

NO2000000 3758

Requester's Name

BROWNSVILLE CDC  
4844 NW 27th AVE  
MIAMI, FL 33142

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-05/06/02--01060--005

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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02 MAY 16 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

CR2E031(7/97)

5/16/02  
602-13590



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 10, 2002

BROWNSVILLE, CDC  
4844 NW 27TH AVE  
MIAMI, FL 33142

SUBJECT: BROWNSVILLE COMMUNITY DEVELOPMENT CORPORATION,  
INC.

Ref. Number: W02000013590

We have received your document for BROWNSVILLE COMMUNITY DEVELOPMENT CORPORATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Donna Graves  
Document Specialist  
New Filing Section

Letter Number: 202A00029682

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation**  
of  
**Brownsville Economic Development Corporation, Inc.**  
A Florida Corporation

The undersigned, acting as Incorporators of a Not-For-Profit corporation under the Florida Statutes, Title XXXVI, Chapter 617, adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation is **Brownsville Economic Development Corporation, Inc.**

**ARTICLE II - PLACE OF BUSINESS**

The principal office of the corporation is located at 4844W 27<sup>th</sup> Avenue, Miami, FL 33142

**ARTICLE III - REGISTERED AGENT**

The name of the registered agent of the corporation is Darryl Franklin Reaves. The address of this registered agent is 3315 NW 49<sup>th</sup> Street, Miami, Florida, 33142

**ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V - MEMBERSHIP**

The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**ARTICLE VI - BOARD OF DIRECTORS**

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

**ARTICLE VII - CORPORATE PURPOSES**

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To raise the economic, educational and social levels of the residents of Miami-Dade County Florida, including members of the minority community, unemployed, underemployed, or low-moderated income residents, to foster and promote community wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated.
2. To expand the opportunities available to said residents and groups to own, manage,

and operate business enterprises in economically depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises.

3. To assist residents, groups and business located (or to be located) in low-income communities by providing loans, equity investments or financial counseling.

4. To expand opportunities available to said residents and groups to obtain adequate affordable housing accommodations by constructing, rehabilitating, and providing decent, safe and sanitary housing in South Florida for persons and families of low- income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of the corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide such housing through rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites in the place of blighted structures or blighted vacant sites for the purpose of combatting the deterioration of the community and contributing to its physical improvement.

5. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, or otherwise attempting to influence legislation.

6. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

7. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

#### **ARTICLE VIII - 501(c)(3) LIMITATIONS**

1. CORPORATE PURPOSES: Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE IX - INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

### **ARTICLE X - DATE OF COMMENCEMENT**

The date and time of the commencement of the corporation existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

### **ARTICLE XI - BYLAWS**

The initial by-laws of the corporation shall be adopted by the directors. Thereafter, by-laws of the corporation may be adopted, altered, amended or repealed from time to time by the member/shareholders of the corporation.

### **INITIAL BOARD OF DIRECTORS**

Eddie L. Ward  
3241 NW 49<sup>th</sup> Street  
Miami, Florida

Willie D. Smith  
4901 NW 33<sup>rd</sup> Avenue  
Miami, Florida

Clifford Reaves  
4965 NW 29<sup>th</sup> Avenue  
Miami, Florida

FILED

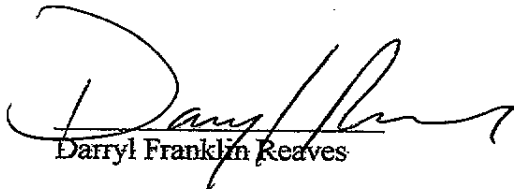
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**INCORPORATOR**

Darryl Franklin Reaves  
3315 NW 49<sup>th</sup> Street  
Miami, Florida 33142

Executed at Miami, Florida, this April 26, 2002 .



Darryl Franklin Reaves

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE:**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

Brownsville Economic Development Corporation, Inc, desiring to organize under the Laws of the State of Florida, hereby designate Darryl Franklin Reaves as its registered agent and 3315 NW 49<sup>th</sup> Street, Miami, Florida as its registered office.

**ACCEPTANCE**

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.



Darryl Franklin Reaves / April 26, 2002  
date