

N 98000003939

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

SUBJECT: ALLEN CHAPEL A.M.E. FOUNDATION, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ROSETTA WILLIAMS
Name (Printed or typed)
5401 SW 21 STREET
Address
HOLLYWOOD, FLORIDA 33023
City, State & Zip
(954) 981-8314
Daytime Telephone number

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JUL -6 PM 4: 15

FILED

*7-7-98
MM*

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
ALLEN CHAPEL A.M.E. FOUNDATION, INC.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

This is to certify that we, the undersigned, for the purpose of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, do hereby make, subscribe, acknowledge and file these Articles of Incorporation and certify that:

ARTICLE I

The name of this Corporation shall be as follows:

ALLEN CHAPEL A.M.E. FOUNDATION, INC.

The business address of the Corporation is 1201 N.W. 111 Street, Miami, Fl 33167

ARTICLE II

Statement of Corporate Nature

This is a non-profit corporation organized solely for general charitable purpose pursuant to the Florida Corporation Act Not For profit law set forth in part one of Chapter 617 of the Florida Statutes.

ARTICLE III

General and Specific Purposes

A. The specific and primary purposes for which this corporation is formed are as a Charitable, Scientific, Literary, and Educational Organization.

B. The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third 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. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

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 the 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 a 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 V

TERM

This corporation shall have perpetual existence.

ARTICLE VI
Subscribers

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

Robert B. Ingram	1155 Shara Avenue Opa Locka, Fl 33054
Joseph Silas	18015 N.W. 25 Court Miami, Fl 33056

ARTICLE VII

Location of Principal Office and identification of Registered Agent

A. The County in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Dade.

B. The address of this Corporation's Registered Office is 1155 Shara Avenue Opa Locka, Florida 33054, and the name of the Initial Registered Agent is :
Rev. Robert B. Ingram.

ARTICLE VIII

Management of Corporate 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. The number of Directors of the corporation shall be not less than five (5), provided however, that such number may be increased to a maximum of fifteen (15) members from time to time by a majority vote of the Board of Directors. The Directors named herein as the first Board of Directors shall hold office until the first annual meeting, at which time the election of Directors shall be held. Directors elected at the first annual meeting, and all times thereafter, shall serve for a term of one (1) year and until the qualification of the next elected Board of Directors. Annual meeting shall be held in January of each year at the principal office of the corporation, or such other times, 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 the Board of Directors under any provision of law, may be taken without a meeting if all members of the Board of Directors 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 of Directors and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors and any certificate or other document filed under any provision of law which relates to actions 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 By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prime facie evidence of such authority. The names and addresses of such first members of the Board of Directors are as follows:

Robert B. Ingram	1155 Shara Avenue Opa Locka, Fl 33054
Joseph Silas	18015 N.W. 25 Court Miami, Fl 33056
Laura Jones	2851 N.W. 209 Terrace Miami, Fl 33056
Brenda Fennell	13830 N.E. 1 Avenue Miami, Fl 33161
Lanette Jones	18611 N.W. 8 Court Miami, Fl 33169

B. Corporate Officers: The Board of Directors shall elect the following officers: President, Vice President, Treasurer, Financial Secretary and Recording Secretary, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Such officers shall be elected at the first meeting of the Board of Directors.

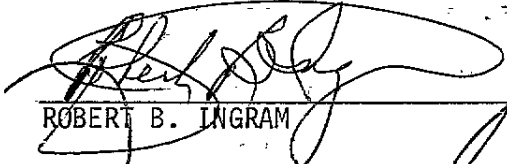
ARTICLE IX
By-Laws

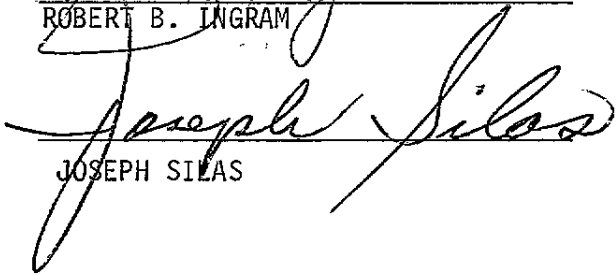
Subject to the limitations conained in the By-Laws, and any limitations set forth in the corporation not-for-profit law of Florida concerning corporate actions that must be authorized or approved by the members of the corporation, the By-Laws of the corporation may be made, altered, rescinded, added to or new By-Laws may be adopted by following the procedure set forth therefore in the By-laws.

ARTICLE X
Amendment of Articles

Amendments to these Articles of Incorporation shall be by following the procedure set forth therefor in the By-Laws. Provided however, that the name of the corporation can only be changed by the affirmative vote of 2/3 of all Directors present at a meeting of Directors at which a quorum is present.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seals at Opa Locka, State of Florida this 9th day of January 1998


ROBERT B. INGRAM


JOSEPH SILAS

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

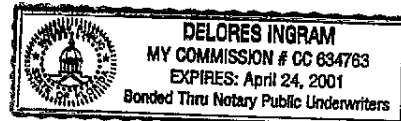
BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared ROBERT B. INGRAM, JOSEPH SILAS, known personally to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 9th day of January, 1998.

Delores Ingram
NOTARY PUBLIC, State of Florida

(SEAL)

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby accept designation as Registered Agent of the above named corporation.

Robert B. Ingram
ROBERT B. INGRAM

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA