

Charter Number Only

95000002142

SECRET
TALLAHASSEE
STATE
CORPORATION

5-3-95

Richard DANOSII

Requestor's Name
2800 Biscayne Blvd. #900

Address
Miami FL 33137

City State ZIP Phone
573-2444D

STATE CORPORATION ONLY

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CORPORATION(S) NAME

COALITION OF UNIFIED BLACK
EMPLOYEES, INC.



Toll Free: 1-800-432-3028

- Profit
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5/4/95
[Signature]

COALITION OF UNIFIED BLACK EMPLOYEES, INC.

ARTICLES OF INCORPORATION

ARTICLE I

GENERAL

Section 1: NAME

This organization is incorporated under the laws of the State of Florida and shall be known as the COALITION OF UNIFIED BLACK EMPLOYEES, INC.

Section 2: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is P.O. Box 398566, Miami Beach, Florida 33239-8566.

Section 3: PURPOSE

A. The COALITION OF UNIFIED BLACK EMPLOYEES, INC. (hereinafter referred to as the "Corporation") is organized exclusively for educational, cultural, charitable, and scientific purposes. Such purposes shall include but not be limited to the achievement of the following objectives:

(1) The fostering of impartial enforcement of job discipline in a manner which is equal, fair, and constructive;

(2) The improvement of individual proficiency and efficiency of all members by means of job related educational courses;

(3) The cultivation of a spirit of unity, support, cooperation, assistance, and the provision of labor related assistance and resource information to the membership;

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(4) The establishment and maintenance of confidence, dedication, and loyalty to all members;

(5) The corporation shall strive to increase the number of African-American employees, employed by the City of Miami Beach, Florida, to an acceptable and reasonable percentage;

(6) The corporation shall strive to increase the number of African-American Supervisors within all departments to an acceptable and reasonable percentage;

(7) The corporation shall strive to monitor administrative discipline and to assist any member in their grievance process until the administrative action is remedied or ceased;

(8) The corporation shall insure that affirmative action policies are adhered to and that none of its members are subjected to any racially discriminatory actions of any kind;

501 (C) (3) STATUS

(9) The activities of the corporation shall be limited in all events for exempt purposes described in Section 501 (C) (3) of the Internal Revenue Code of 1986 as amended to include the following:

(i) To solicit, 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;

(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;

(iii) To borrow money but only as authorized by its Board of Directors, 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, wherever situated;

(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;

(v) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including, but not limited to, buying on margin, selling short, buying and selling options,

maintaining a special subscription account and dealing in commodities;

(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 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 such limitations as are or may be prescribed by law.

B. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) (3) of the Internal Revenue Code of 1986 and its regulations as the same now exist, or they may be hereafter amended from time to time.

C. 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. 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.

D. No part of the activities of this corporation shall consist of carrying propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate

in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

E. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, 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 one or more organizations then described in Sections 501 (c) (3) and 509 (a) (1) or 509 (a) (2) of the Internal Revenue Code of 1986, or to the federal, state or local government for exclusively public purposes.

ARTICLE II

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III

MEETINGS

The annual meeting of the corporation shall be held during January of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least ten (10) days before said meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: COMPOSITION OF THE BOARD

The Board of Directors shall be composed of nine (9) members,

one third of whom shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified.

The government and Policy-making responsibilities of the chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

ARTICLE V

OFFICERS

Section 1: INITIAL OFFICERS

The following persons are elected to the offices set forth opposite their names to serve until their successors are elected and qualified or until their earlier death or resignation:

Devon Stewart - President

Melody Davis - Vice President

Walter Crapp - Second Vice President

Michelle Patrick - Treasurer

Jessie Barnes - Secretary

Carolyn Johnson - Financial Secretary

Lascelles Vernon - Sergeant at Arms

Lavulla Jones - Parliamentarian

At the first meeting, and at a regular meeting every three years in the month of December, the members shall elect a President, Vice president, First Vice President, Treasurer, Secretary, Financial Secretary, Sergeant at Arms and Parliamentarian.

ARTICLE VI

DISSOLUTION

Section 1: PROCEDURE

The corporation shall use its funds only to accomplish the objects and purposes specified in these Articles, and no part of said funds shall inure, or be distributed to the members of the corporation. On dissolution of the corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2800 Biscayne Boulevard, Suite 900, Miami, Florida 33137, and the name of the initial registered agent of this corporation at that address is Richard O. Dansoh, Esq.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

Section 1: COMPOSITION OF THE BOARD

The corporation shall have seven (7) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). Directors shall be elected as provided in the Bylaws. All corporate power shall be exercised by or under the authority of the Directors of the corporation. The government and policy-making responsibilities of the corporation shall be vested in the Board of

Directors, which shall control its property, be responsible for its finances, and direct its affairs.

The names and addresses of the initial Board of Directors who shall serve only until the first annual meeting of Directors are:

Marva Boston,
15399 N.E. 6th Avenue,
North Miami,
Florida 33162.

Ingrid Carrios,
900 West Avenue,
Miami Beach,
Florida 33139.

Elizabeth Wells,
2210 N.W. 175th Street,
Miami,
Florida 33056.

Demar Woodson,
11215 Washington Boulevard,
Miami,
Florida 33176.

Alpha Mashack,
2376 N.W. 104th Terrace,
Miami,
Florida 33147.

Milton Collins,
350 N.W. 196th Street,
Miami,
Florida 33169.

LaTreva Lane,
1222 N.E. 148th Street,
North Miami,
Florida 33161.

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator signing these Articles is: MELODY DAVIS, 5821 N.W. 7th Avenue, Miami, Florida 33127.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the _____ day of April, 1995.




MELODY DAVIS
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADK)

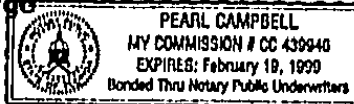
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Melody Davis, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this 26th day of April, 1995.



NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



**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 COALITION OF UNIFIED BLACK EMPLOYEES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2800 Biscayne Boulevard, Suite 900, Miami, Florida 33137 has named Richard O. Dansoh of 2800 Biscayne Boulevard, #900, Miami, Florida 33137, as its agent to

accept service of process within Florida.

Dated: April _____, 1995.

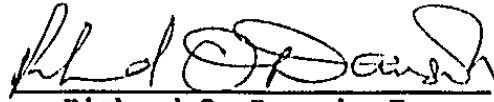


MELODY DAVIS
Incorporator

SECRETARY OF STATE
CORPORATION DIVISION
APR 11 1995
MIRAGE 02

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above corporation, at the 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.



Richard O. Dansch, Esq.
Registered Agent