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FLORIDA NON-PROFIT CORPORATION  
BARBICAN ECONOMIC DEVELOPMENT CORPORATION

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**ARTICLES OF INCORPORATION  
OF**

**BARBICAN ECONOMIC DEVELOPMENT CORPORATION  
(A corporation not-for-profit)**

The undersigned, for the purpose of forming a Not-for-profit Corporation pursuant to Chapter 617 of the Florida Statutes, hereby certify as follows:

**ARTICLE I. NAME**

The name of this corporation is **BARBICAN ECONOMIC DEVELOPMENT CORPORATION**. The address of the principal office of the corporation shall be 9870 SW 70 Street, Miami, FL 33173.

**ARTICLE II. PURPOSES**

The purpose for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal revenue Code. Notwithstanding any other provision hereof, the corporation may transact or engage in any business permitted to be conducted or carried on under the provisions of Section 510(c)(3) of the Internal Revenue Code and its Regulations and shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or as they may hereafter be amended.

**ARTICLE III. OBJECTIVE**

To promote, develop, construct, manage and provide care affordable housing of every kind for very low, low and moderate income families, emergency housing, elderly care, elderly residential facilities, counseling and training facilities, assisted living facilities, and any and all other services ancillary to the provision of housing for very low, low and moderate income families and for the elderly. The corporation shall also have the power of carry on any activity allowed to not-for-profit corporations under the Internal Revenue Code as amended from time to time.

**ARTICLE IV. TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V. ADDRESS**

The street address of the initial registered office of the corporation shall be 4960 SW 72 Avenue, Suite 301, Miami, Florida 33155, and the name of the initial registered agent of the corporation is **DEBORAH MORDECAI EDWARDS**, whose address is 4960 SW 72 Avenue, Suite 301, Miami, Florida 33155.

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## ARTICLE VI DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable or educational organizations, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they may now exist, or as they may hereafter be amended.

## ARTICLE VII. POWERS OF THE CORPORATION

As a means of accomplishing the foregoing purpose, the Corporation may exercise the any powers not prohibited by law and by the Internal Revenue Code including but not limited to the following:

- 1) To accept, acquire, purchase, sell, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.
- 2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.
- 3) To apply for and receive grants, to borrow money, and, from time-to-time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.
- 4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or as they may hereafter be amended.

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**ARTICLE VII.  
MEMBERS**

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time-to-time hereafter, may become members, in the manner provided for in the By-Laws.

**ARTICLE VIII.  
SUBSCRIBER**

The names and residence of the subscriber to these Articles is:

NAME  
DEBORAH M. EDWARDS

RESIDENCE  
10902 SW 88 COURT, MIAMI, FL 33176

**ARTICLE VI. OFFICERS**

The officers of the Corporation shall be a President, such number of Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

OFFICE  
President  
First Vice President  
Secretary  
Treasurer

NAME  
Owen G. Edwards  
Robert Martell  
Deborah M. Edwards  
Angela Kelly

The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

**ARTICLE VII. BOARD OF DIRECTORS**

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have four (4 ) Directors, initially. The number of Directors may be increased from time-to-time, by the By-Laws, but shall never be less than (3). The Board of Directors shall be members of the Corporation. Members of the Board of Directors shall be elected and hold office, in accordance with the By-Laws.

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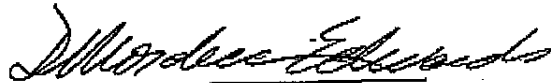
The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the Corporation are:

NAME	RESIDENCE
OWEN G. EDWARDS	10902 SW 88 COURT, MIAMI, FL 33176
ROBERT MARTELL	9870 SW 70 STREET, MIAMI, FL 33173
ANGELA KELLY	1850 NW 67 AVENUE, # 225, MIAMI, FL 33015
DEBORAH M. EDWARDS	10902 SW 88 COURT, MIAMI, FL 33176

**ARTICLE VIII.  
BY-LAWS**

The Board of Directors of this corporation and the members of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time-to-time.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set my hand and seal this 4th day of January, 2000 for the purpose of forming this corporation not-for-profit, under the Laws of the State of Florida.

  
Deborah Mordecai Edwards

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION**

Deborah Mordecai Edwards, having a mailing address of 4960 S.W. 72<sup>nd</sup> Avenue, Suite 301, Miami, Florida 33155, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
Deborah Mordecai Edwards

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