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TRANSMITTAL LETTER

FILED

02 APR 10 AM 10:24

SEC. OF STATE
TALLAHASSEE, FLORIDA

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

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*****87.50 *****87.50

SUBJECT: PREVENTION CITY PROJECT, 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: HEBERT PAUL
Name (Printed or typed)

P.O. BOX 382248
Address

MIAMI, FL 33238-2248
City, State & Zip

305-762-6737
Daytime Telephone number

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

CB 4-18

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**ARTICLES OF INCORPORATION OF
PREVENTION CITY PROJECT, INC.**

02 APR 10 AM 10:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Notice is hereby given that the undersigned incorporators, all being of full age, have associated together for the purpose of forming a Society not-for-profit, without capital stock, under provisions of Chapters 607 and 617 of Florida Statutes and we do hereby accept all of the rights, privileges, benefits, and obligations conferred and imposed by such law, and we do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE 1 - NAME

The name of the Society shall be:

PREVENTION CITY PROJECT, INC. ("Society")

ARTICLE 2 - ADDRESS

The principal place of business and the mailing address of this Society shall be :

Physical address: 8325 NE 2nd Avenue , Miami, Fl 33138

Mailing address: P.O. Box 382248 Miami, Fl 33238-2248

ARTICLE 3 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 – DURATION

The Society shall have perpetual existence, unless the Society is earlier dissolved as provided in these Articles of Incorporation.

ARTICLE 5 – OBJECTIVES AND POWERS

The purposes for which the Society is formed, and the business and the objects to be carried on and promoted by it, are as follows :

1. The purposes for which the Society is organized are to receive and maintain

real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary, or educational purposes either directly or by contributions to the organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the Society is founded is :
To Research, Create , and Develop a Family Prevention Package(FPP), a tool box to empower a sample of more than 500,000 socio-economic disadvantaged families living at risk and below the Federal Poverty Guidelines in South Florida.. Erect the Prevention City: a compassionate Prevention treatment facility, a refuge for members of our communities fighting for a Healthier and Safer Lifestyle, along with a Prevention Research Institute , and a Food Bank.

Promote Good Health and Safety for All throughout comprehensive education and awareness Radio and TV programs, sport walking or running in many American and foreign cities; decrease the speed of some number one public enemy diseases which are devastating our communities. Increase awareness among our women, our Youth, and our workforce of some critical issues such as : HIV/AIDS /STDs, Heart Disease, Breast and Prostate Cancer, Hepatitis, Diabetes, Overweight, Hb Pressure, Hb Cholesterol, Violence, Crime, Drug, Alcoholism, Smoking, DUI. Child Abuse, Missing Children, Domestic Violence, Juvenile Delinquency, Teen Pregnancy, Sexual Harassment, Rape, Sex Before Marriage, Terrorism, Unemployment, Illiteracy, Hunger, Poverty, Homelessness, Racism, Access to the Digital World, and Protection of our Environment...you name it. Create the conditions for a sound life.

The watchdog will be:

“Be Healthy,
Be Safe
Be skilled
Have a Job
Have Fun and
Be Happy
Let’s Make Prevention our First Priority”.
And the logo, a green ribbon.

3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this Society.
5. To acquire and receive by purchase, donation or otherwise, any property, real personal or mixed, and to hold, use and dispose of the same.
6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business ; and to secure loans by mortgage, pledge, deed or trust or other lien.
7. To apply for, obtain and contact with any federal, state or local government or agency for a direct loan or other financial aid in the form of grants or otherwise relating to the purposes of this Society.
- 8 . To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of anyone or more of the non-profit purposes of the Society.

8a. The Prevention City Project's Agenda of events and activities includes: Walk or Run for Prevention, a family-oriented activity in some American and foreign cities
The Miami Int'l Prevention Marathon
The Concert of the New Year
Prevention Saturday Night Fever
Golden Maracas Prevention Music Awards
Prevention Fair

9. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, any Director or Officer of the Society or any member of the Society or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Society affecting one or more of its purposes), and no Director or Officer of the Society, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Society. No substantial part of the activities of the Society shall be carrying on each propaganda, or otherwise attempting to influence legislation and the Society shall not participate in, or intervene in (including the publication or distribution of a statement) any political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the Society shall not carry on any activities not permitted to be conducted or carried on by an organization

exempt from taxation under Section 501 (c) (2) or the Internal Revenue Code and Regulations Issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

12. The Society shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

13. The By-Laws may impose other conditions of membership from time to time.

ARTICLE 6 – Officers of the Society

Section 1- Officers. The Society's officers shall consist of a Chairman of the Board, two Vice Chairmen of the Board, a Secretary, and a Treasurer. The Chairman and Vice Chairmen shall be directors; the Secretary and Treasurer need not be directors.

Section 2- Election of Officers. The Chairman of the Board, the Vice Chairmen of the Board, the Secretary and the Treasurer, shall be elected bi-annually by the Board of Directors by two-thirds vote of the entire Board

Section 3- The Chairman of the Board. The Chairman of the Board shall be a member of the Board of Directors. He shall preside at all meetings of the Board of Directors, act as spokesman for the membership, and have general supervision over the business affairs and property of the Society and over its several officers. He shall see that all orders and resolutions of the Board of Directors and of the Society are carried into effect and he shall sign all contracts and agreements authorized by the Board of Directors, unless the Board shall otherwise direct. The Chairman of the Board shall be ex-officio a member of all standing committees.

Section 4- The Vice Chairmen. In case of the absence of the Chairman of the Board or his inability to act, the Vice Chairmen shall discharge the duties of the Chairman of the Board.

Section 5- The Treasurer. He or she may be an employee of the Society. He shall have charge of the funds, securities, receipts and disbursements of the Society.

Section 6- The Secretary. He or she may be an employee of the Society. He or she shall be ex-officio Secretary of the Board of Directors and shall record all the votes and proceedings of the meetings of the Society. The seal of the Society, so affixed, shall always be attested by the signature of the Secretary.

Section 7- The Counsel. The Counsel shall be the legal adviser of the Society, the Board and the various committees. He shall have supervision of all matters involving legal questions. And shall appear for the Society in all actions or proceedings.

ARTICLE 6 – FOUNDERS

PREVENTION CITY PROJECT , INC. is founded by Hebert Paul and Karoll Ludet.

ARTICLE 7 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Society is at 651 NE 172 Street Miami, Fl 33162. The name and address of the registered agent of this Society is Hebert Paul, at 651 NE 172 Street, Miami, Fl 33162. The Mailing address is:

P.O. Box 382248 Miami, Fl 33238-2248

ARTICLE 8 - INCORPORATORS

The name and street address of the Incorporators of these Articles of Incorporation shall be: Hebert Paul and Karoll Ludet 651 NE 172 Street Miami, Fl 33161 and the Mailing address:

P.O. Box 382248 Miami, Fl 33238-2248

ARTICLE 9 – MANAGEMENT

The Affairs of the Society shall be managed by a temporary board consisted of a Chairman , Two Vice Chairmen, a Secretary and a Treasurer . The names of the Officers and the office they shall hold until the first election shall be:

Dr. Clayton Hess, Ph.D.	Chairman
Ida V. Tafari, Ph.D.....	Vice-Chairperson
Jean Well Exantus.....	Treasurer
Donald Davis.....	Vice Chairman
Sandy Mc Donell.....	Secretary

ARTICLE 10 - TEMPORARY BOARD MEMBERS

The members of the Board of Directors shall never be less than three in number. The names and address of the initial Board of Directors shall be:

Dr. Clayton Hess
8325 NE 2nd Avenue
Miami, Fl 33138

Ida V. Tafari
8325 NE 2nd Avenue
Miami, Fl 33138

Jean Well Exantus
8325 NE 2nd Avenue
Miami, Fl 33138

Donald Davis
8325 NE 2nd Avenue
Miami, Fl 33138

Sandy Mc Donell
8325 NE 2nd Ave
Miami, Fl 33138

ARTICLE 11- AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after giving at least ten days(10) written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Society, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501©(3) of the Internal Revenue Code.

ARTICLE 12- BY-LAWS

The By-Laws of the Society may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten(10)days notice of said meeting in writing.

ARTICLE 13 – TERMINATION OF EXISTENCE

The Society shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Society, unless the business of the Society is continued by the consent of all the remaining members, provided there are at least one remaining member. Upon dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of

section 501©(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 13 - PRESIDENT EMERITUS

The Board of Directors may propose during a special Board Meeting that a person who has given exceptional service to the Society to be given the title of President Emeritus.

ARTICLE 14 - HONORARY MEMBER

The title of Honorary Member may be granted by the Board of Directors :

- To outstanding persons whose talents, achievements or titles qualify them as valuable contributors to the objectives of the Society.
- To those individuals who have been a founder member of the Society.
- To any person who by reason of having been a volunteer generous fundraiser or donator, has made a significant contribution to the progress of the Society.

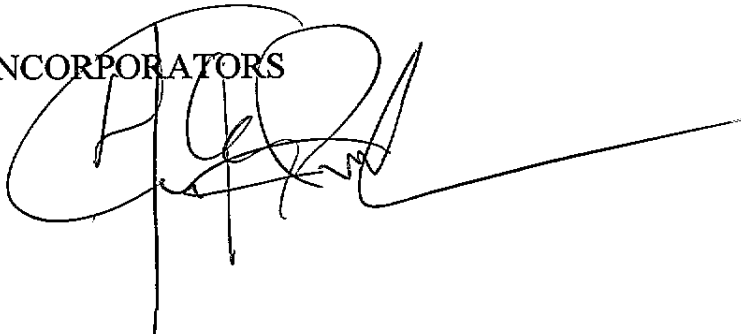
ARTICLE 15 - ANNUAL MEETING

The Society shall hold an annual meeting for members within ninety days of the end of its fiscal year(December 31)as determined by the Board of Directors. At such meeting, Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned incorporators have executed these Articles of Incorporation of this Society.

8th day of APRIL 2002

INCORPORATORS



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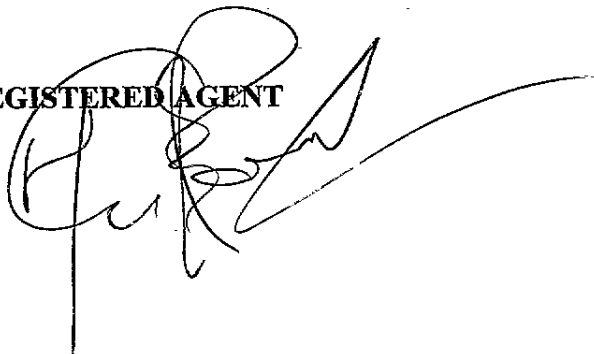
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT & REGISTERED OFFICE

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED SOCIETY AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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

REGISTERED AGENT

A large, stylized handwritten signature in black ink, written over the printed text "REGISTERED AGENT". The signature is cursive and appears to be the name of the individual acting as the registered agent.