

LEGAL SERVICES OF GREATER MIAMI, INC.

3000 Biscayne Boulevard, Suite 500 • Miami, FL 33137 • (305) 573-5800 Fax • (305) 573-1578 TDD
(305) 576-0080 Ext. 344

ELIZABETH SCHWABEDISSEN
President

LYNN WASHINGTON
1st Vice President

STARLETE WILLIAMS
2nd Vice President

ANGEL CORTINAS
Treasurer

DONALD YATES
Secretary

VICTOR M. DIAZ, JR.
Immediate Past President

MARCIA K. CYPEN
Executive Director

100000000869

January 31, 2000



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*****78.50 *****78.50

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

**Re: Community Development Corporation
of Liberty City, Inc.**

Dear Sir/Madam:

Enclosed are the Articles of Incorporation of Community Development Corporation of Liberty City, Registered Agent's Acceptance of Appointment, and a check for \$78.50 (filing fee), payable to Secretary of State.

If you have any questions or need additional information, please do not hesitate to contact me.

Yours truly,

A handwritten signature in black ink, appearing to read "Juan M. Burgos".

Juan M. Burgos
Attorney at Law

FILED
00 FEB -4 PM 6:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
00 FEB -4 PM 6:35
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

**ARTICLES OF INCORPORATION
OF
Community Development Corporation of Liberty City
A Florida "Not for Profit" Corporation**

The undersigned, acting as Incorporator of a Corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

NAME OF CORPORATION: The name of the Corporation is Community Development Corporation of Liberty City.

PRINCIPAL OFFICE: The Principal Office of the Corporation is located at c/o Miami/Miami-Dade Weed & Seed, Inc., 6161 NW 9th Ave. Miami, FL 33127.

MAILING ADDRESS: The Mailing Address of the Corporation is c/o Miami/Miami-Dade Weed & Seed, Inc., 6161 NW 9th Ave. Miami, FL 33127.

REGISTERED AGENT: The Name of the Registered Agent of the Corporation is Wayne E. Rawlins. The Address of this Registered Agent is c/o Miami/Miami-Dade Weed & Seed, Inc., 6161 NW 9th Ave. Miami, FL 33127.

DURATION/MEMBERSHIP: The period of Duration is perpetual. The qualification for Members, if any, and the manner of their admission shall be regulated by the Bylaws.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of Directors shall be stated in the Bylaws.

INCORPORATORS: The Name and Address of the Incorporator is: Miami/Miami-Dade Weed & Seed, Inc. 6161 NW 9th Ave. , Miami, FL 33127.

CORPORATE PURPOSES

The purposes for which this Corporation is formed are exclusively Charitable, Educational and Scientific and consist of the following:

1 To raise the economic, educational and social levels of the residents of Dade County Florida, including members of the minority community, who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines, to foster and promote community wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated.

2. To expand the opportunities available to said residents and groups to own, manage, and operate business enterprises in economically depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; and to assist said residents and groups in obtaining financial support from other sources.

3 To expand opportunities available to said residents and groups to obtain adequate low-cost housing accommodations by constructing, rehabilitating, and providing decent, safe and sanitary housing in Dade County for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of the corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide such housing through rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites for the purpose of combating the deterioration of the community and contributing to its physical improvement.

4. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures 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.

5. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

6. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for Charitable and Educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any Individual, except as reasonable compensation for services actually performed in carrying out the Corporation's Charitable and Educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to Charitable and Educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of 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.

5. **DISSOLUTION:** Upon Winding Up and Dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **PRIVATE FOUNDATION STATUS:** 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(c) 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 expenditures as defined in section 4945(d) of the Internal Revenue Code.

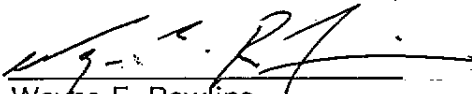
INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit 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, suit 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 of administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the Incorporator on this
28th day of January, ~~19~~ 2000

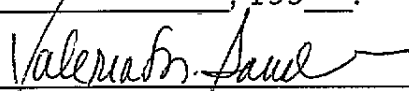
Miami/Miami-Dade Weed & Seed, Inc.

By: 
Wayne E. Rawlins

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an Officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Wayne Rawlins who is either personally known to me or who produced a valid Driver's license or valid Identification, executed the foregoing instrument as Incorporator (or the Agent of the Incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of
January, ~~1999~~ 2000

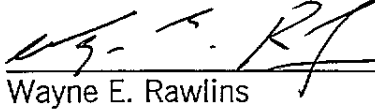

NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires: October 15, 2000



VALERIA M. SANCTIOUS
My Comm Exp. 10/15/2000
Bonded By Service Ins
No. CC593630
[] Personally Known [] Other I.D.

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as Registered Agent for Community Development Corporation of Liberty City, a Florida Not For Profit Corporation.


Wayne E. Rawlins

January 28, 2000

Date

FILED
00 FEB -4 PM 6:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA