

FLORIDA LEGAL SERVICES, INC.
MIAMI ADVOCACY OFFICE
3000 Biscayne Boulevard, Suite 450
Miami, Florida 33137
Telephone: 305-573-0092
Fax: 305-576-9664

VALORY GREENFIELD

MIRIAM HARMATZ

ARTHUR J. ROSENBERG

CHARLES F. ELSSESSER

ATTORNEYS

April 25, 2001

KEN SPIHLER

DIRECTOR

NO1000003718

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

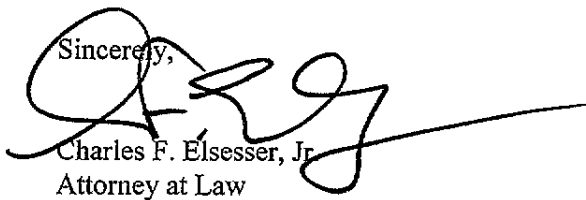
Re: Incorporation of Inner City Grassroots Civic Coalition, Inc. .

Dear Sir or Madam:

Enclosed please find for filing the original and four copies of the Articles of Incorporation of Inner City Grassroots Civic Coalition, Inc., a Florida Not for Profit Corporation. I have also enclosed a check in the amount of \$78.75 to cover the cost of filing and returning to me a certified copy of the articles of incorporation.

Thank you very much for your cooperation. If you have any questions please feel free to call me.

Sincerely,


Charles F. Elsesser, Jr.
Attorney at Law

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
INNER CITY GRASSROOTS CIVIC COALITION, INC.
A Florida "Not for Profit" Corporation

FILED
2001 APR 30 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Article I

The name of the corporation is **INNER CITY GRASSROOTS CIVIC COALITION, INC.** The principal office of the corporation is located in Miami-Dade County at 1939 N.W. 81st St, Miami, FL 33147. The mailing address of the corporation is 1939 N.W. 81st St, Miami, FL 33147.

Article II

The name of the registered agent of the corporation is Haneef Hamidullah. The address of this registered agent is 1939 N.W. 81st St, Miami, FL 33147.

Article III

The period of duration is perpetual. The corporation is organized pursuant to the Not for Profit Corporation laws of the State of Florida. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

Article IV

The method of election of the Board of Directors shall be stated in the bylaws.

Article V

The name and address of the incorporator is: Haneef Hamidullah, 1939 N.W. 81st St, Miami, FL 33147.

Article VI

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 through education and outreach to access and obtain employment opportunities and to access and obtain public benefits to which they are entitled and to access other resources which will allow them to survive, raise their families and become self sufficient.
- 3.) To combat poverty and alleviate the social ills of inadequate education, housing, unemployment and poor health which contribute to poverty in the poor and minority communities of Miami-Dade County, Florida through education and outreach to the poor and disadvantaged. Specifically, to engage in crime prevention activities, educational activities, job training and other economic development activities in order to better the community and living conditions of the poor and minority communities of Miami-Dade County.
- 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.

Article VII

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.

Article VIII

The Corporation is organized exclusively for charitable and educational purposes. 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.

Article IX

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.

Article X

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.

Article XI

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.


Article XII

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 Office (or such heirs, executors or administrators) may be entitled apart from this Article.

Execution

These Articles of Incorporation are hereby executed by the incorporator on this

25th day of April, 2001.


Haneef Hamidullah

STATE OF FLORIDA]

SS:

COUNTY OF 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 Haneef Hamidullah to me known to be the person described in and who executed the foregoing instrument as 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 25
day of April, 2001.


NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:



**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I, Haneef Hamidullah , having been named as registered agent to accept service of process for the **INNER CITY GRASSROOTS CIVIC COALITION, INC.**, a Florida not for profit corporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Haneef Hamidullah

4/28/01

Date

FILED
2001 APR 30 PM 1:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA