

TRANSMITTAL LETTER

N01000007123

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

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-10/05/01--01021--008
*****87.50 *****87.50

SUBJECT: Upper Room Enterprises, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Rev. Marc Cooper
Name (Printed or typed)

3800 NW 199 Street
Address

MIAMI FL 33055
City, State & Zip

(305) 620-1557
Daytime Telephone number

01 OCT -5 PM 12:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

Rev. Marc Cooper
GAVE
AUTHORIZATION BY PHONE TO
~~CORRECT~~ - REMOVE D.B.A.'S
DATE 10-8-01
LOC. EXAM. BYC

g/10/8

**ARTICLES OF INCORPORATION
OF
UPPER ROOM ENTERPRISES, INC.**

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized pursuant to the Dade County Nonprofit Corporation Code.

**ARTICLE I.
CORPORATE NAME**

The names of this Corporation shall be:

UPPER ROOM ENTERPRISES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE II.
TERMS OF EXISTENCE**

This corporation shall have perpetual existence as a nonprofit mutual benefit corporation.

**ARTICLE III.
PURPOSES AND POWERS**

(A) This Corporation is organized for the purpose of engaging in charitable and educational purposes to aid the poor and disadvantaged individuals and families toward a life of self sufficiency. The programs consist of, but shall not be limited to : Seminars, Workshops, Worship Services, A variety of Educational Services to include Child Care, Adult Education, After school care, Music and Performance Education, Cultural Exchange and interaction, Outreach Advocacy programs for the Disadvantaged, Employment, Literacy, Counseling, Prevention of AIDS, Teenage Pregnancy, Job Training, Job Placement, and Acquisition, Substance Abuse and other Programs to aide those in need. This corporation is organized and operated exclusively for Educational and Charitable purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code.

(B) Notwithstanding any other provision of these Articles, The corporation shall not carry on any other activities not permitted to carry on (1) by a corporation exempt from federal income tax under Section 501 (C) (3) of The Internal Revenue Code or (2) of the Internal Revenue Code.

ARTICLE IV.

CAPITAL STOCK

There shall be no capital stock and will offer no particular shares thereof.

ARTICLE V.

DIRECTOR

This Corporation shall have one Executive Director initially and three respective Directors and a Secretary Treasurer. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

The name and mailing address of the initial director who shall hold office until his successor or successors are elected and have qualified are as follows:

REV. MARC COOPER, EXECUTIVE DIRECTOR

ARTICLE VI.

OFFICERS

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
REV. MARC COOPER	3800 N.W. 199TH STREET, MIAMI, FL	EXECUTIVE DIRECTOR
MRS. JOY COOPER	3800 N.W. 199TH STREET, MIAMI, FL	SR. DIRECTOR
MRS. AMY SCOTT.	3800 N.W. 199TH STREET, MIAMI, FL.	DIRECTOR
MR. COLEMAN WALTON	3800 N.W. 199TH STREET, MIAMI, FL	DEPUTY DIRECTOR
MR. JINESTER JACKSON	3800 N.W. 199TH STREET, MIAMI, FL	SECT./ TREASURER

ARTICLES VII.

REGISTERED AGENT AND REGISTERED OFFICE

The Corporation's Resident Agent for services in the state of Florida Shall be:

REV. MARC COOPER, EXECUTIVE DIRECTOR

THE ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION SHALL BE

PRINCIPAL
ADDRESS
CITY/STATE/ZIP

REV. MARC COOPER, EXECUTIVE DIRECTOR
3800 N.W. 199TH STREET, MIAMI, FL
MIAMI, FLORIDA 33055

ARTICLE VIII. AMENDMENTS

This Corporation reserves the rights to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any provision or provisions contained in these Articles of Incorporation, or any amendment hereto in the manner now or hereafter prescribed by the Statues of the State of Florida, and any rights and powers conferred upon the director and shareholders herein are granted subject to this reservation.

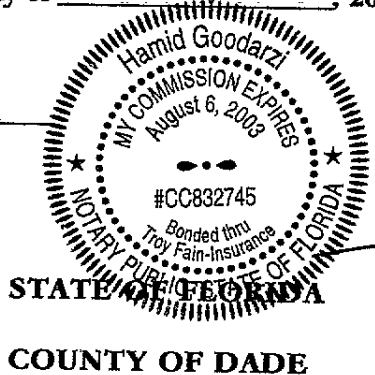
ARTICLE IX. INCORPORATOR

The name and mailing address of the Incorporator is as follows:

REV. MARC COOPER, EXECUTIVE DIRECTOR
3800 N.W. 199TH STREET, MIAMI, FL
MIAMI, FLORIDA 33055

IN WITNESS WHEREOF, the above named Incorporators, Directors and Registered Agent has hereunder subscribed his name, this 25 day of SEP, 2001.

Rev. Marc Cooper
Incorporator, Director
Registered Agent



[Signature] 9/25/01

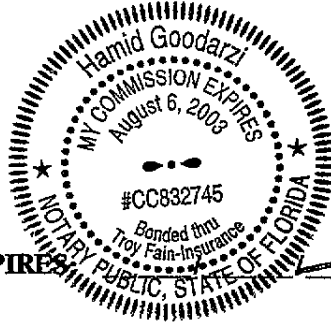
SS:

Before me the undersigned authority personally appeared:

REV. MARC COOPER, EXECUTIVE DIRECTOR

who is to me will known to be the person(s) described in and who subscribes the foregoing Articles of Incorporation, and he did freely and voluntary acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 25 day of SEP, 2001.



Notary Public, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES

[Handwritten Signature] 9/25/01

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

PURSUANT to the provisions of Section 501(C)(3). 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:

UPPER ROOM ENTERPRISES, INC.

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

REV. MARC COOPER, EXECUTIVE DIRECTOR
(NAME)
3800 N.W. 199TH STREET
(ADDRESS) (P.O. BOX NOT ACCEPTABLE)
MIAMI, FLORIDA 33055
(CITY/STATE/ZIP)

SIGNATURE: *[Handwritten Signature]*
(CORPORATE OFFICER)

TITLE: EXECUTIVE DIRECTOR

DATED: 9/25/01

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.

Signature: *Re Man Corp*

Dated: 9/25/01

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

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