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(Requestor's Name)

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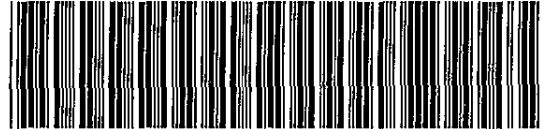
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 JUL 21 AM 9:07

TRANSMITTAL LETTER

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

SUBJECT: Emanuel Lilly Corporation
(Proposed corporate name-must include suffix)

Enclosed are one original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing fee

☒ \$78.75
Filing fee
& Certificate

☐ \$122.50
Filing fee
& Certified Copy

☐ \$131.25
Filing fee,
Certified Copy
& Certificate

FROM: Clifton H. Rodriguez, C.P.A.
Name (printed or typed)

3146 N.W. 68 Street

Ft. Lauderdale, Florida 33309

Voice: (954) 969-9380

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

Articles of Incorporation

For

Emanuel Lilly Corporation

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The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

Article I-Name of the Corporation

The name of the corporation shall be:

Emanuel Lilly Corporation

Article II-Nature or Purpose of the Business

The purpose of the corporation is to engage in any lawful activity permitted by the laws of Florida. The primary function of the corporation is to function as a charitable and educational entity in the state of Florida and the United States. The corporation has established goals and objectives, which coincide with its purpose (see bylaws). This corporation shall function as a non-profit corporation in accordance with Florida statutes, and shall operate under the auspices of the 501(c) (3) tax-exempt section of the Internal Revenue Code of 1986.

Article III-Principal Office

The principal mailing address of this corporation shall be:

3001 El Camino Real
West Palm Beach, Florida 33409

Articles of Incorporation

For

Emanuel Lilly Corporation

Article IV-Prohibitions of the Organization

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purpose set forth in the preceding articles hereof. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

Article V-Dissolution of the Corporation

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by court of competent jurisdiction of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization of organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article VI-Initial Registered Agent

The name and address of the initial registered agent is:

Mr. Clifton H. Rodriquez, C.P.A.
3146 N.W. 68 Street
Ft. Lauderdale, Florida 33309-1206

Article VII-Appointment of Board Members

The Board of Directors shall be appointed in accordance with the Bylaws of the Organization, and the Board of Directors shall serve in accordance with the Bylaws of the Organization. The Board of Directors shall carry out their duties in accordance with Bylaws of the Organization, and in accordance with the Laws of the State of Florida. The following individual have agreed to serve as members of the board of trustees/directors:

Articles of Incorporation
For
Emanuel Lilly Corporation

<u>Name</u>	<u>Position</u>	<u>Address</u>
1. D' Lois Gordon	Chairperson/Director	3001 El Camino Real West Palm Beach, FL 33409
2. Jack Manuel	Director	3141 Village Blvd West Palm Beach, FL 33409
3. Kamau Bayette Ellison	Director	6154 Sherwood Glenway West Palm Beach, FL 33415
4. Tommie Boyd	Director	1537 40 th Street West Palm Beach, FL 33407
5. Debra Stone	Director	934 Cotton Bay Drive East West Palm Beach, FL 33406

Article VIII-Incorporator (s) of Organization

D' Lois Gordon
3001 El Camino Real
West Palm Beach, Florida 33409

The undersigned incorporator(s) has executed these Articles of Incorporation for this organization this 11th day of July, 2003


(Signature)

Articles of Incorporation

For

Emanuel Lilly Corporation

Article IX-Officers of the Corporation

The following officers have been appointed by the Board of Directors/Trustees of the corporation:

<u>Name</u>	<u>Position</u>
D' Lois Gordon	Executive Director
Kenny L. Gordon	Exec. VP of Programs/Operations
Mr. Clifton H. Rodriquez	Registered Agent/Ex-Officio
Debra Stone	Corporate Secretary

Article X-Conflict of Interest Policy

Any director, officer, key employee who has an interest in a contract or other transaction presented to the Board of Directors/Trustee or a committee of said Board thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Board or committee prior to its asking such a person about the contract or transaction, which might reasonably be constructed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by vote of two thirds (2/3) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be constructed to exist. If a conflict is deemed to exist, such a person shall not vote on, nor use his/her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors/Trustees or a committee of said Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made the vote thereon, the abstention from voting and participation, and whether a quorum was present.

Articles of Incorporation

For

Emanuel Lilly Corporation, Inc.

Article XI-Employment of Board Members

Individuals on the governing body, that is, the Board of Directors/Trustees, who are also employed by **Emanuel Lilly Corporation**, will:

1. Be compensated in the capacity as a board member for justifiable expense related travel and lodging expense, or services rendered in the capacity of Executive Director and Exe.Vice President of Programs/Opertions only.
2. Remove themselves from voting process when determining compensation benefits, etc., in their capacity as employees.
3. Ensure that all compensation/salaries paid to any employee of the organization will be reasonable for the services rendered and comparable with other like exempt organizations.

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

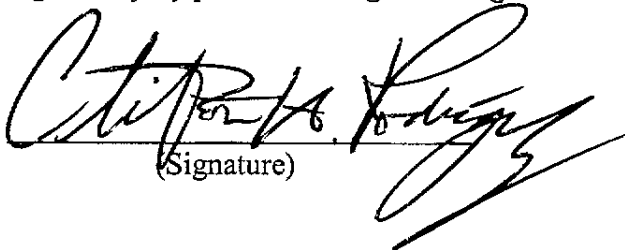
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

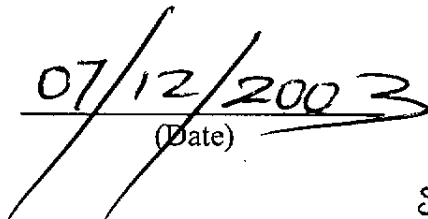
1. The name of the corporation is **Emanuel Lilly Corporation**

2. The name and address of the registered agent and office are as follows:

Clifton H. Rodriquez, C.P.A.
3146 N.W. 68 Street ~ Ste. No.1
Ft. Lauderdale, Florida 33309-1206

*Having been named as registered agent and to accept service 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
obligation of my position as registered agent.*


(Signature)


(Date)

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