

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 27 AM 10:41

N9800000 1786

Charles Bells Scholar-
Ship Foundation, Inc.

500002449055--4

-03/06/98--01034--013

****122.50 ****122.50

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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DIVISION OF CORPORATIONS

W98-50165

Signature _____

Requested by: _____

3/6/98 9:22

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32302

SUBJECT: CHARLES BELLS SCHOLARSHIP FOUNDATION, INC.
Ref. Number: W98000005065

We have received your document for CHARLES BELLS SCHOLARSHIP FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

Please return the 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) 487-6878.

John Nedeau
Document Specialist

Letter Number: 798A00012457

CERTIFICATE OF INCORPORATION

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DIVISION OF CORPORATIONS

98 MAR 27 AM 10:41

of

"Charles Bells Scholarship Foundation, Inc."
(A FLORIDA NOT FOR PROFIT CORPORATION)

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

The name of this Corporation is CHARLES BELLS SCHOLARSHIP FOUNDATION, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and mailing address of the Corporation shall be: 169 East Flagler Street, Ste. 1121, Miami, Florida 33131.

ARTICLE III

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IV

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

ARTICLE V

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the advancement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a

corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its bylaws.

ARTICLE VI

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial directors of the Corporation shall be as stated in the bylaws.

ARTICLE VII

The number constituting the initial Board of Directors of the Corporation shall be three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

M. Athalie Range
5757 NW 17th Ave.
Miami, FL 33142

Eva Knight

Adan Jimeno
2338 Northwest 35th Street
Miami, Florida 33142

ARTICLE VIII

The executive officers of this Corporation shall be President, a Vice President, Treasurer and Secretary. All officers may be directors.

The Corporation may also have such other officers and agents as may be deemed necessary, and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and has such powers and duties as may be prescribed in the By-Laws, or as determined by the Board of Directors.

ARTICLE IX

The Corporation shall have the power to indemnify, to the full extent permitted by the

Laws of Florida, any incorporator, and officer, director, employee or agent of the Corporation, or any former officer, director, employee or agent of the Corporation, or any person, who at the request of the Corporation, is or was serving as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

The name(s) and address(es) of the person(s) who shall serve as officers of the Corporation until the first annual meeting or as otherwise provided for in the By-Laws, is/are as follows:

NAME	OFFICE	ADDRESS
Patrick Range	President	5757 Northwest 17th Ave. Miami, FL 33142
Alice Harrison	Vice President	1891 Willmington Street Miami, FL 33054
Willie F. Williams	Secretary	1320 Northwest Little River Drive Miami, FL 33147
Gwendolyn Welters	Treasurer	2900 Northwest 50th Street Miami, Florida 33142

In furtherance and not in limitation of the powers conferred by the Laws of the State of Florida, the Board of Directors is expressly authorized:

- (a) To make, alter, amend and repeal the By-Laws of the Corporation.
- (b) To determine and fix the value of any property that is acquired by the Corporation.
- (c) To set apart out of any funds of the Corporation, a reserve or reserves for working capital, bad debts or for any other lawful purpose, and also to abolish any such reserves in the same manner in which they were created.
- (d) A majority of the number of directors fixed by, or in the manner provided in the By-Laws or, in the absence of a by-law fixing or providing for the number of directors, then the number stated in the Articles of Incorporation shall constitute a quorum for the transaction of business. The act of the majority of the directors present and at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE XI

The Corporation shall not have members.

ARTICLE XII

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 of 1986, as amended, 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 public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction 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 XIII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or 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 IV hereof.

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 candidate for public office or engage in political activities of any kind, except as permitted by the provisions of Section 501 (h) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Notwithstanding any to other provisions of these Articles of Incorporation, 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, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106 (A)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

ARTICLE XIV

These Articles of Incorporation shall be amended only by the affirmative vote of a majority of the entire Board of Directors.

ARTICLE XV

The bylaws of the Corporation may be amended, altered, or repealed and new bylaws may be adopted only by affirmative vote of a majority of the entire Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

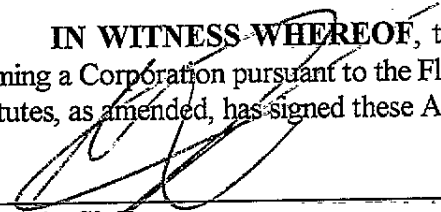
ARTICLE XVI

The street address of the Corporation's initial registered office in the State of Florida is : 169 East Flagler Street, Ste. 1121, City of Miami, County of Dade, 33131, and the name of its initial registered agent at such office is Gary A. Siplin.

ARTICLE XVII

The name of the sole incorporator is Gary A. Siplin (hereinafter called, the "Incorporator").

IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 26 day of February, 1998.



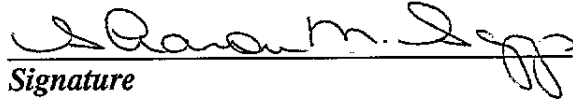
Gary A. Siplin
Incorporator

STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

PERSONALLY APPEARED before me, the undersigned authority, this 26 day of February, 1998, Gary A. Siplin, who produced a Florida Driver's License for identification, and who known to me and known to be the person making, subscribing and acknowledging the foregoing Certificate and Articles of Incorporation to be his free acts for the uses and purposes herein set forth and expressed.

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IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 26 day of February, 1998.


Signature

Sharon M. Sapp
Printed Name

My Commission expires:

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



Sharon M Sapp
My Commission CC624802
Expires February 25, 2001

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for:

CHARLES BELLS SCHOLARSHIP FOUNDATION, INC.

at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open such office.

Date: March 13, 1998

By: 
GARY A. SIPLIN, ESQ.

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