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MIAMI OTAC/TAO

Edison Courts Community Center
6200 N.W. 3rd. Avenue
Miami, Florida 33150
Phone (305) 751-3011
Fax: (305) 751-2863

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Miami OTAC/TAO
Executive Board

President
Helen Hamilton
Vice-President
Jessie Harris
Secretary
Vacant
Treasurer
Geneva Thomas
At Large Members
Delores Allen
Betty Mullins
Parliamentary
Lula Simmons

TO: The Secretary of State
Division of Corporations

FROM: Magali R. Abad
Executive Director
Miami OTAC/TAO
6200 NW 3rd Avenue
Miami, FL 33150

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Miami OTAC/TAO
Board of Directors

Ela Ellam
Beverly Pierre Lewis
Lottie Hines
Jose Corcho
Jose A. Echevarria
Jose A. Lugo
Gwendolyn Lane
Celeste Fleitas
Priciliano Falcon
Esther Campuzano
Lula Murray
Diana Strozler
Mary Robinson
Jenese Harris
Don Moore

RE: Incorporation of Smathers Plaza Resident Council
Chapter 617 of Florida Laws Non Profit Corporation

DATE: December 7, 2000

On behalf of the Smathers Plaza Resident Council and its President, Priciliano Falcon, I am submitting articles of incorporation for this organization which seeks a certificate of incorporation under Chapter 617 of the Florida Code for non profit corporations. We enclose the required fees of \$ 86.75 to cover your services which include filing fees, registered agent designation and two **certified copies of the articles with the state seal.**

Concurrently with your anticipated approval of this request for incorporation, we will also need a certified conformed copy of these articles bearing the state seal. This conformed certified copy of the articles will be filed with the Exempt Organizations Branch of the Internal Revenue Service as part of Form 1023 for exempt status pursuant to 26 USC 501 (c) (3) of the Internal Revenue Code of 1986 as amended.

Thank you for your attention to this request. If you have questions regarding the filing of these articles, please contact me at 305-389-0148

Miami OTAC/TAO
MDHA Representation
TBA

Miami OTAC/TAO
USHUD Officer
Eileen Casey

Miami OTAC/TAO
OTAC Member
Yvonne Green

Miami OTAC/TAO
Executive Director
Magali R. Abad

Magali Abad GAVE
THORIZATION BY PHONE TO
DIRECT Art E
IE 1-8-01
C. EXAM BR



"Empowering Residents"



D. BROWN JAN - 8 2001

**ARTICLES OF INCORPORATION
(NONPROFIT CORPORATION)
Smathers Plaza Resident Council, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned incorporators being citizens of the United States legally competent to enter into contracts, for the purpose of forming a nonprofit corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the Corporation is: Smathers Plaza Resident Council, Inc.

ARTICLE II. REGISTERED OFFICE, AGENT AND INCORPORATOR

The address of the registered office is 935 SW 30 Avenue #110, Miami, Florida, 33135 and the name of its registered agent at such address is Priciliano Falcon. The incorporator of this corporation is Priciliano Falcon. This is also the principal office.

ARTICLE III. PURPOSE

The Corporation is organized exclusively for charitable and educational purposes, including the undertaking of programs and activities designed to enhance the social and economic wellbeing of residents of public housing within the vicinity of the Smathers Plaza neighborhood. To this end, the corporation will develop programs and provide services that give residents of the Smathers Plaza public housing development employment opportunities, training and technical assistance that will enhance the ability of low and moderate income individuals and families to become socially and economically self-sufficient.

ARTICLE IV. TYPE OF ENTITY

The Corporation shall be organized on a non-stock basis and shall have no members.

ARTICLE V. DIRECTORS

The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted under the laws of the State of Florida. There shall be no fewer than three (3) and no more than seven (7) directors. The Board of Directors shall appoint Officers, which shall include a President, Vice, President, Secretary, Treasurer, and such other officers as the Board may deem necessary. The powers of the Board of Directors, the qualifications for serving as a director and the manner of selection of Directors shall be specified in the corporation's By-laws, all in accordance with the requirements of these Articles. The names and addresses of the persons who are to serve as the initial directors shall be specified by a resolution of the corporation. The By-laws shall provide that the Directors are subject to recall by a majority of the voting members of the corporation, initiated by a petition of no less than ten percent (10%) of the voting members of the corporation.

ARTICLE VI. POWERS AND LIMITATIONS

1. The Corporation shall have and possess all of the general powers of a Florida domestic corporation, which are *consistent with* these Articles of Incorporation.

2. The Corporation is not organized for profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, trustee or other private persons, except that the 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 III hereof.

3. The Corporation shall be authorized to accept and use grants and donations from any lawful source but only for the uses and purposes and upon the conditions and limitations for which the same are granted or donated.

4. 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

5. Notwithstanding any other provisions of these articles, the 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 Title 26 of the United States Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (b) by a corporation, *contributions to* which are deductible under section 170(c)(2) of Title 26 of the United States Code, or the corresponding section of any future United States internal revenue law.

5. The corporation is empowered to enter into contracts, cooperative agreements, memorandums of understanding or other agreements with federal, state or local governments, other non-profit corporations or organizations and individuals who serve the needs of low and moderate income individuals and families who are residents of public housing. The corporation shall not enter into any agreement that would otherwise violate its exempt status with the United States or the State of Florida.

6. The corporation shall have the authority to indemnify its directors, officers and employees on such terms and conditions as may be specified in the By-Laws of the corporation

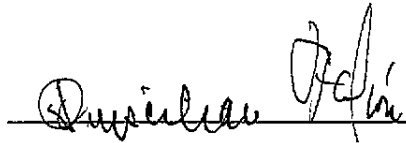
ARTICLE VII. DISSOLUTION

Upon the *termination, dissolution*, or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of Title 26 of the United States Code, as amended, or the corresponding provision of any future United States internal revenue law, as the board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a civil court of competent jurisdiction within Miami-Dade County, exclusively for such purposes or to such organizations as the court shall determine are organized and operated exclusively for such purposes.

ARTICLE VIII. DURATION

The duration of the Corporation is perpetual.

The undersigned incorporator affirms that the foregoing content of these Articles of Incorporation are true and consents to execute these Articles of Incorporation on behalf of the corporation on this 29 day of NOVEMBER, 2000.

_____

President and Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is:

SMATHERS PLAZA RESIDENT COUNCIL, INC.

2. The name and address of the registered agent and office is:

Prisciliano Falcon

(Name)

935 S.W. 30 AVE #11

(P.O. Box NOT acceptable)

Miami, FLA 33135

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligations of my position as registered agent.

Prisciliano Falcon
Signature

11/30/00
Date