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MARTIN LUTHER KING ECONOMIC DEVELOPMENT CORPORATION
6116 N.W. 7th Avenue • Miami, Florida 33127 • Telephone (305) 757-7652 • Fax (305) 758-5777
TALLAHASSEE, FLORIDA

October 5, 2001

Division of Corporations
Attn: Amendment
P.O. Box 6327
Tallahassee, Florida 32314

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-10/15/01--01023--013

*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find a check in the amount of \$ 35.00, for the Amendment of the Amendment and Restated Article of Incorporation for the Martin Luther King Economic Development Corporation. Also enclosed, is a self stamped addressed envelope for the return mailing of the Certified and sealed copy of the amendment for the MLKEDC files.

If you have further questions, please feel free to contact me at (305) 757-7652.

Sincerely,

Alberta Gray-Jules

Alberta Gray-Jules
Director

Cc: Read file

*Amend
10-9-01
MS*

IN WITNESS WHEREOF, we the undersigned, being the person named
above as officers of the Martin Luther King Economic Development Corporation,
have executed these Articles of Incorporation the 26 day of August 2000.

By: Billy Hardemon
Billy Hardemon

By: Teresa Leverson
Teresa Leverson

**STATE OF FLORIDA
MIAMI DADE COUNTY**

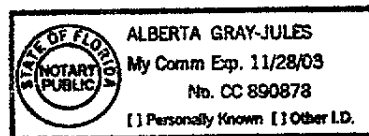
On August 26, 2000, Before me, the undersigned, a Notary Public
in and for said county and state, personally appeared the persons whose names
subscribed to the within instrument, and acknowledged to me that they executed
the same.

Witness my hand and Official Seal...

Alberta Gray-Jules
Notary Public

My commission expires: 11-28-03

SEAL



**CERTIFICATE OF AMENDMENT AND RESTATED
ARTICLES OF INCORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Billy Hardemon, Chairman, and Teresa Levenson, Secretary certify that:

1. We are the Chairman and Secretary, respectively, of Martin Luther King Economic Development Corporation, a Florida Corporation, not for profit.
2. At a meeting by the Joint Membership and Board of Directors of the Corporation, duly held at 6114 NW 7th Avenue, Miami, Florida 33127, on **August 26, 2000**, the following resolution amending the Articles of Incorporation was adopted.

Resolved that the Articles of Incorporation of the Martin Luther King Economic Development Corporation, a Florida corporation, not for profit, shall be and the same are amended in total and new Articles of Incorporation are adopted as set out herein and attached hereto.

8-26-00
Date

8-26-00
Date

Billy Hardemon
Chairman

Teresa Levenson
Secretary

**Articles of Incorporation
Of
Martin Luther King Economic Development Corporation
(MLKEDC)**

ARTICLE I

The name of this corporation is the Martin Luther King Economic Development Corporation.

ARTICLE II

The corporation is organized pursuant to the provisions of the General Non-profit Corporation law of the State of Florida. The Term of the Corporation shall be perpetual.

ARTICLE III

The principal office for the transaction of business of this Corporation is to be located in Miami Dade, Florida.

ARTICLE IV

The purposes for which this Corporation is formed are exclusively charitable, education, and scientific and consist of the following:

- A. The specific and primary purposes are:
 1. To advocate for and to assist in the development of the Martin Luther King Boulevard, Miami, Florida.
 2. To conduct or financially support revenue generating business.
 3. To raise the economic, educational and social levels of underprivileged residents of the Model City/Liberty City area which have substantial unemployment or low-income families. The primary target areas of the Corporation will be the Model City area, which is defined as the area bounded on the North by Seventy-ninth Street (79th), on the West by thirty-seventh Avenue (37th), the East by Interstate ninety-five (I-95), and the South by the Airport Expressway.

To foster and promote local interest and concern for the problems of the community to the end that racial tensions, prejudice, and discrimination, economic and otherwise, may be eliminated; sickness, poverty and crime may be lessened; and educational and economic opportunities may be expanded among the residents of this community.

4. To expand the opportunities available to said residents and groups to own, manage and operate business enterprises in this economically underprivileged or depressed area; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises by said residents and groups in obtaining such financial support from other sources.
 5. To expand the opportunities available to said residents and groups to obtain adequate low-cost housing accommodations.
 6. To aid, support and assist by gifts, contributions or otherwise, other corporations, community chest, funds and foundations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, no part of the net earnings of which insures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
 7. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunctions or cooperation with others whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, foundations, or governmental bureaus, departments or agencies.
- B. In Furtherance, but not in limitation, of the foregoing charitable, educational, and scientific purposes, the Corporation shall have the following powers:
1. To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of

any money, securities, property, or rights of services so acquired for the purposes above mentioned;

2. To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for monies borrowed, or in payment for property acquired or for any of the purposes of the corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement of or agreement in regard to all or any part of the property, rights or privileges of the Corporation;
3. To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred or common stock, and any other securities of any kind whatsoever, and property, real, personal or mixed tangible or intangible, all as the Corporation's Board of Directors shall deem advisable and as may be permitted by law;
4. To provide advice, support, credit, funds, capital, gifts and other lawful forms of assistance, financial and otherwise,, to or for use in business enterprises owned, or destined to be owned, by said residents and groups;
5. To furnish management, administrative and other business advice, support, training and technical assistance to said residents and groups in order to enable them to develop necessary skills successfully to operate business ventures;
6. To encourage and voluntarily assist said residents and groups to organize, create, acquire, obtain financing for own, manage and operate business enterprises;
7. To obtain information and conduct research, studies and analysis of the problems of said community, and prepare and publish reports, as to any and all matters that may be of use in furthering the expansion of business enterprises owned or operated by said residents or groups, including information, research, studies, analysis and reports, as to markets, products, service, skills, sources of financing and any and all other matters;
8. To conduct educational and other efforts to eliminate prejudice and discrimination in the business and financial communities and to foster the establishment of sound and constructive relationships between the business and financial communities and said resident and groups seeking opportunities in business;

9. To aid, support and assist by gifts, contributor, loans, investments and other lawful forms of assistance other persons or organizations seeking to expand the opportunities for business ownership by said residents and groups in organizing, creating, acquiring, obtaining financing for, owning, managing and operating business enterprises;
 10. To conduct educational activities designed to provide instruction or training of said residents and groups for the purpose of improving or developing their capabilities, language and job skills, and the instruction of the public on subjects useful to said residents and groups and beneficial to the community as a whole;
 11. To engage in housing production and related activities in order to improve the living conditions of said residents;
 12. To engage in the activity of operating business ventures for the purpose of providing job training, employment and managerial development opportunities to said residents for the charitable purpose of furthering the economic development of the community;
 13. To engage in any and all other activities which will directly or indirectly improve the welfare and economic conditions of said residents and groups; and
 14. To exercise all other rights and powers conferred upon corporations formed under the General Nonprofit Corporation Law of the State of Florida, provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable, educational, scientific purpose (s) of the corporation.
- C. All of the foregoing purposes and powers shall be exercised exclusively for charitable, educational, and scientific purposes (s) in such manner that the Corporation shall qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 and State of Florida, as they are currently and shall hereafter be in force and effect.

ARTICLE V

The corporation is to be organized in a nonstock, certificate of membership basis. Such membership shall be non-redeemable, non-transferable and non-dividend bearing.

Membership

Members

There may be two classes of members. The first class of members shall be "individual members" and the second class may be known as "organizational members". Except as otherwise provided herein, the voting rights and other rights and privileges of the two classes of members may be the same. All members must complete an application form and return to the secretary of the corporation.

Individual Members

Any individual 18 years of age or older who resides in the Liberty City/Model City community of Miami-Dade County is eligible for membership in the Corporation, or any individual supportive of the purpose, goals and objectives of this Corporation may become a member by signing and returning to the Secretary or President/Executive Director of the Corporation, a membership application form.

Organizational Members

Membership may be open to any organization that has contributed to, or is supportive of the Corporation's in a financial or nonfinancial form or who has demonstrated expertise in one of the Corporation's fields of program priority.

Rights of Members

Each member of the corporation shall be entitled to one vote on each matter that has been approved by the Board of Directors, and submitted to a vote at the Annual meeting of the members, except to the extent that the voting rights are limited or denied by the Articles of Incorporation. No member shall be entitled to any dividend or any

part of the income of the corporation or to share in the distribution of the corporate assets upon dissolution.

Enrollment of Members

The board of directors shall adopt a membership application form. The application form shall require the name, address, and telephone number of each applicant. All persons wishing to become members shall fill out an application form.

ARTICLE VI

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, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal and state income taxes under Section 501 © (3) of the Internal Revenue Code of 1954 and appropriate section of applicable state law as the same may be amended from time to time.

ARTICLE VII

Section 1 – Number. The number of persons constituting the Board of Directors shall not be less than eleven (11) members, the exact number to be fixed from time to time by the Board of Directors.

Section 2 – Meetings. The Board of Directors shall hold at least twelve (12) meetings during the year at such time and place as fixed by the Board of Directors. Special meetings of the Board of Directors may be called by the chairperson or shall be called by the Chairperson upon written petition to him by 1/3 of the members of the Board of Directors. The Secretary shall give notice of each special meeting to each Director not less than five days before the meeting, which notice specify the purpose of such meeting.

Section 3 – Quorum. The presence of 1/3 of all of the Directors, who responded in the affirmative to attending any meeting, shall be necessary at said meeting to constitute a quorum to transact business.

Section 4 – Absence. Any member of the Board of Directors who shall be absent from three consecutive meetings, or who accumulates three unexcused absences per fiscal year, shall thereby cease to be a Director.

ARTICLE VIII – PRESIDENT/EXECUTIVE DIRECTOR

Section 1 – Duties. The President shall be the Chief Executive Officer and Executive Director of the Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and actively manage its business. The President shall report to and advise the Board of Directors on all significant matters of the Corporation's business. The President shall see to it that all orders, resolutions and policies of the Board of Directors are carried into effect. The President shall generally be expected to attend all meetings of the Board of Directors.

Section 2 – Employment. The Board of Directors shall employ the President/Executive Director from among qualified nominees.

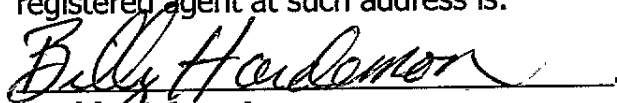
ARTICLES IX

Section 1 – Terms and Election of Directors. The affairs of the Corporation shall be managed by the Board of Directors who shall serve indefinite terms until they resign or are removed in accordance with the provisions of these bylaws. The Board of Directors shall appoint as officers of the Corporation, a Chairman, Vice Chairman, Secretary and Treasurer.

Section 2 – Board Composition. The Board of Directors of the Corporation shall consist of the following persons who have actively participated in the organizational phase of the Corporation: Mr. Errol Brown, Mr. David Chiverton, Mr. Billy Hardemon, Mr. Raymond Jones, Ms. Teresa Leverson, Mr. James Mackey, Ms. Florence Rivers, Ms. Helen Stewart and Ms. Earnestine Worthy.

ARTICLE X

The address of the Corporation's registered office is 6114 Northwest 7th Avenue, Miami, Florida 33127, and the name of its initial registered agent at such address is:


Resident Agent

ARTICLE XI

The Corporation is formed solely for charitable, educational and scientific purposes. The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gain, profits, or dividends to the members thereof, or to any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and assets, profits, and net income of the Corporation are irrevocably dedicated to charitable, educational and scientific purposes, and no part of the profit or net income of the Corporation shall inure to the benefit of any Director, Officer or Member thereof or to the benefit of any individual.

ARTICLE XIII

Upon winding up a dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization and used exclusively to accomplish the general purposes for which this Corporation is organized. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE XIV

In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941 d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943 © of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditure as defined in section 4945 (d) of the Internal Revenue Code.

ARTICLE XV

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action suite or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suite or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE XVI – RULES OF ORDER

"Roberts' Rules of Order" shall determine the rules of order in all meetings of the members and the Board of Directors unless in conflict with any of the terms hereof.

ARTICLE XVII – AMENDMENTS

The by-laws may be adopted, amended, altered or repealed by a majority vote of the Board of Directors of the organization, or by a majority vote of the Board of Directors at any meeting call for such purpose provided that the purpose, date and place of the meeting, is announced at least twenty days prior to the date of said meeting.