

**NO2000008491**

B.

FILED

UPTOWN DEVELOPMENT CORPORATION  
501 N. BISCAYNE RIVER DRIVE  
MIAMI, FLORIDA 33169

02 NOV -5 AM 8:59

TEL: 305-785-1678

FAX: 305-944-3867

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Date: 9/5/02

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314  
(850) 487-6052

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-09/10/02--01007--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: ARTICLES OF INCORPORATION OF UpTown Development Corporation

Dear Sirs/Madam:

Pursuant to the provisions of the "Florida Not For Profit Corporation Act" Chapter 617, Florida statutes, please find enclosed two (2) originals of the Articles of Incorporation of UpTown Development Corporation, a Not For Profit corporation, for filing purposes. Also enclosed is a check for \$ 70.00 to cover filing fees.

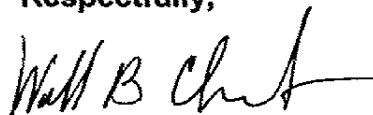
Please send a file stamped copy of the Articles of Incorporation to

UpTown Development Corporation  
Wallace B. Chester  
501 N. Biscayne River Drive  
Miami, Florida 33169

Thank you for your prompt attention.

PLEASE ATTACH \$70.00 CHECK HERE

Respectfully,

  
Wallace B. Chester

CB 11-5



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

September 12, 2002

WALLACE B. CHESTER  
501 N BISCAYNE RIVER DR  
MIAMI, FL 33169

SUBJECT: UPTOWN DEVELOPMENT CORPORATION  
Ref. Number: W02000026523

We have received your document for UPTOWN DEVELOPMENT CORPORATION and your check(s) totaling \$70.00. 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.**

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

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) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filing Section

Letter Number: 202A00052321

**ARTICLES OF INCORPORATION  
OF  
UPTOWN Community Developers, Inc.  
A NON-PROFIT CORPORATION**

**FILED**  
02 NOV -5 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation is UPTOWN Community Developers, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of this corporation is 501 N. Biscayne River Drive, Miami, Florida 33169, and the mailing address is the same.

**ARTICLE III - PURPOSE OF THE CORPORATION**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The specific Purpose(s) are: **PLEASE SEE SCHEDULE "1"**

**ARTICLE IV - DIRECTORS**

The number of initial directors of this corporation is 3. Their names and address are as follows:

Wallace B. Chester  
501 N. Biscayne River Drive  
Miami, Florida 33169

Don Taylor  
1490 NW 52nd Street  
Miami, Florida 33142

Al Smith  
6733 SW 20th Street  
Miramar, Florida 33023

#### **ARTICLE V - MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is stated in the by-laws

#### **ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the registered agent of this corporation are:

Wallace B. Chester  
501 N. Biscayne River Drive  
Miami, Florida 33169

#### **ARTICLE VII - INCORPORATOR**

The name(s) and address(es) of the incorporator(s) of this corporation is (are):

Wallace B. Chester  
501 N. Biscayne River Drive  
Miami, Florida 33169

#### **ARTICLE VIII - TERM OF EXISTENCE**

The period of duration of this corporation is perpetual.

#### **ARTICLE IX - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the corporation.

#### **ARTICLE X - VOTING RIGHTS**

Members of the corporation will have such voting rights as are provided in the By Laws of the Corporation

#### **ARTICLE XI - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

## **ARTICLE XII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Director- proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## **ARTICLE XIII - Dissolution**

In the event of dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

## **ARTICLE XIV - LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) 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 XV - PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation 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.

## **ARTICLE XVI - COMPENSATION RESTRICTION**

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

## ARTICLE XVII - PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 10/24/02

Wall B. Chester  
Wallace B. Chester, Incorporator

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.

Dated: 10/24/02

Wall B. Chester  
Wallace B. Chester, Registered Agent

**SCHEDULE "1"**  
**PART II QUESTION 1**  
**Activities and Operational Information**

THE PURPOSES FOR UPTOWN COMMUNITY DEVELOPERS, INC IS:

1. TO RAISE THE ECONOMIC, EDUCATIONAL AND SOCIAL LEVELS OF THE RESIDENTS OF MIAMI-DADE, BROWARD AND PALM BEACH COUNTIES OFFLORIDA INCLUDING MEMBERS OF THE MINORITY COMMUNITY, WHO ARE SUBSTANTIALLY UNEMPLOYED, UNDEREMPLOYED, OR WHOSE INCOME IS BELOW FEDERAL POVERTY GUIDELINES, TO FOSTER AND PROMOTE COMMUNITY WIDE INTEREST AND CONCERN FOR THE PROBLEMS OF THE SAID RESIDENTS TO THAT END THAT (A) EDUCATIONAL AND ECONOMIC OPPORTUNITES 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, OPERATE BUSINESS ENTERPRISES IN ECONOMICALLY DEPRESSED AREAS; TO ASSIST SAID RESIDENTS AND GROUPS IN DEVELOPING ENTREPRENEURIAL AND MANAGEMENT SKILLS NECESSARY FOR THE SUCESSFUL OPERATION OF BUSINESS ENTERPRISES; AND TO ASSIST SAID RESIDENTS AND GROUPS IN OBTAINING FINANCIAL SUPPORT FROM OTHER SOURCES.
3. TO EXPAND OPPORTUNITIES AVAILABLE TO SAID RESIDENTS AND GROUPS TO OBTAIN ADEQUATE LOW-COST HOUSING ACCOMODATIONS BY CONSTRUCTING, REHABILITATING, AND PROVIDING DECENT, SAFE AND SANITARY HOUSING IN MIAMI-DADE COUNTY FOR PERSONS AND FAMILIES OF LOW-INCOME WHO OTHERWISE WOULD NOT BE ABLE TO FIND OR AFFORD 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 THUS LESSEN THE BURDENS OF GOVERNMENT AND PROMOTE SOCIAL WELFARE. TO PROVIDE SUCH HOUSING THROUGH REHABILITATION OF EXISTING SUBSTANDARD BUILDINGS AND CONSTRUCTION OF NEWS FACILITIES IN THE PLACE OF BLIGHTED STRUCTURES OR BLIGHTED VACANT SITES FOR THE PURPOSE OF COMBATING THE DETERIORATION OF THE

COMMUNITY AND CONTRIBUTING TO ITS PHYSICAL  
IMPROVEMENT.

4. TO AID, SUPPORT, ASSIST BY GIFTS, CONTRIBUTIONS, OR OTHERWISE, OTHER CORPORATIONS, COMMUNITY CHESTS, FUNDS AND FOUNDATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR THE 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.
5. TO DO ANY AND ALL LAWFUL ACTIVITIES WHICH MAY BE NECESSARY, USEFUL, OR DESIRABLE FOR THE FUTHERANCE, 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.
6. 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 © (3) OF THE INTERNAL REVENUE CODE OF 198B OF THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.