY PUBLIC

OFFICIAL NOTARY SEAL  
J P BOWMER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC188940  
MY COMMISSION EXPIRES AUG. 1, 1997



# N9500000801

October 3, 1995

Division of Corporations  
State of Florida  
Amendments & Mergers Section  
P.O. Box 1500  
Tallahassee, Florida 32302

100001616971  
-10/23/95--01018--000  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**BOARD OF DIRECTORS**

**Officers**

- Dr. Roy Phillips  
President
- Amos Butler Jr.  
Secretary
- Vincent C. Anderson  
Treasurer

**Members**

- Cornelius E. Allen
- Reginald Glynn, Esq.
- T. Willard Far
- Ronald E. Frazier
- Howard Hadley Jr. M.D.
- John A. Hall
- Ken Mason
- Congresswoman Carrie P. Meek
- Dr. Rudolph Moss
- Garth C. Reaves
- Neil Robinson
- Dorothea Stewart
- Kaaron Johnson Street
- Elaine H. Black  
Executive Director

To whom it may concern:

Please find enclosed the original and one copy of the Amended and Restatement Articles for Take One Step, I'll Take two, Incorporated. Also enclosed is a money order in the amount of \$87.50 to cover the filing fee and certified copy.

Please file the enclosed documents for the corporation and return a file-marked, certified copy to the following:

WILLIAM C. YOUNG, JD, CPA  
TOOLS FOR CHANGE  
6255 N.W. 7th Avenue  
Miami, Florida 33150

*Amended & Restated*

If you have any questions please do not hesitate to contact me at 751-8934.

Sincerely,

*William C. Young, JD, CPA*  
William C. Young, JD, CPA

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OCT 10 AM 10:13  
305

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*11/30/95*

draft\articles\trstake 1 and

**TOOLS FOR CHANGE**  
BLACK ECONOMIC DEVELOPMENT COALITION, INC.



AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

TAKE ONE STEP, I'LL TAKE TWO, INCORPORATED

FILED  
95 OCT 10 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617 of the Florida Statutes, as amended, the undersigned Corporation hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I: NAME

The name of the Corporation is TAKE ONE STEP, I'LL TAKE TWO, INCORPORATED, hereinafter referred to as the "Corporation".

ARTICLE II: DURATION

The Corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE III: PURPOSE

The Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. The specific purposes of this corporation are to create, establish, and mobilize a vehicle comprised of concerned people for the unification of our communities and society at large. The Corporation's programs will attempt to re-integrate individuals of all ages and backgrounds, who by present circumstances and living conditions are considered "displaced" or "at risk", into the social, economic, and cultural surroundings in which they live. This Corporation will channel charitable resources into the solution of the community's social and economic problems. The

Corporation will have a religious component which will focus on evangelism to the Christian faith.

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal 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), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE IV: MEMBERS**

The corporation shall be a membership organization composed of those persons hereinafter listed as the board of directors and all other persons or organizations elected/selected for membership as provided in the bylaws.

#### **ARTICLE V: REGISTERED AGENT AND OFFICE**

The registered agent is Brenda Sears and the registered office is 540 N.W. 4th Avenue, #902, Fort Lauderdale, Florida 33311.

#### **ARTICLE VI: BOARD OF DIRECTORS**

The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws.

The following persons are to serve on the Board of Directors:

<u>Name</u>	<u>Address</u>
Solange Mehu	2051 N. 57th Terrace, Hollywood, FL 33021
Sarah Wilkes	635 N.W. 10th Terrace, Ft. Lauderdale, FL 33311
Natasha Divert	901 N. 46th Avenue, Hollywood, FL

#### **ARTICLE VII: DISSOLUTION**

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 Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the 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.

#### **ARTICLE VIII: INCORPORATOR**

The name and address of each incorporator is Brenda Sears, 540 N.W. 4th Avenue, #902, Ft. Lauderdale, FL 33311.

#### **ARTICLE IX: NON STOCK BASIS**

The Corporation is organized (and shall be operated) on a non stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates as provided in the Bylaws.

**ARTICLE X: BYLAWS**

The power to adopt, amend, alter, or repeal Bylaws shall be vested in the Board of Directors and the Membership of the organization.

**ARTICLES XI: OFFICERS**

The officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and such other offices as may be provided by the bylaws.

**ARTICLE XII: PROPERTY**

The property of this Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

**ARTICLE XIII: AMENDMENTS**

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

**ARTICLE XIV: RESTRICTIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation 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.

The foregoing Amended and Restated Articles of Incorporation restate and integrate the Corporation's Articles of Incorporation filed February 17, 1995, and, in addition, amends, Article I, Article II, Article III, Article IV, Article V, Article VI, Article VII, Article VIII, Article IX, Article X, Article XI, Article XII, Article XIII and Article XIV of the Corporation's Articles of Incorporation.

There is no discrepancy between the Corporation's Articles of Incorporation as therefore amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the aforesaid amendments adopted by the directors of the Corporation.

The members of the organization are not entitled to vote on the Amended and Restated Articles of Inc.

I, \_\_\_\_\_ Restated Articles of Incorporation, duly adopted by the Board of Director \_\_\_\_\_ al articles of incorporation and all amendments to them.

The \_\_\_\_\_ and Restated Articles of Incorporation were adopted by the Board of Directors

DATE \_\_\_\_\_ at \_\_\_\_\_ Fort. Lauderdale, Broward County, Florida this 30 day of October, 1995.

**TAKE ONE STEP, I'LL TAKE TWO,  
INCORPORATED**

By: Brenda Sears  
Brenda Sears  
President

IN WITNESS WHEREOF, I, Brenda Sears, President of TAKE ONE STEP, I'LL TAKE TWO, INCORPORATED, have signed these Amended and Restated Articles of Incorporation on this 3rd day of October, 1995 and acknowledge the same to be my act.

*Brenda Sears*

Brenda Sears

STATE OF FLORIDA )

COUNTY OF DADE )

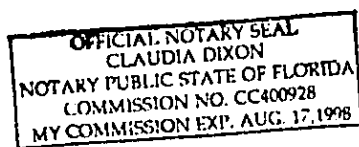
The foregoing instrument was sworn to before me this 3rd day of October, 1995, by Brenda Sears, President, of TAKE ONE STEP, I'LL TAKE TWO, INCORPORATED, who personally appeared before me at the time of notarization, and who is personally known to me or have produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: *Claudia Dixon*

PRINT: Claudia Dixon

STATE OF FLORIDA AT LARGE



CERTIFICATE DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
95 OCT 10 AM 10:14  
SECRET  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

DESIGNATION

The TAKE ONE STEP, I'LL TAKE TWO, INCORPORATED, desiring to organize under the laws of the State of Florida, hereby designates Brenda Sears, its registered agent and 540 N.W. 4th Avenue, #902, Fort Lauderdale, FL 33311 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree this 30th day of October, 1995 to act in such capacity for such corporation at its registered office.

BY: Brenda Sears

Brenda Sears