

OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. MIAMI DADE COMMUNITY SERVICES, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
- Pick up time 2:00
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
of
MIAMI DADE COMMUNITY SERVICES, INC.

The Undersigned, acting as incorporators of a Corporation Pursuant to Chapter 617, Florida statutes, adopt the following Articles of Incorporations for such corporation.

ARTICLE I
CORPORATE NAME

The name of the corporation is **Miami Dade Community Services Inc.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal address and mailing address of this corporation is: 1901 S. W. First Street, second floor, Miami Florida 33135.

ARTICLE III
DURATION

The period of duration of the corporation is perpetual, unless dissolved according to the law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The purposes or purposes for which the corporation is organized, and the business and the objects to be carried out and promoted by it, are as follows:

A.

The Corporation is incorporated as a nonprofit Corporation, organized exclusively for charitable, scientific, literary, and educational purposes pursuant to the Florida Corporation Not for Profit Law set forth in Chapter 617 of the Florida statutes and with the scope of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, including Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

B.

To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision and any subsequent Federal Tax Laws.

FILED
2002 NOV -5 PM 1:02
MIAMI COUNTY FLORIDA

C.

The specific purposes for which the Corporation is organized includes, but is not limited to render services of Individual Counseling, Group Counseling, Family Counseling, Anger Management, Psychological Evaluations, Drug Testing, Substance Abuse, Driving Under the Influence, Human Immodeficiency Virus Awareness and Counseling, Domestic Violence Counseling, Development of Parental Skills, Psychiatric Evaluations, Shoplifting Treatment, and any other Counseling mandate by Courts or needed by clients.

D.

To promote cultural events and other endeavors to enhance the quality of life of our diverse community, with the final goal of making our diversity the source of our strength and furtherance unity and understanding among the different ethnical and nationality groups that compose the south Florida community.

E.

In furtherance of these purposes the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

ARTICLE V EARNINGS AND ACTIVITIES OF THE CORPORATION

A.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III.

B.

No member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

C.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate, nor intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

D.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not furtherance of the purpose of this corporation, or that are not in furtherance of any non-tax exempt purposes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE VI
STOCK**

The Corporation is to be organized on a non-stock basis.

**ARTICLE VII
DISTRIBUTION OF ASSETS**

Upon dissolution of the Corporation, The Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, 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 1986, as amended (or the corresponding provision of any future United states Internal Revenue Law), as the Board of Directors shall determine. Such assets may also by distributed to the Federal Government, or to State or Local Government for public use. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, to such organizations described in Section 501(c)(3) of the Internal Revenue Code, as amended, as the court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VIII
SUBSCRIBERS**

The names and residence addresses of the subscribers of this Corporation are as follows:

NAME	ADDRESS
1. JOSE M. ROIG	1901 SW 1 ST STREET MIAMI FL 33135
2. YOLANDA SOSA	1340 LINCOLN ROAD #405 MIAMI BEACH, FL 33139
3. ARGELIO ALFONSO	5425 S.W. 111 AVE MIAMI FL 33165

**ARTICLE IX
MANAGEMENT OF CORPORATE AFFAIRS**

A.
Board of Directors: The Corporation shall be governed by the Board of Directors which shall consist of such numbers of Directors as may be fixed from time to time by the Board of directors of the Corporation as provided for in the Bylaws, but in no event shall the Board of Directors of the Corporation consist of fewer than three (3) directors.

B.
The initial Directors shall be the subscribers described in Article VIII. Election and appoint-

ments of Directors shall be held in the manner and in such time as prescribed in the By-laws of the Corporation. In the event that a vacancy occurs during the term of any Director on the Board of Directors of this Corporation, whether caused by resignation, removal death of any such Director, or for any reason whatsoever, such vacancy shall be filled in and such time and in such manner as prescribed in the Bylaws.

C.

Officers: The Officers of the Corporation shall consist of a President, a Secretary and a Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected at such time and in such manner as may be prescribed by the Bylaws. The name and addresses of each initial officer of the Corporation is as follows:

Title	Name	Address
President	JOSE M. ROIG	1901 SW 1 ST STREET MIAMI FL 33135
Secretary	YOLANDA SOSA	1340 LINCOLN ROAD #403 MIAMI BEACH, FL 33139
Treasurer	ARGELIO ALFONSO	5425 S.W. 117 TH AVE MIAMI FL 33165

ARTICLE X REGISTERED AGENT AND OFFICE

The name of the Corporation's registered agent is JOSE M. ROIG

The address of the Register Agent is: 1901 SW 1ST ST, MIAMI FL 33135

ARTICLE XI DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or the benefit of any private individual.

ARTICLE XII AMENDMENT OF ARTICLES

Amendments of these articles of Incorporation may be had by two-thirds vote of the Board of Directors at any regular scheduled meeting of the Board, after the amendment has been proposed at a prior meeting of the Board of Directors. The Article supersedes the procedures set forth in Section 617.1002, as amended, Florida statutes.

ARTICLE XIV AMENDMENT TO THE BYLAWS

The Board of Directors shall have the power to adopt, alter, or amend the Bylaws of this Corporation, as well as adopt new Bylaws.

CERTIFICATE DESIGNATING
(Pursuant to Chapter 48.091, Florida Statutes)

Miami Dade Community Services, Inc., a Nonprofit Corporation desiring to organize under the Laws of the state of Florida, with its principal office as indicated in the Articles of Incorporation, in Miami-Dade County Florida, has named JOSE M. ROIG its agent to accept service of process with this state.

ACCEPTANCE OF REGISTER AGENT:

I, JOSE M. ROIG, having been named to accept service of process for the above named corporation at a place designated herein above, do hereby accept to act in this capacity, and agree to comply with the provision of said act, relative to keeping open said office for service of process.

Jose M. Roig

Registered Agent.