



N01000004980

August 24TH , 2001

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President

Hosea Butler, Jr.
Secretary

Verbert C. Anderson
Treasurer

Members

Reginald Clyne, Esq.

Congresswoman Carrie P. Meek

Garth C. Reeves

Dorothea Stewart

Elaine H. Black
Executive Director

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32399

RE: KINAD, INC.

Dear Sir or Madam:

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-08/30/01--01007--005
*****43.75 *****43.75

Enclosed please find with a check in the amount of \$43.75 the Amended and Restated Articles of Kinad, Inc. pursuant to Chapter 617.1007 et seq. of the Florida Statutes.

If you have any further questions regarding this matter please feel free to contact me at the following address:

MR. WILLIAM YOUNG

Tools for Change
6015 N.W 7th Avenue
Miami, FL 33127

Thank you kindly for your attention concerning this matter.

Sincerely,

Crystal M. Connor
LEGAL DEPARTMENT

01 AUG 29 PM 2:36
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Mr. Young gave authority to print director's name & file as 9/5

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

6015 N.W. 7th Avenue • Miami, FL 33127 • (305) 751-8934 • Fax (305) 751-1619
E-mail: tfc@tfc.org • Web Site: <http://www.tfc.org>

as amended & restated 9/5

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KINAD, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
01 AUG 29 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617 of the Florida Statutes, as amended, the undersigned Corporation hereby adopts the following Articles of Restatement:

ARTICLE I

The name of the corporation shall be KINAD, INC.

ARTICLE II

The corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE III

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The purpose of the organization is to bring about a face-to-face educational experience that focuses on a self-determination and awareness for developmental growth in our communities. The organization is geared toward enhancing cultural and educational opportunities through schools, colleges, churches, organizations, businesses and people of all walks of life. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal 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), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue 1986 (or the corresponding provision of any future United States

Internal Revenue Law).

ARTICLE IV

The registered office of this Corporation is:

2100 N.W. 192nd. TERRACE
MIAMI, FLORIDA 33056

The name of the Registered Agent at such address is:

SHEKINA DELLMAR-DONALDSON

The principal office of this Corporation is:

2100 N.W. 192nd. TERRACE
MIAMI, FLORIDA 33056

ARTICLE V

The number of directors may be increased or decreased from time to time by amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws.

ARTICLE VI

The name and address of the incorporator of this Corporation is as follows:

SHEKINA DELLMAR-DONALDSON
2100 N.W. 192nd. TERRACE
MIAMI, FLORIDA 33056

ARTICLE VII

The articles of incorporation may be altered or rescinded by the Board of Directors at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not For Profit Corporation Act.

ARTICLE VIII

The Corporation shall be a non-membership organization.

ARTICLE IX

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation 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.

ARTICLE XI

The By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended and rescinded in the manner provided by the By-laws.

ARTICLE XII

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, for all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

The foregoing Amended and Restated Articles of Incorporation restate and integrate the corporation's Articles of Incorporation filed on July 12, 2001, and, in addition, amends, Articles II, III, IV, V, VI, VII, VIII, IX, X, XI and XII of the Corporation's Articles of Incorporation.

There is no discrepancy between the Corporation's Articles of Incorporation as therefore

amended and the provisions of these Amended and Restated Articles of Incorporation other than inclusion of the aforesaid amendments adopted by the Board of Directors of the Corporation.

The members of the organization are not entitled to vote on the Amended and Restated Articles of Incorporation.

The Amended and Restated Articles of Incorporation, duly adopted by the Board of Directors, supersede the original articles of incorporation and all amendments to them.

The Amended and Restated Articles of Incorporation were adopted by the Board of Directors.

Dated at Miami Dade, Dade County, Florida this 16th day of August, 2001.

KINAD, INC.

By: Shekina H. Donaldson
SHEKINA DELLMAR DONALDSON
Director

IN WITNESS WHEREOF, I, SHEKINA DELLMAR-DONALDSON, President of the

KINAD, INC., has signed these Amended and Restated Articles of Incorporation, on this 16th day of August, 2001.

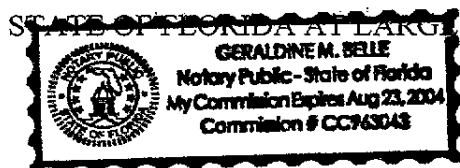
STATE OF FLORIDA)
COUNTY OF MIAMI DADE)

The foregoing was sworn to before me this 16th day of August, 2001, by SHEKINA DELLMAR-DONALDSON, President of KINAD, INC., a Florida Not For Profit Corporation, on behalf of the corporation. She personally appeared before me at the time of notarization, and is personally known to me or has produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN Geraldine M. Belle

PRINT Geraldine M. Belle



**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

KINAD, INC., desiring to organize under the laws of the State of Florida, hereby designates SHEKINA DELLMAR-DONALDSON, its registered agent and 2100 N.W. 192nd. TERRACE, MIAMI, FLORIDA 33056 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree this 16 day of August, 2001 to act in such capacity for such corporation at its registered office.


SHEKINA DELLMAR-DONALDSON