

N95000003670

Alejandro Nunez, P.A.  
ATTORNEY AT LAW

December 12, 1996

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

100002050871--8  
-01/08/97--01072--007  
\*\*\*\*\*55.00 \*\*\*\*\*55.00

Attention: Ms. Linda Stitt

Dear Linda:

Enclosed please find original and one (1) copy of Amended and Re-  
Stated Articles of Incorporation of Christian Brotherhood Foundation, Inc. Kindly file the original and return one stamped copy to us.

Also, we would like to request stamped copies of the original Articles of Incorporation of Christian Brotherhood Foundation, Inc., and of the Re-  
Stated Articles of Incorporation.

Attached is our check in the amount of \$55.00, which represents the cost of filing the Amended and Restated Articles and for the requested stamped copies. A self-addressed stamped envelope is provided for the return of the stamped copies.

If you have any questions, please don't hesitate to contact us.

Thank you for your attention to this matter.

Very truly yours,

*Flori Beguiristain*  
Flori Beguiristain, Secy. to  
ALEJANDRO NUNEZ, ESQ.

RECEIVED  
AN: 11/18/97  
55 DEC 16 AM 8:47  
DIVISION OF CORPORATIONS  
wp\letters\secy.st

*J. Beguiristain* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *take out initial*  
DATE *11/7/97*  
DOC. EXAM *Linda*

FILED  
96 DEC 16 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Coropamara Linda*

AMENDED AND RE-STATEd ARTICLES OF INCORPORATION OF  
CHRISTIAN BROTHERHOOD FOUNDATION, INC.

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for non-profit under the Laws of the State of Florida.

ARTICLE I

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **CHRISTIAN BROTHERHOOD FOUNDATION, INC.**, and its principal place of business shall be at **7800 S.W. 56th Street, Miami, Florida 33155.**

ARTICLE II

CORPORATE NATURE

This is nonprofit corporation, organized solely for general religious purpose pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSE

"The purpose of the corporation is exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."

Prepared by: Alejandro Nunez, Esq. Florida Bar No. 768812  
1607 Ponce de Leon Blvd., Suite 101, Coral Gables, FL 33134  
(305) 774-6222

FILED  
96 DEC 16 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The specific and primary purpose for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. For the counseling of juveniles, including but not limited to those who have been placed in foster care or who are referred to our program by Juvenile Court Judges or the Florida Department of Housing and Rehabilitative Services.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

#### ARTICLE V

##### MANAGEMENT OF CORPORATION AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than Five (5) directors of which 4 may be unrelated. The number of Directors of the corporation shall be Five, provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until, the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 7800 S.W. 56th Street, Miami, Florida 33155 on January 2nd of each year, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors.

Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to do so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ALBERTO M. DELGADO	12432 S.W. 11th Terrace Miami, Florida 33184
GUIDO RAMOS	4415 S.W. 112th Court Miami, Florida 33165
MARIAM DELGADO	12432 S.W. 11th Terrace Miami, Florida 33184

ISIS VARELA 9441 S.W. 52nd Terrace  
Miami, Florida 33165

ELLA DE LA FE 6816 S.W. 89th Court  
Miami, Florida 33173

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>NAME</u>	<u>ADDRESS</u>
President: ALBERTO M. DELGADO	12432 S.W. 11th Terrace Miami, Florida 33184
Secretary: GUIDO RAMOS	4415 S.W. 112th Court Miami, Florida 33165
Treasurer: MARIAM DELGADO	12432 S.W. 11th Terrace Miami, Florida 33184

#### ARTICLE VI

##### EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its member, 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 purpose set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political

campaign on behalf of or in opposition to any any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) 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 (b) 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).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engaged in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VII

##### DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision of the payment of all the liabilities of the corporation, dispose of all the 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 exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent

jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE IX

SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ALBERTO M. DELGADO	12432 S.W. 11th Terrace Miami, Florida 33184
GUIDO RAMOS	4415 S.W. 112th Court Miami, Florida 33165
MARIAM DELGADO	12432 S.W. 11th Terrace Miami, Florida 33184

ARTICLE X

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XI

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable 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 individual.

ARTICLE XII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 1607 Ponce de Leon Boulevard, Suite 101, Coral Gables, Florida 33134 and the name of its registered agent at said address shall be ALEJANDRO NUNEZ.

ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Article or Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

Member approval was not required and this AMENDED AND RE-STATED ARTICLES OF INCORPORATION OF CHRISTIAN BROTHERHOOD FOUNDATION, INC. was approved by the Board of Directors on November 23, 1996.

DATED: 12/5/96

WITNESSED BY:

Trayana Zaldívar  
Trayana Zaldívar

FEDERICO WULFF, President



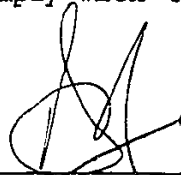
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That CHRISTIAN BROTHERHOOD FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office, located at 7800 S.W. 56th Street, Miami Florida 33155, as indicated in the articles of incorporation at the City of South Miami, County of Dade, State of Florida has named ALEJANDRO NUNEZ, ESQ., located at 1607 Ponce de Leon Blvd., Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



\_\_\_\_\_  
ALEJANDRO NUNEZ  
Registered Agent

wp/corp/nprof-am