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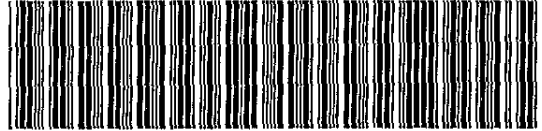
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**St. Agnes' Rainbow Village Community Development Corporation  
& Family Development Centers in 2 Locations**



July 25, 2003

Founded 1990

Richard L. Marquess-Barry, D.D., L.H.D.  
Founder / President

Shedrick E. Gilbert, B.S.  
Executive Director

James M. Gibson, Jr., M.S.W.  
Deputy director

Anthony L. Jackson, C.P.A.

BOARD OF DIRECTORS

- Carolyn L. Clear, R.N., B.S.N.
- Robert L. McKinney, Esq.
- Rachel Williams
- Elston Davis
- Janis Sanders
- Lt. Col. Norman C. Carey (Retired)
- Wilhelmenia F. Jennings
- Arnette C. Hepburn
- Malvern F. Mathis

DAY CARE CENTERS

Shedrick E. Gilbert, B.S.  
Director

Center Number One (Pre-K)  
321 N.W. 20th Street  
Miami, FL 33136  
Phone (305) 571-7714  
Fax (305) 573-7627

Center Number Two (Infant)  
(rear of the church)  
1750 N.W. 3rd Avenue  
Miami, FL 33136  
Phone (305) 572-0014  
Fax (305) 573-9681

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


James Gibson  
St. Agnes Episcopal Church,  
P.O. Box 012943  
Miami Florida 33101

To Whom it may concern:

Attached please find a request to form a new corporation. The following documents are for this purpose. There is a \$78.75 filing (\$35.00 for filing fee, \$35.00 to enroll the registered agent, and \$8.75 for the certified copy that will be sent back to me).

Thank you for your assistance.

Truly yours;

  
James M. Gibson  
Director

**ARTICLES OF INCORPORATION**  
OF  
**St. Agnes Housing Corporation**  
A Florida "Not for Profit" Corporation

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes adopts the following Articles of Incorporation:

**NAME OF CORPORATION:** The name of the corporation is St. Agnes Housing Corporation.

**PRINCIPAL OFFICE:** The principal office of the corporation is located at 1750 N W 3rd Ave., Miami, Florida.

**MAILING ADDRESS:** The mailing address of the corporation is c/o St. Agnes Episcopal Church, P.O. Box 012943, Miami, FL 33101.

**REGISTERED AGENT:** The name of the registered agent of the corporation is John Little. The address of this registered agent is Legal Services of Greater Miami, Suite 500, 3000 Biscayne Blvd., Miami, FL 33137.

**DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

**INCORPORATOR:** The name and address of the incorporator is: James Gibson, c/o St. Agnes Episcopal Church, P.O. Box 012943, Miami, FL 33101.

**CORPORATE PURPOSES**

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1 To raise the economic, educational and social levels of the residents of Dade County Florida, 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 said residents to the end that (a) educational and economic opportunities 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, and operate business enterprises in economically depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful 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 accommodations by constructing, rehabilitating, and providing decent, safe and sanitary

housing in Dade County for persons and families of low-income who otherwise would not be able to find or afford a 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 to thus lessen the burdens of government and promote the social welfare. To provide such housing through rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites in the place of blighted structures or blighted vacant sites for the purpose of combatting the deterioration of the community and contributing to its physical improvement.

4. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for 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 furtherance, 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 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

#### 501(c)(3) LIMITATIONS

1. CORPORATE PURPOSES: Notwithstanding any other provision of these7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a

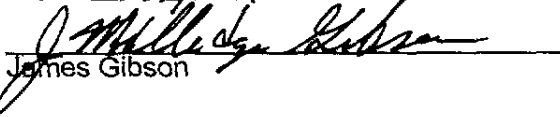
"Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**INDEMNIFICATION:** Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

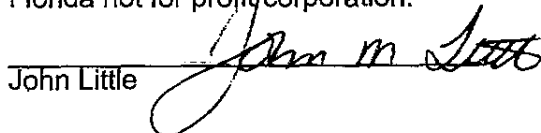
#### EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this \_\_\_\_\_ day of July 29, 2003.

  
James Gibson

#### REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for St. Agnes Housing Corporation, a Florida not for profit corporation.

  
John Little

Date: July 17, 2003

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## St. Agnes Housing Corporation

### ACTION BY CONSENT OF INCORPORATOR

James Gibson is the sole Incorporator of St. Agnes Housing Corporation (the "Corporation"). §617.0205, Florida Statutes provides that in cases where there are no initial directors named in the Articles of Incorporation, the incorporators shall hold an organizational meeting for the purpose of electing directors and completing the organization of the Corporation. The above cited statute also provides that the incorporators can take such action without meeting if the actions are evidenced by a written consents signed by each incorporator. With his signature below the sole incorporator of this Corporation hereby consents to the following actions:

**Adoption of Bylaws:** The bylaws are hereby adopted. The document labeled "bylaws" which are attached hereto are a true and correct copy of the bylaws that are hereby being adopted.

**Appointment of Board of Directors:** The incorporator hereby appoints the members of the initial board of directors to serve until their successors are chosen pursuant to the bylaws. The persons chosen as the initial board of directors are as follows:

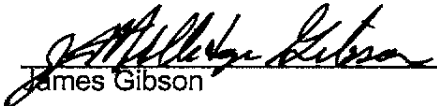
- Arnette Hepburn
- Malvern Mathis
- Janis Sanders

**Authorization to Open Bank Account:** The incorporator hereby authorizes and directs the president to open a federally insured account in the name of this corporation at bank doing business in Dade County. All checks drawn on this account, in order to be valid, must have the signature of any two of the four officers of this corporation.

### CONSENT OF INCORPORATOR

With his signature below, the sole Incorporator hereby consents to the above cited action by the Corporation.

### SIGNATURE OF INCORPORATOR:

  
James Gibson

Date: 07/29/03