

TRANSMITTAL LETTER

NO2000006994

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

800007045878--3
-08/12/02--01027--017
*****78.00 *****78.00

SUBJECT: US Opportunity Center, 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 of
Status

ADDITIONAL COPY REQUIRED

FROM: Clemente Rolando Acosta
Name (Printed or typed)

1281 W 43rd Pl

Address

Hialeah Fl 33012

City, State & Zip

305 556 1232

Daytime Telephone number

02 SEP 11 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

NO2-23631

OB 9/13



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 15, 2002

THERESA H. ACOSTA
8025 S.W. 107TH AVENUE
SUITE 107
MIAMI, FL 33173

SUBJECT: THE US OPPORTUNITY CENTER, INC.
Ref. Number: W02000023631

We have received your document for THE US OPPORTUNITY CENTER, INC. and your check(s) totaling \$78.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 102A00048381

**ARTICLES OF INCORPORATION OF THE
US OPPORTUNITY CENTER, INC.**

FILED
02 SEP 11 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

ARTICLE 1. Name.

The name of the corporation is as follows:

US Opportunity Center, Inc.

ARTICLE 2. Address.

The address of the principal office and the mailing address of the corporation is :

US Opportunity Center, Inc.
8025 S.W. 107 Avenue, Suite 105
Miami Florida 33173

ARTICLE 3. Purposes.

The corporation is organized, and shall be operated exclusively for educational and charitable purposes, including but not limited to the following:

US Opportunity Center, Inc. will offer quality assistance in the educational, and social services areas to eligible (low income, disadvantaged, undeserved and/or have special needs) youth and adults residing in the south Florida communities. The educational services include, but are not limited to, the following: English as a second language, computer training, vocational skills training, life and functional skills, GED preparation, and job development and placement. In the social services area it includes: family support services, healthcare, childcare and other services deemed necessary to meet the needs of the eligible population. The ultimate goal of US Opportunity Center, Inc., is to enhance the individual skills and abilities necessary to become a self-sufficient, contributing member of the society.

ARTICLE 4. Board of Directors.

There shall be a Board of Directors consisting of at least three individuals. The initial directors are elected by the incorporator. After that, each director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two thirds of the Boards of Directors.

ARTICLE 5. Powers.

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers confer by the Laws of the State of Florida of non profit corporation, including but not limited to, those set forth in Florida Statutes Chapter 617 and the following powers: To acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold , invest , reinvest, manage, use, apply, employ, sale, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which non-profit corporation may be incorporated under the Florida Not For Profit Corporation Act, and any other successor or amendment to the Florida Not For Profit Corporation Act.

C. To do any other things as are in incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation

ARTICLE 6. Initial Registered Office and Agent.

The street address of the initial registered office of the corporation is:

8025 S.W. 107 Avenue, Suite 107
Miami, Florida 33173

The name of its initial registered agent at that address is:

Teresa H. Acosta

ARTICLE 7: Incorporators.

The name and street address of each incorporator is as follows:

Teresa Acosta, 8025 S.W. 107 Avenue, Suite 107, Miami, Florida 33173

ARTICLE 8: Duration.

The duration of the corporation is perpetual.

ARTICLE 9: Not for Profit.

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not form for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 USCA 501 (c)(3) (referred to below as "code").

If the corporation ever has members, no member shall have any vested right interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these ARTICLES, under law and under 26 USCA 501 (c)(3).

ARTICLE 10. Immunity Status.

It is intended that the corporation shall qualify as an educational or charitable or educational institution within the United States under 22 USCA 2459 ("Immunity from seizure under judicial process of cultural objects for temporary exhibition or display"). This qualification shall not interfere with the corporation's tax exempt status.

ARTICLE 11. Tax exempt Status.

It is intended that the corporation shall have and continued to have the status of a corporation that is exempt from federal income taxation 26 USCA 501(a) as organization described in 26 USCA 501 (c)(3) and which is other than a private foundation as define in 26 USCA 509. This articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 USCA 501 (c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as for time to time amended, and to the corresponding provisions of any similar law subsequently enacted .

ARTICLE 12. Dissolution.

On the dissolution of the corporation, the board of Directors shall, after paying or making provision for the payment of all payment of all of the liabilities of the corporation distribute all of the assets of the corporation exclusively for charitable or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distribute shall be distributed in accordance with the direction of any court having jurisdiction in the country in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determined. For purposes of this article, an organization is a qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA 170 and 170 (c)(2)(b) and is described in 26 USCA 509 (a)(1), (20 or (3).

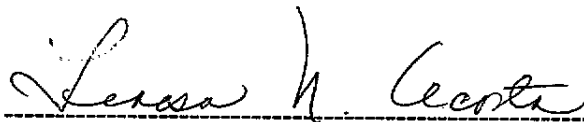
ARTICLE 13. Bylaws.

The bylaws of the corporation are to be made by the Board of director, and may be altered amended or rescinded by the Board of directors.

ARTICLE 14. Commencement of Corporate Existence.

The date when corporate existence shall commence is as of the date of filing.

In, witness, the undersigned incorporator has signed these articles of incorporation on July 8, 2002.



Teresa H. Acosta

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

FILED
02 SEP 11 AM 10:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, 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:

US Opportunity Center, INC.

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

Clemente Rolando Acosta
(Name)

1281 West 43rd Place
(P.O. Box **NOT** acceptable)

Hialeah Florida 33012
(City/State/Zip)

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.

Clemente Rolando Acosta
Signature

Sept 9, 2002
Date