

N000000001504

Requester's Name

THE UNION GROUP, INC.

2800 Biscayne Boulevard, Suite 400
Miami, Florida 33137

City/State/Zip

Phone #

800003153088--3
-03/01/00--01079--006
*****78.75 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
00 MAR -1 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

CLERK MAR 6 2000

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
O. T. DEVELOPMENT CORP.
(A corporation for non profit)**

FILED
00 MAR -1 PM 12: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that and we do, by these Articles of Incorporation, set forth:

**ARTICLE I
Corporate Name**

The name of this corporation shall be O. T. DEVELOPMENT CORP.

**ARTICLE II
Purpose of Corporation**

The corporation shall have the following powers:

1. The corporation shall have all of the powers and privileges granted to corporations not for profit under the law pursuant to which this corporation is chartered.
2. The corporation shall have all of the powers reasonably necessary to implement and effectuate the purposes of the corporation, including but not limited to the following:

This corporation is organized exclusively for all such non-profit related activities that come within the scope of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

**ARTICLE III
Term of Existence**

The corporation shall have perpetual existence.

**ARTICLE IV
Principal Office**

The principal office of the corporation shall be located at 2800 Biscayne Boulevard, Suite 400, Miami, Florida 33137, but the corporation may maintain offices and transact business in such other places within the State of Florida, as may from time to time be designated by the Board of Directors; furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE V
Board of Directors

1. The Board of Directors shall consist of the number of directors determined in accordance with the By-Laws, but not less than three (3) directors; and in the absence of such determination said Board shall consist of three (3) directors.

2. Directors of the corporation shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified in accordance herewith, or until removed, are as follows:

Oscar Lewis Thomas	2800 Biscayne Boulevard, Suite 400 Miami, FL 33137
--------------------	---

Theodora Bryant	2800 Biscayne Boulevard, Suite 400 Miami, Florida 33137
-----------------	--

Herbert J. Bailey	2800 Biscayne Boulevard, Suite 400 Miami, Florida 33137
-------------------	--

ARTICLE VI
Officers

The affairs of the corporation shall be managed by the officers in accordance with the By-Laws. The officers shall be appointed from time to time by the Board of Directors. Appointment of officers shall take place at the first board meeting following the annual meeting of the members of the corporation, which officers shall service at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are appointed by the Board of Directors are as follows:

Oscar Lewis Thomas-President	2800 Biscayne Boulevard, Suite 400 Miami, FL 33137
------------------------------	---

Theodora Bryant Secretary/ Treasurer	2800 Biscayne Boulevard, Suite 400 Miami, Florida 33137
---	--

ARTICLE VII
Amendment of By-Laws

The first By-Laws of the Corporation shall be adopted by the Board of Directors, and may subsequently be amended, altered or rescinded by an affirmative vote of 75% of the directors and 75% of the members as provided by the By-Laws.

ARTICLE VIII
Indemnification

Every officer and director of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved, by reason of being or having been a Director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE IX
Amendment of Articles

An Amendment to these Articles of Incorporation may be proposed by the Board of Directors of the corporation acting upon a vote of the majority of the Board of Directors.

ARTICLE X
Subscribers

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

Theodora Bryant	2800 Biscayne Boulevard, Suite 400
	Miami, Florida 33137

ARTICLE XI
Use of Net Earnings

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. No substantial part of the activities of this corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

ARTICLE XII
Disposition of Property on Dissolution

Upon the dissolution of this corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Circuit Court of the county in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, as said Circuit Court shall determine, which are organized and operated exclusively for such purposes.

XIII
Registered Agent

The Registered Agent of this corporation shall be Theodora Bryant and she shall be located at: 2800 Biscayne Boulevard, Suite 400, Miami, Florida 33137

25 IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this day of February, 2000.


THEODORA BRYANT

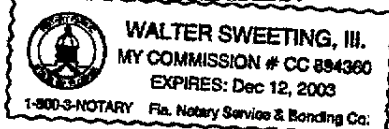
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared THEODORA BRYANT, sole subscriber, to me known to be the person described in and who executed the foregoing Certificate of Incorporation, who acknowledged before me that she subscribed thereto and did so for the purpose and uses therein mentioned and that THEODORA BRYANT consented to the appointment as Registered Resident Agent of the corporation to accept service of process within the State.

The foregoing instrument was acknowledged before me this 25 day of February, 2000, by THEODORA BRYANT who is personally known to me or who provided Driver License as identification and who did (did not) take an oath.

MY COMMISSION EXPIRES:




NOTARY PUBLIC

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First that O.T. DEVELOPMENT CORP., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Certificate of Incorporation at Miami, County of Miami-Dade, State of Florida, has named THEODORA BRYANT ESQ., 2800 Biscayne Boulevard, Suite 400, Miami, Florida, 33137, as Registered Resident Agent to accept Service of Process within this State.

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.


THEODORA BRYANT

FILED
00 MAR -1 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA