

# N96000005800

November 7, 1996

#### **BOARD OF DIRECTORS**

Dr. Roy Phillips

Hoted Butter, Jr

Secretory

Verbert C. Anderson Recturer

Members

Cornellus E. Allem

Regmaid Clyme, Esq.

1. Willard Fox

Ronald E. Frazier

Howard Hadley, Jr., M.D.

John A. Hall

Kon Mason

Congresswormen Cerrin P

Dr. Rudolph Moise

Garth C. Reaves

Netl Robinson

Dorothea Stewart

Kooren Johnson Stroet

Eloine H. Black, Executive Director

Department of State Division of Corporation Post Office Box 6327 Tallahassee, Florida 32314

100002008801--11/19/96--01160--011 ++++122.50 ++++122.50

Re: Articles of Incorporation To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificator inating Place of Business, and the money orders or cheek. c following:

qualling in Correspondine

C	MO/Ck No.	Amount
'ION &	3116	\$122,50
PORATION)		

1 Certificate of Designation for the \_ certified copy of each document to

Jeannette G. Andrews, Esq. **Tools For Change** 6255 Northwest 7th Avenue Miami, Florida 33150

Jeannette

DOC. EXAM

Ms. andrews GAVE

AUTHORIZATION BY PHONE TO

CORRECT art TI

TOOLS FOR CHANGE BLACK ECONOMIC DEVELOPMENT COALITION, INC.

Thank you for your attention to this matter.

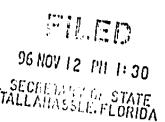
789,615,671

6255 N.W. 7th Avenue • Mlami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

B. REGISTER INOV 1

#### CERTIFICATE OF INCORPORATION

**QE** 



### CENTER OF INFORMATION & ORIENTATION, INC. A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

#### **ARTICLE I: NAME**

The name of the Corporation shall be: <u>CENTER OF INFORMATION & ORIENTATION</u>. INC., hereinafter referred to as the "Corporation".

#### ARTICLE II.: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is 8365 NORTHEAST 2ND AVENUE, SUITE 205, MAIMI, FLORIDA 33138.

#### **ARTICLE III: DURATION**

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

#### **ARTICLE IV: PURPOSES**

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. Not-withstanding 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 V: 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.

#### ARTICLE VI: MEMBERSHIP

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

#### ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 8365 NORTHEAST 2ND AVENUE, SUITE 205, MIAMI, FLORIDA 33138, and <u>MICHEL SAINVIL</u> is the registered agent of the Corporation at that address.

#### **ARTICLE VIII: BOARD OF DIRECTORS**

The initial Board of Directors shall consist of THREE (3) persons. 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.

#### **ARTICLE IX: OFFICERS**

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

#### **ARTICLE X: 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 XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

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. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE XII: INCORPORATORS**

The incorporators of the Corporation is as follows:

#### MICHEL SAINVIL 8365 NORTHEAST 2ND AVENUE MIAMI, FLORIDA 33138

IN WITNESS WHEREOF, I, MICHEL SAINVIL, the undersigned incorporators to these Articles of Incorporation, have affixed our signatures thereto on  $\frac{N_N}{2}$ , 1996.

MICHEL SAINVIL

STATE OF FLORIDA COUNTY OF DADE

The foregoing instrument was sworn to before me this  $2\ell\ell$  day of  $2\ell\ell$ , 1996, by MICHEL SAINVIL, who personally appeared before me at the time of notarization, and who are personally known to me or have produced a Florida Driver's License as identification.

**NOTARY PUBLIC:** 

SIGN: Stanley B. Lawin

PRINT: Stauley B. Lowis

STATE OF FLORIDA AT LARGE



STANLEY B LEWIS My Commission CC407757 Expires Sep. 10, 1998 Bonded by HAI 800-422-1555

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

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

under the laws of the State of Florida with its principal office, as indicated in the Aticles of Incorporation at City of \_\_\_MIAMI\_, County of \_\_DADE\_\_, State of FLORIDA\_\_\_, has named MICEL SAINVIL\_\_ tocated at 8365 NORTHEAST 2ND AVENUE, in the City of MIAMI\_, County of \_\_DADE\_\_, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

**ACKNOWLEDGMENT:** 

Having been named to accept service of process for the above stated 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.

BY: MICHEL-RAINVII

