

N0200000093

TRANSMITTAL LETTER

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

800004751838--8
-01/04/02--01055--012
*****78.75 *****78.75

SUBJECT: Project Embrace, 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: Adrian L. Foster
Name (Printed or typed)

400 NW 183rd St
Address

Miami, FL 33169
City, State & Zip

305-249-2000
Daytime Telephone number

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN -4 AM 9:40

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

CERTIFICATE OF INCORPORATION PROJECT EMBRACE, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
20 JUN -4 AM 9:14:00

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: PROJECT EMBRACE, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 400 NW 183rd Street, Miami, FL 33169.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for community housing rehabilitation purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended. 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 Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V: RESTRICTIONS ON ACTIVITIES

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 VI: MEMBERSHIP

The corporation shall be a non-membership.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 400 NW 183rd Street, Miami, FL 33169., and Adrian L. Foster, is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased from time to time by an 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 IX: OFFICERS

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: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

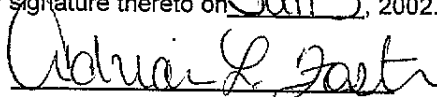
The property of this corporation is irrevocably dedicated to community housing rehabilitation purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of 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.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

ADRIAN L. FOSTER
400 NW 183RD Street
Miami, FI 33169

IN WITNESS WHEREOF I, ADRIAN L. FOSTER, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on Jan 3, 2002.



ADRIAN L. FOSTER

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was sworn to before me this 3 day of Jan, 2002, by ADRIAN L. FOSTER, who personally appeared before me at the time of notarization, and who are personally known to me or have produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Michell Centeno
STATE OF FLORIDA AT LARGE



Michell Centeno
Commission # CC 938154
Expires May 18, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following
is submitted in compliance with said Acts:
First-That PROJECT EMBRACE, INC., desiring to organize under the laws of the State of Florida with its
principal office at 400 NW 183RD Street, as indicated in the Articles of Incorporation at City of MIAMI, County of
DADE, State of FLORIDA, has named ADRIAN L. FOSTER, located at 400 NW 183RD Street, in the City of
MIAMI, County of

DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent

ACKNOWLEDGMENT:

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."

BY: 

ADRIAN L. FOSTER

DATED: 1/3/02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN -4 AM 9:40