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SECRETARY OF STATE
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Bm 1/2

H. T. Smith, P.A.

ATTORNEY AT LAW

1017 NORTHWEST 9TH COURT

Miami, Florida 33136-3012

TELEPHONE (305) 324-1845

TELEFAX (305) 324-5244

E-MAIL: htsmithpa@aol.com

December 26, 2002

Secretary of State
Division of Corporations
The Capitol - PL-2
Tallahassee, FL 32399-0250

RE: Solomon Barnes Scholarship Fund, Inc.
Articles of Incorporation

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Solomon Barnes Scholarship Fund, Inc., along with my office account check in the amount of \$70 to cover the filing fee. Please file these Articles of Incorporation promptly and return same to me. If you have any questions or need anything else, please feel free to contact me.

Thank you in advance for your anticipated cooperation and prompt action.

Sincerely,



H. T. Smith

HTS:ah

Enclosures

ARTICLES OF INCORPORATION
OF
SOLOMON BARNES SCHOLARSHIP FUND, INC.

We, the undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the corporation shall be the Solomon Barnes Scholarship Fund, Inc.

ARTICLE II - Principal Address

The initial principal place of business and mailing address of the corporation shall be 1017 N. W. 9th Court, Miami, Florida 33136-3012

ARTICLE III - Purpose

The corporation is organized for the purposes of fundraising, implementation of a scholarship program to support the financial needs of young people who have a good work ethic, excelled academically or vocationally, have demonstrated a need for financial assistance, and are pursuing degrees or certification in the area of higher or vocational education, and for other charitable and educational purposes.

ARTICLE IV - Powers

The corporation shall have all the powers of a not-for-profit corporation as authorized by Florida Statutes.

ARTICLE V - Board of Trustees

The business affairs of the corporation shall be managed and administered by a Board of Trustees. The initial Board of the corporation shall consist of three directors. The members of the Board shall set policy for the corporation. Additional directors may be nominated and elected by and from the general membership of the corporation at the annual general meeting. The election of directors shall be conducted in the manner set forth in the Bylaws of the corporation. The number of Board members may be increased or decreased from time to time in accordance with the Bylaws of the corporation. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name and address of the persons who will serve as members of the Board of Trustees until the first election are:

H. T. Smith 1017 N. W. 9th Court
Miami, Florida 33136-3012

Dr. Solomon Stinson 1450 N. E. 2nd Avenue
Room 700
Miami, Florida 33132

Fred Young 17041 N. W. 10th Court
Miami, Florida 33169

ARTICLE V I - Incorporators

The names and addresses of the persons who are the incorporators of the corporation are:

H. T. Smith 1017 N. W. 9th Court
Miami, Florida 33136-3012

Dr. Solomon Stinson 1450 N. E. 2nd Avenue
Room 700
Miami, Florida 33132

Fred Young 17041 N. W. 10th Court
Miami, Florida 33169

ARTICLE VII - Registered Agent

The name of the initial registered agent of the corporation shall be

Thomasina H. Williams, Esq.
80 S. W. 80th Street
Suite 1830
Miami, Florida 33130-3047

ARTICLE VII - Officers

The day to day affairs of the corporation shall be administered by officers who shall be elected at an annual general meeting of the corporation. The date of the annual meeting shall be fixed by the By-Jaws, The officers to be elected are the President, Vice-President, and Secretary/Treasurer. The names of the officers who are to serve until the first election are as follows

:

H. T. Smith	President
Dr. Solomon Stinson	Vice President
Fred Young	Secretary/Treasurer

Article IX - Use of Earnings

All income received by the corporation from the conduct of its affairs are to be used and employed for charitable, educational, or benevolent purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article III above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Furthermore, the corporation shall not participate in or intervene (including the publication or distribution of statements) on behalf of any candidate for public office. Nothing in this part however shall be deemed to constitute a limitation or abridgement of any rights secured to this corporation under the First Amendment to the Constitution of the United States or Article I, Section 4 of the Constitution of the State of Florida.

ARTICLE X -Membership

Admission to membership in this corporation shall be open to those who qualify as provided in the corporation's by-laws. Members shall have no voting rights, property rights in the corporation or its property or other rights, except as provided in the Bylaws. Membership in the corporation may be terminated or transferred as provided for in the By-laws. The initial members of the corporation are:

H. T. Smith	1017 N. W. 9 th Court Miami, Florida 33136-3012
Dr. Solomon Stinson	1450 N. E. 2 nd Avenue Room 700 Miami, Florida 33132
Fred Young	17041 N. W. 10 th Court Miami, Florida 33169

ARTICLE XI- Term of Existence

This corporation shall exist perpetually. This corporation shall commence business upon the

filing of these Articles of Incorporation and approval thereof by the State of Florida Department of State.

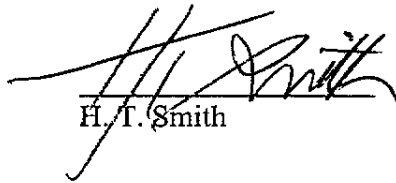
ARTICLE XII - Bylaws

The members of the corporation shall have the right to make and adopt such Bylaws as they shall deem proper and advisable and such Bylaws shall be made, altered, or rescinded upon a majority vote of the members present and voting at a regular or special business meeting of the corporation called for that purpose. Changes to these Articles of Incorporation and to the Bylaws must receive the affirmative vote of a majority of the members present and voting at such meeting.

ARTICLE XIII -Dissolution

Upon dissolution or winding up 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 remaining assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization(s) operated exclusively for charitable, educational, religious or scientific purposes and that has established its tax exempt status under Section 501(c)(3), Internal Revenue Code. Any assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida.

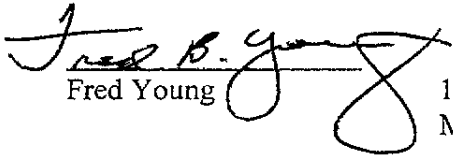
IN WITNESS WHEREOF, we subscribe our names this 10^B day of December 2002.


H. T. Smith

1017 N. W. 9th Court
Miami, Florida 33136-3012


Dr. Solomon Stinson

1450 N. E. 2nd Avenue
Room 700
Miami, Florida 33132

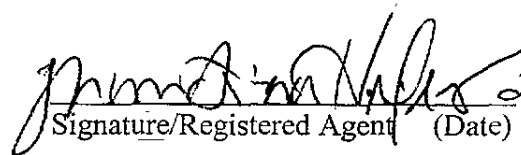

Fred Young

17041 N. W. 10th Court
Miami, Florida 33169

Certificate of
Acceptance of Registered Agent

Having been named as registered agent and to accept service of process for the Solomon Barnes Scholarship Fund, Inc. at the address 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 positions registered agent.

Thomasina H. Williams, Esq.
80 S. W. 80th Street
Suite 1830
Miami, Florida 33130-3047

 24 Dec 2002
Signature/Registered Agent (Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA