

FROM: CARLTON, FIELDS
Division of Corporations

FAX NO.: 8132294260

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Florida Department of State
Division of Corporations
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Account Name : CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, PA
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FLORIDA NON-PROFIT CORPORATION

HOOK AND LADDER FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF
HOOK AND LADDER FOUNDATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is Hook and Ladder Foundation, Inc. The principal place of business and mailing address is 7740 Southwest 52nd Avenue, Miami, Florida 33143.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding provision hereafter in effect. In furtherance of such purposes, the Corporation may: (i) provide personal and academic mentoring and advice to adults who, for whatever reason, have not pursued a college-level education; (ii) guide such persons through the academic process and enable them to earn a community college and/or four year college degree in the educational systems of South Florida; (iii) establish one or more scholarships or grants for such persons; (iv) support such persons with their full incorporation into the community and assist them in developing an active life that involves contributing time and talents to the community; (v) support, in conjunction with a number of training and counseling facilities, a carefully selected number of ex-offenders and recovering controlled substance addicts in their efforts to develop productive lives; and (vi) perform such other actions that support or advance the tax exempt purposes of the Corporation as determined by the board of directors.

The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not 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.

Prepared and filed by:

Jay A. Steinman, Esq.

Carlton Fields

P.O. Box 019101

Miami, Florida 32808-1171

Tel no.: (305) 530-0050

Fax no.: (305) 530-0055

FL BAR NO.: 378941

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The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

ARTICLE IV
Members

The Corporation shall have no members.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Carlton Fields, NationsBank Tower at International Place, 100 S.E. 2nd Street, Suite 4000, Miami, Florida 33131, and the name of its initial registered agent at such address is Jay A. Steinman.

ARTICLE VI
Directors

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Thomas G. Richardson	6411 S.W. 98 th Street Miami, Florida 33156
Father Francis J. Flynn	7740 S.W. 52 nd Avenue Miami, Florida 33143
Augusto L. Vidaurreta III	2817 Lake Avenue Miami, Florida 33140

ARTICLE VII
Incorporator

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Jay A. Steinman, Esq.	c/o Carlton Fields NationsBank Tower at International Place 100 S.E. 2 nd Street, Suite 4000 Miami, Florida 33131

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ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX
Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE X
Prohibition

The board of directors shall not engage, participate, or intervene in any activity or transaction which would result in the loss by the Corporation of its status as an exempt organization under section 501(c)(3) of the Code, or corresponding provision hereafter in effect; and the use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited.

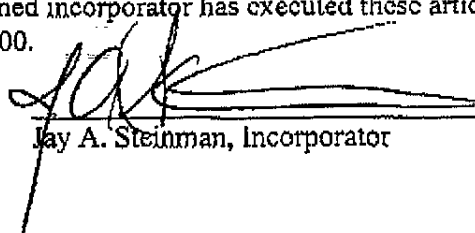
ARTICLE XI
Indemnification

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation.

ARTICLE XII
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 27th day of January, 2000.


Jay A. Steinman, Incorporator

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FROM: CARLTON FIELDS

FAX NO.: 8132294260

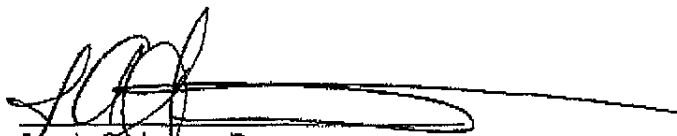
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 27th day of January 2000.


Jay A. Steinman, Esq.
c/o Carlton Fields
NationsBank Tower at International Place
100 S.E. 2nd Street, Suite 4000
Miami, Florida 33131

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