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FLORIDA NON-PROFIT CORPORATION

POSITIVE PARTNERSHIPS PROGRAM, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
POSITIVE PARTNERSHIPS PROGRAM, INC.
(A Florida Corporation Not For Profit)**

CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name**

The name of this Corporation is the **POSITIVE PARTNERSHIPS PROGRAM, INC.**
(hereinafter called the "Corporation").

**ARTICLE II
Corporate Nature**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III
Address**

The address of the principal office and the mailing address of the Corporation shall be c/o
GINA GRANT, 145 Solano Prado, Coral Gables, Florida 33567.

**ARTICLE IV
Duration**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE V
Purposes**

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article V to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Code or corresponding section of any future federal tax code.

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ARTICLE VI**Powers**

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (1) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (2) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (3) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (4) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (5) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII**Management**

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

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ARTICLE VIII
Initial Board of Directors

The number constituting the initial Board of Directors of the Corporation is four (4). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

BRIAN GRANT
145 Solano Prado
Coral Gables, Florida 33567

GINA GRANT
145 Solano Prado
Coral Gables, Florida 33567

LISA MARIA RAMIREZ
13737 S.W. 147 Circle Lane #4
Miami, Florida 33186

MAURICE AUSTIN
2200 West Flagler Street
Miami, Florida 33147

ARTICLE IX
Members

The Corporation shall not have members.

ARTICLE X
Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI
Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the 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 Article V hereof.

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B. No 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 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 or engage in political activities of any kind.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 Code or corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code or corresponding sections of any future federal tax code.

ARTICLE XII

Registered Office; Registered Agent

The street address of the Corporation's registered office in the State of Florida is Greenberg Traurig, P.A., 5100 Town Center Circle, Suite 400, Boca Raton, Florida 33486, and the name of its registered agent at such office is **DEREK A. SCHWARTZ, ESQUIRE**.

ARTICLE XIII

Incorporator

The name and address of the sole incorporator is **DEREK A. SCHWARTZ, ESQUIRE**, Greenberg Traurig, P.A., 5100 Town Center Circle, Suite 400, Boca Raton, Florida 33486 (hereinafter called the "Incorporator").

The undersigned has signed these Articles of Incorporation on this 13th day of February, 2003.



DEREK A. SCHWARTZ, ESQUIRE
Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED** SECRETARY OF STATE
LAHASSEE, FLORIDA

WITNESSETH:

That, the **POSITIVE PARTNERSHIPS PROGRAM, INC.**, desiring to organize under the laws of the State of Florida, has named **DEREK A. SCHWARTZ, ESQUIRE**, located at 5100 Town Center Circle, Suite 400, Boca Raton, Florida 33486, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 13th day of February, 2003.


DEREK A. SCHWARTZ, ESQUIRE
Registered Agent