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January 27, 2002

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

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


SUBJECT: Transmittal letter for the Institute for the Study of Local Institutions, Inc.

To whom it may concern:

Enclosed is an original and one(1) copy of the Articles of Incorporation for the above-referenced non-profit corporation, and a check made payable to the Department of State for \$87.50. This is fee is for the following: Filing Fees, \$ 35.00; Registered Agent Designation, \$ 35.00; Certified Copy, \$ 8.75, and a Certificate of Status, \$8.75.

Ms. Brenda James, located at 2331 NW 16th Street, Fort Lauderdale, FL 33311 is the Registered Agent. My phone number is (954) 677-9895. Thank you.

Sincerely,


Brenda James
Registered Agent

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DIVISION OF CORPORATION



ARTICLES OF INCORPORATION

INSTITUTE FOR THE STUDY OF LOCAL INSTITUTIONS, INC.

ARTICLE I: NAME

The name of the corporation shall be the Institute for the Study of Local Institutions, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 2331 Northwest 16th Street, Fort Lauderdale, FL 33311.

ARTICLE III: PURPOSE

The purpose of the Institute for the Study of Local Institutions, Inc. is exclusively charitable, cultural, literary, religious scientific, and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1954 as amended, and including within such purposes the making of distributions to organizations that qualify as exempt organizations under the said §501(c)(3) of the Internal Revenue Code, as amended, and further:

A. No part of the net earnings of the Institute for the Study of Local Institutions, Inc., shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons except that the Institute for the Study of Local Institutions, Inc., 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 these Articles of Incorporation.

B. Notwithstanding the purpose as set forth herein, the Institute for the Study of Local Institutions, Inc., shall conform to the requirements of §501(a)(c)(3) of the Internal Revenue Code and in the event of dissolution of the Institute for the Study of Local Institutions, Inc., any remaining assets shall be distributed only to such organizations which are exempt under §501(c)(3) of the Internal Revenue Code.

C. No substantial part of its activities or any organization to which it may contribute shall be for the carrying on of propaganda, or otherwise attempting to influence legislation or participate in or influence any political campaign, or any other activity which would disqualify corporations from tax exemption under Section 501 of the Internal Revenue Code or other applicable Federal, State, or Local law(s) or regulation(s) now or hereafter enacted.

D. The Institute for the Study of Local Institutions, Inc., shall neither engage in prohibited transactions as defined in §501(c) of the Internal Revenue Code, and any successor section, nor shall it unreasonably accumulate income or otherwise invest in

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such a manner that would result in a denial of tax exemption under applicable Federal, State, or Local law(s) or regulation(s) now or hereafter enacted.

E. In compliance with the Internal Revenue Code of 1954, the Institute for the Study of Local Institutions, Inc., shall distribute its income for each taxable year at such time and in such manner as not to subject the Institute for the Study of Local Institutions, Inc., to tax under §4942 of the 1954 Code, and shall not engage in any act of self-dealing as defined in § 4941(d), retain any investments in such manner as to subject the Institute for the Study of Local Institutions, Inc., to tax under §4944 to make any taxable expenditures as defined in §4945(d) of the 1954 Code, or corresponding provisions of any subsequent Federal Tax Law.

The Institute for the Study of Local Institutions, Inc., does not contemplate pecuniary gain or profit, incidental or otherwise.

More specifically the purpose of the Institute for the Study of Local Institutions, Inc., is to provide quality career training in an atmosphere of personalized attention by implementing programs which will focus on specialized skills and knowledge needed for today's marketplace by conducting training that emphasizes skills-based performance and career management development.

ARTICLE IV - MEMBERSHIP

Section 1. Eligibility. Membership in the Institute for the Study of Local Institutions, Inc., shall consist of its Board of Directors, its officers, and the members of the Institute for the Study of Local Institutions, Inc., who are active and in good financial standing. Good financial standing may be determined and reviewed periodically by the Board of Directors or its designee. Membership in the Institute for the Study of Local Institutions, Inc., is personal and not transferrable. A member shall not have the right to vote if s/he is not in good financial standing with the Institute for the Study of Local Institutions, Inc.,

A. Good Financial Standing. Someone who is in "Good Financial Standing" has:

1. Timely remitted dues to the Board of Directors or its designee
2. Those dues are duly recorded in the official Book of Institute for the Study of Local Institutions, Inc., Membership.

B. Active. An "Active Member" is one who:

1. Timely remits dues
2. Attends meetings and rehearsals regularly
3. Contributes one's moral, financial, and physical support to the Institute for the Study of Local Institutions, Inc.

Section 2. Voting by Members. Only Active Members in Good Financial Standing who meet the requirements of Individual status may cast a ballot or vote in any business before the membership of the Institute for the Study of Local Institutions, Inc., in accordance with the

provisions set forth in these Articles of Incorporation, Board of Directors resolution, or applicable Florida Law.

Section 3. Resignation or Removal. Any member may resign by submitting a written resignation either at a meeting of the Membership or of the Board of Directors or by mailing the same to the Institute for the Study of Local Institutions, Inc., at its principle office, and thereupon such resignation shall become effective forthwith without need of any acceptance, unless otherwise specified therein. Members are automatically purged from the official Book of Membership of the Institute for the Study of Local Institutions, Inc., when dues are not timely remitted. Except as otherwise required by law, any members may be removed from membership by a majority vote of the members cast at any special meeting of the members called for that purpose in accordance with the provisions of these Articles of Incorporation, or by a two-thirds vote of the Board of Directors at any regular meeting.

ARTICLE V - MEETINGS OF THE GENERAL MEMBERSHIP

Section 1. Place of Meetings. Meetings of the membership shall be held at the principal office or place of business of the Institute for the Study of Local Institutions, Inc., or at such other suitable place convenient for the membership as may be designated by the Board of Directors.

Section 2. Annual Meetings. The Annual Meeting of the Institute for the Study of Local Institutions, Inc., shall be held by the third Monday of October of each year, except that if such day is a legal holiday, the meeting shall be held on the first following business day. At such Articles of Incorporation, elections shall be held for members of the Board of Directors in accordance with the requirements of Section 3 of Article V of these Articles of Incorporation. The members may also transact such other business of The Institute for the Study of Local Institutions, Inc., that as may properly come before them. All Meetings shall be governed by Robert's Rules of Order unless expressly excepted herein.

Section 3. Regular Meetings. Regular meetings of the Institute for the Study of Local Institutions, Inc., will be held monthly during the fiscal year. Regular meetings will be suspended during the summer. If meetings of the General Membership need to be called, they shall be done in accordance with Section 4 of the Article.

Section 4. Special or "Call" Meetings. Special or "Call" meetings may be called by the Chairperson or shall be called by him/her or by the Recording Secretary if s/he should fail to do so within thirty (30) days thereafter, as directed by a resolution, or previously certified minutes of the Board of Directors, or upon written request signed by at least twenty-five percent (25%) of the members. The nature of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of two-thirds (b) of the members present, either in person or by proxy. All Meetings shall be governed by Robert's Rules of Order unless expressly excepted herein.

Section 5. Notice of Meetings. It shall be the duty of the Corresponding Secretary to mail a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each member of record, at his/her address as it appears on the membership book of the Institute for the Study of Local Institutions, Inc., or if no such address appears, at his/her last known address, at least ten (10) but no more than twenty-five (25) days prior to such meeting. The mailing of a notice in the manner provided in this section shall be considered notice served.

Section 6. Quorum. Except as otherwise provided by statute, the Articles of Incorporation, or these Articles of Incorporation, the presence at any meeting of the Members, in person or by proxy, of one-third ($\frac{1}{3}$) of the members entitled to vote shall constitute a quorum.

Section 7. Adjourned Meetings. If any meeting of the General Membership cannot be organized because a quorum is not present, the Members who are present, either in person or by proxy, may, except as otherwise provided by law, adjourn the meeting to a time not less than eighty (80) hours from the time the original meeting was called. Such adjourned meeting shall be called by notifying the General Membership in the most convenient form available. In the case of an adjourned meeting, if called for the election of Directors, and except as provided by law, those present, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Directors.

Section 8. Voting. At every meeting of the General Membership each Member present, either in person or by proxy, shall have the right to cast one vote on each question and never more than one vote. The vote of the majority of those present either in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by law, the Articles of Incorporation, or by these Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control.

Section 9. Proxies. Voting by proxy shall be permitted at General Membership meetings. Every proxy shall be in writing, signed by the Member and dated, and shall specifically state the particular General Membership meeting to which it is applicable, but need not be sealed, witnessed, or acknowledged. Any proxy must be filed with the Recording Secretary before the appointed time of each meeting. Proxies may be revoked by a Member appearing personally at such meeting and voting in person. In such cases revocation is mandatory. Voting by proxy shall not be permitted at Special or Call meetings of the General Membership unless the Member is witnessed to be sick and/or shut-in, as the purpose of such a meeting is to convene the Members together for an emergency of the Institute for the Study of Local Institutions, Inc.

Section 10. Commissioners of Election. In advance of any General meeting of the Members, the Board of Directors may appoint three members to act as Commissioners of Election, at such meeting or any adjournment thereof. If Commissioners of Election are not appointed, the chairman of any such meeting may, and on the request of any Member or his/her proxy, shall make such appointment at the meeting. On request of the Chairperson of the meeting, or any Member or his/her proxy, the Commissioners shall make a report in writing of any challenge or

question or matter determined by them, and execute a certificate of any fact(s) found by them. No person who is a candidate for office shall act as a Commissioner.

Section 11. Members Entitled to Vote. The officer or agent having charge of the books of the Institute for the Study of Local Institutions, Inc., shall make, at least thirty (30) days before each meeting of members, a complete list of the Members entitled to vote at the meeting arranged in alphabetical order with the address of each, which list shall be subject to the inspection by any Member at any time at the registered office of the Institute for the Study of Local Institutions, Inc., during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting. The original book, or a duplicate thereof kept in the office of the Institute for the Study of Local Institutions, Inc., shall be prima facie evidence as to who are the Members entitled to examine such list or books of the Institute for the Study of Local Institutions, Inc., or to vote at any meeting of the members.

Section 12. Order of Business. The order of business at all meetings of the membership shall be generally as follows:

- (A) Roll Call
- (B) Proof of notice of meeting or waiver of notice
- (C) Reading of minutes of preceding meeting
- (D) Unfinished business or matters arising from the minutes (Old Business)
- (E) Reports of officers
- (F) Reports of committees
- (G) Election of Commissioners of election (when applicable)
- (H) Election of directors and/or directors (when applicable)
- (I) New Business
- (J) Adjournment

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Number and Qualifications. The affairs of the Institute for the Study of Local Institutions, Inc., shall be governed by a Board of Directors. The Board of Directors is composed of ~~seven~~ (5) persons. The Directors shall be broadly representative of community interests and professional experience as determined by the General Membership. Therefore the Board of Directors may elect to increase the number of Board members as needed.

Section 2. Board Positions – Voting. The Board of Directors shall elect a Chairman, Vice Chairperson and a Secretary. The remaining members will be at-large members. All will be entitled to vote, except the Chairperson, who shall only vote to break a tie, or when the Chairperson is not running the meeting.

Section 3. Board Positions - Ex Officio, Non-voting. The voting members of the Board may rely on the expertise of technical advisors from time to time. The position of technical advisor shall be ex officio, non-voting members of the Board of Directors and shall serve at the pleasure of the voting members of the Board of Directors.

Section 4. Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of the Institute for the Study of Local Institutions, Inc., and may perform such acts not otherwise prohibited by Florida law, the Articles of Incorporation, Articles of Incorporation, or the General Membership. In no way shall a vacancy on the Board of Directors prevent the remaining members of the Board of Directors from transacting business on behalf of the Institute for the Study of Local Institutions, Inc.

Section 5. Election and Terms of Office. Candidates for a position on the Board of Directors shall be elected by the General Membership via secret ballot at the appropriate Annual Meeting in October.

A. Election. The Commissioners of Election shall be in charge of election portion of the meeting.

B. Terms of Office. The terms of office shall be one year. The Directors shall hold office until their successors have been elected and qualified. The terms of office shall begin immediately upon taking the oath of office.

Section 6. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the General Membership shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall be a Director until a successor is elected by the Members at the next Articles of Incorporation. Any vacancy should be filled within forty-five (45) days, or at the next meeting of Directors, whichever occurs first.

Section 7. Removal of Directors. At any annual or special meeting of the General Membership, any one or more of the Directors may be removed with or without cause by vote of the majority of the entire eligible voting Membership of record. A successor Director may be immediately elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at this meeting. A Director may resign by submitting his/her written resignation to the Secretary and/or Registered Agent of the Institute for the Study of Local Institutions, Inc., which shall become effective immediately upon receipt of the same by the Secretary and/or Registered Agent of the Institute for the Study of Local Institutions, Inc.

Section 8. Compensation. Directors as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors and they may be reimbursed for actual expenses incurred by them in the performance of their duties, provided that nothing herein contained shall be construed to preclude any Director from serving the Institute for the Study of Local Institutions, Inc., in any other capacity and receiving compensation therefor.

Section 9. Annual Meeting. Except as otherwise provided by law, a meeting of the Board of Directors for the purpose of the election of officers and the consideration of any other business

that may properly come before it, shall be held immediately after the Articles of Incorporation of the General Members, at such place as the Board of Directors may determine and no notice of such meeting shall be necessary.

Section 10. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined by a majority of the Directors, but at least two such meetings shall be held during the fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, by reasonable means of communication including, personally, mail, facsimile, and/or telephone, at least five (5) days prior to the day named for such meeting.

Section 11. Special or "Call" Meetings. Special or "call" meetings of the Board of Directors may be called by the President or Secretary upon direction by a majority of the Directors in office on two (2) days notice to each Director, by reasonable means of communication including, personally, mail, facsimile, and/or telephone, which the notice shall state the time, place, and purpose of the meeting(s).

Section 12. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be a waiver of notice by him/her of the time and place thereof. If all the Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting. To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if written consent to such action is signed by all the Directors and filed with the minutes of the Board of Directors.

Section 13. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except where a larger number is required by Florida law, the Articles of Incorporation, the Articles of Incorporation, or the General Membership. If at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

ARTICLE VII: INITIAL DIRECTORS AND OFFICERS

The names, address and titles of the Directors/Officers are:

Brenda James Chairperson - D 2331 NW 16 Street Fort Lauderdale, FL 33311	John Ruffin Member-at-Large - D 9650 NW 42 nd Street Coral Springs, FL 33065	Dottie Ruffin Vice Chairperson - D 9650 NW 42 nd Street Coral Springs, FL 33065
Kamal James Member-at-Large - D 2331 NW 16 Street Fort Lauderdale, FL 33311	Cassandra Cooper Secretary - D 2331 NW 16 Street Fort Lauderdale, FL 33311	

ARTICLE VIII - OFFICERS

Section 1. Designation, Election and Terms of Office. The principle officers of the Institute for the Study of Local Institutions, Inc., shall be the Board of Directors. The Board of Directors may elect a Treasurer, and such other officers, including temporary or acting as in their judgment may be necessary. The Officers of the Institute for the Study of Local Institutions, Inc., shall be elected annually by the Board of Directors at its Annual Meeting.

Section 2. Resignation and Removal. Any officer may resign by submitting a written resignation either at a meeting of the Membership or of the Board of Directors or by mailing the same to the Institute for the Study of Local Institutions, Inc., at its principle office, and thereupon such resignation shall become effective forthwith without need of any acceptance, unless otherwise specified therein. Any officer may be removed without cause by an affirmative vote of the majority of the members of the Board of Directors present at any meeting called in accordance with these Articles of Incorporation.

Section 3. Duties. The duties of the Officers are as follows:

A. Treasurer. The Treasurer shall be the custodian of the corporate funds and securities, and shall keep a full and accurate account of all receipts and disbursements in ledgers belonging Institute for the Study of Local Institutions, Inc. The Treasurer shall deposit all monies and other valuable effects in the name of and to the credit of the Institute for the Study of Local Institutions, Inc., in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse funds of Institute for the Study of Local Institutions, Inc., as may be ordered by the Board of Directors, taking proper vouchers for such disbursements; and shall render an account of all his transactions as Treasurer and of the financial condition of Institute for the Study of Local Institutions, Inc., whenever called upon to do so. The Treasurer shall prepare the financial portion of the annual reports and quarterly newsletters; shall assist the Board of Directors in the performance of all duties associated with the administration of the

Institute for the Study of Local Institutions, Inc., and shall perform other duties as prescribed by the Board of Directors.

ARTICLE IX - CORPORATE SEAL

The Board of Directors of the Institute for the Study of Local Institutions, Inc., shall provide a suitable corporate seal containing the name of the Institute for the Study of Local Institutions, Inc., and the Secretary shall be in charge of the Seal, unless otherwise directed by the Board of Directors.


ARTICLE X INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent shall be Brenda James, located at 2331 NW 16th Street, Fort Lauderdale, FL 33311.

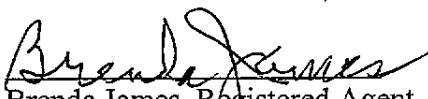
ARTICLE XI INCORPORATORS

The name and address of the Incorporator is Brenda James, located at 2331 NW 16th Street, Fort Lauderdale, FL 33311.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Brenda James, Incorporator
Signature of Incorporator

1/28/02
Date


Brenda James, Registered Agent
Signature of Registered Agent

1/28/02
Date

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