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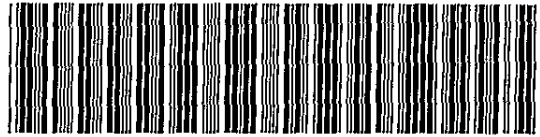
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 OCT -6 AM 9:14

TRANSMITTAL LETTER

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

SUBJECT: The Lincoln Fields Apartment Tenant Council, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Carol D. Gaines
Name (Printed or typed)

2051 N.W. 63 Street #103
Address

Miami, Florida 33147
City, State & Zip

305-696-5584
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 23, 2003

CAROL D. GAINES
2051 N.W. 63RD STREET
#103
MIAMI, FL 33147

SUBJECT: THE LINCOLN FIELDS TENANT COUNCIL, INC.
Ref. Number: W03000027246

We have received your document for THE LINCOLN FIELDS TENANT COUNCIL, INC.. However, the document has not been filed and is being returned for the following:

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 403A00052398

September 30, 2003

Loria Poole
Document Specialist
New Filings Section

Re: Letter Number 403A00052398

As per your correspondence of September 23, 2003, I have changed the information regarding the incorporator. See the last page of our incorporation package.

If any additional information is requested, please feel free to contact me at:

Carol Gaines
305-836-8422 Home
305-696-5584 Work
305-696-5543 Fax

03 OCT - 6 AM 9:14

**ARTICLES OF INCORPORATION
OF
THE LINCOLN FIELDS TENANT COUNCIL, Inc.**

The undersigned, acting as incorporator(s) of a Corporation pursuant to Chapter 17, Florida Statutes (F.S.), adopts the following Articles of Incorporation of such corporation:

Article I. Name and Principal Office

The name of this organization shall be The Lincoln Fields Tenant Council, Inc., a non-profit corporation chartered under the laws of the State of Florida, and its principal office shall be located in Miami-Dade County, Florida residing at 2051 Northwest 63 Street, #103, Miami, Florida 33147.

Article II. Purpose

The purpose of the Lincoln Fields Tenant Council is to serve as a governing board for the residents of the Miami-Dade County, Miami, Florida, Lincoln Fields Apartments Community.

To identify and address residents concerns. Act as a liaison between tenants and management in finding viable solutions for problems and reduce situations for conflict. We will educate and clarify the terms of lease and inspection agreement for tenants.

We shall further implement strategies and initiatives to enhance the quality of life and self-worth of all residents; to include new services, special programs that meet targeted needs and the development of community-based projects to educate and elevate residents towards self-sufficiency. We shall further assist in the maintenance of current community-based projects within the Lincoln Fields Apartments Community. In addition, we shall provide and cause the provision of additional opportunities for advancement in the areas of education, career planning and advancement, economics and spiritual development; to include faith based programs, capacity and leadership building, advocate and organize environmental improvements. Address, educate and implement crime prevention strategies through available community resources.

Article III. Board of Directors

The authority for conducting the affairs and official business of the Lincoln Fields Tenant Council is vested in the Board of Directors. The composition terms, powers, and duties of the Board of Directors.

Section I. Composition

The Board shall be composed of not less than three (3) and not more than seven (7) members. The Board shall be composed of members who represent our tenant population. Each member shall demonstrate a commitment to the cause, goals and purpose of the Lincoln Fields Tenant Council.

Section 2. Term

The initial Board members of the Lincoln Fields Tenant Council will serve five (5) years. The Board will become a rotating board after the first five (5) years of service and the length of each term thereafter will be a three (3) year term. The initial Board members will be permitted to serve an additional term of three (3) years if elected, but will not be able to serve again until they have completed one (1) full year of non-service. Newly elected Board members will serve a term of three (3) years. After the first three (3) years of service Board members may be re-elected to serve a second three (3) year term. Board members serving two (2) consecutive terms may not serve again until they have completed one (1) full year of non-service.

Section 3. Powers

Except as otherwise provided therein, the Board shall enjoy full powers for setting the policies governing and administration of the Lincoln Fields Apartment Tenant Council.

Section 4. Duties

The Board shall take, or cause to be taken, those actions appropriate to carrying out the purpose of the organization as stated herein, including but not limited to, the establishment and direction of the Director, committees, programs, meetings and agenda in accordance with respective provisions of these By-laws.

Articles IV. Officers, Terms and Duties

Section 1. Officers

The Officers of the Lincoln Fields Tenant Council shall be a President, Vice President, Secretary, Financial Secretary/Treasurer and Chaplain. All initial Board members will be selected by their willingness and commitment to serve and uphold the cause, goals and purpose of the Lincoln Fields Tenant Council as stated in Article II.

Section 2. Terms

The terms of the Board of the Lincoln Fields Tenant Council shall be as stated herein Article III, Section 2. In the event there are no other nominees after their term of service the officers of the existent Board will continue to serve.

Section 3. Duties of Officers

Officers shall perform those duties respectively assigned herein:

The President shall convene and preside at all meetings of the Board. He/She shall facilitate said meetings and shall be responsible for the integrity of Board operations. The President will be responsible for the reporting of Board business to management, residents and any other programs operating in the Lincoln Fields Apartments Complex as

pertaining to them, in the same vein the President will be kept abreast of all activities going on in management and any community-based programs operating in the Lincoln Fields Apartment Complex. The President shall implement strategies and appoint committees to address the concerns and desires of the tenants, said President shall review the results of each meeting and act on suggestions and assignments as needed.

The Vice President shall carry out all duties of the President in His/Her absence. The Vice President shall assist President in carrying out or administering duties to the Lincoln Field Tenant Council. The Vice President shall work hand in hand with the President in implementing strategies for community-based programs and services. The Vice President will assist President in appointing other members of the Lincoln Fields Tenant Council and residents to serve on committees. The Vice President shall oversee and review the results of serving committees and assist in acting on suggestions and assignments as needed.

The Secretary shall keep, or cause to be kept, the minutes and attendance of all Board meetings and shall maintain or cause to be maintained the official books, by-laws and other official papers, reports and records of the Lincoln Fields Tenant Council. The Secretary shall also serve on committees and in other capacities as deemed by the President.

The Financial Secretary/Treasurer shall keep records of all finances and financial transactions, incoming and outgoing monies as it pertains to the Lincoln Fields Tenant Council. The Financial Secretary/Treasurer shall also serve on committees and in other capacities as deemed by the President.

Article V. Committees

Section 1. Nominating Committees

There shall be one (1) standing committee of the Lincoln Fields Tenant Council. This committee shall be known as the Nominating Committee. During the Board's regular November meeting, the officers of the Lincoln Fields Tenant Council, one (1) representative of the Lincoln Fields Apartments management team and one (1) member of the each operating on site community-based program will serve in the capacity of a Nominating Committee.

The primary responsibility of the nominating committee will be to nominate the best qualified candidates for each office. All candidates for office on the Lincoln Fields Tenant Council must be members in good standing in the community and with management. How the committee finds potential candidates can vary greatly. The Board will recommend that the chair of the committee send out an interest survey to the membership to learn who is interested in what positions. The committee also should ask

both the general membership and the current Board for suggestions for candidates for different positions. Regardless of the number of times an individual is suggested for an office, the committee must evaluate each suggested nominee equally and by the same standards as recommended to the committee. The committee can make its own suggestions too, and is obligated to consider all other possible nominees. Possible nominees don't have to be limited to those recommended by the committee. The committee is obligated to seek out all people who would best serve the Lincoln Fields Tenant Council. Members of the nominating committee can also be considered as candidates for office. If a member of the nominating committee is suggested as a possible nominee, the member should leave the room while the nomination is being considered, and then should return to vote.

The nominating committee will put the good of the organization above personal obligations and will be responsible for selecting the most qualified nominees for each position that is open on the Board.

The Nominating Committee will consist of five (5) members and not more than (7) members. Their duties shall also consist of the orderly transfer of the elected positions in conformity with Articles III and IV, Section 1 and Section 2 regarding the composition and terms of Board members and officers of the Lincoln Fields Tenant Council. The Nominating Committee shall recruit and recommend one or more eligible nominees for each impending vacancy on the Board. A list of nominees for Directors shall be presented in September and voted upon annually during the election meeting held in October. The list of nominees for officers shall be presented to the Board in October for a November election. All nominees will receive written notification of their impending nomination at least thirty (30) days prior to the October and November election.

Section 2. Ad Hoc Committees

The President may appoint, with approval of the Board, other committees such as Ad Hoc committees formed to address issues pertaining to tenants, management and community-based programs. These committees will be formed to address and/or assess said issues as stated in Article II, as necessary to further the business of the Lincoln Fields Tenant Council. The President will oversee committee activities as long as needed by committee but only as in an advisory capacity.

These committees will be created by the Lincoln Fields Tenant Council to assist with the planning of one-time or non-recurring issues. The Lincoln Fields Tenant Council will periodically advertise for residents who may be interested in sitting on one of the following special purpose committees, boards or standing committees:

Ad Hoc Committees

- Environmental Issues
- Education
- Recreation
- Community Workshops
- Self-sufficiency programs

The President will oversee or appoint other Board members to oversee the committee in an advisory capacity until project activity is completed.

Article VI. Meetings and Notices

Board meetings and committee meetings shall be scheduled on a bi-weekly basis or as regularly as needed to ensure the smooth operations of business of the Lincoln Fields Tenant Council. Special meetings will be called when circumstances require.

Section 1. Board Meetings

All meetings of the Board shall be held in Miami, Miami-Dade County, Florida at a time and place designated by the Board of the Lincoln Fields Tenant Council. It is expected that the Board will meet twice a month to properly handle all the business at hand. The President will call special meetings of the Board on an as needed basis. Board members will be notified in person or by phone of any urgent matters that may arise.

Section 2. Attendance

The Secretary in accordance with Article IV, Section 3, shall keep attendance of Board members. A Board member may be removed from the Board if he/she is absent at four (4) consecutive Board meetings or any five (5) meetings within a twelve-month period without prior notice to the Board or unless otherwise overruled by the President. The Director operating any community-based program in the Lincoln Fields Apartment Complex is required to attend one (1) meeting per month. Any Director that is absent from more than one (1) monthly meeting that he/she has been notified of without calling in advance to notify the Board of his/her non attendance will be required to give an explanation before the Board. It will be left up to the discretion of the Board whether or not to except the reason for nonattendance. If reason for nonattendance is acceptable a meeting will be set that will be compliance to the Director and the Board. If reason for nonattendance is unacceptable Board members will move pursuant to this Section and Director may be reinstated by a two-thirds vote of the total number of the Board of Trustees in accordance with Article IX.

Section 3. Committee Meetings

Committee meetings shall be held as needed to properly conduct committee affairs upon the call of the Chairperson of the respective committee giving five (5) days advance notice to the respective committee members. Any action taken at a duly called meeting of a Lincoln Fields Tenant Council committee shall be valid providing a committee quorum is present.

Article VII. Quorums and Voting

Official business by the Board of Directors or any duly established committee of the Lincoln Fields Tenant Council should be resolved by simple majority vote. Not less than one-half of the members of the Board of Directors or duly established committee shall constitute a voting quorum. Meetings during which voting takes place must have been called in accordance with Article VI, Section 3.

Article VIII. Elections, re-elections and Vacancies

The elections and re-elections of Board of Directors shall be in accordance with Article V, Section 1, Nominating Committee of said Articles of Incorporation of said corporation. Elections will be held annually except where otherwise stated in Article III, Section 2. A list of nominees for Directors shall be presented in September and voted upon annually during the election meeting held in October. The list of nominees for officers shall be presented to the Board in October for a November election. All nominees will receive written notification of their impending nomination at least thirty (30) days prior to the October and November election.

The nominations and election of Directors shall occur annually for the expiring terms of Directors and Officers. The nomination and election of Directors shall be in conformity with Article IV, Sections 1,2 and 3, regarding the officers, terms, and duties of elected Directors and Officers. Newly elected Directors and Officers will assume their official duties during the October and November meeting immediately following the September and October election meetings.

Section 1. Nominations

The Chairperson of the Nomination Committee shall serve as the presiding official for the elections during the October and November elections meeting of the Board and shall present to the Board of the Nominating Committee nominees, first for each impending officer on the board, and second, for each impending director on the board, after which additional nominations, if any, shall be accepted from the board as a whole.

Section 2. Committees

The President shall fill all vacancies, which may occur on committees in the same manner as prescribed under Article V.

Article IX. Removal from the Board

Any Director may be removed from the Board pursuant to Article VI, Section 2, regarding attendance. A Director may also be removed for cause by the President or by a two-third majority vote of the total members of Board of Directors. Prior to calling a vote on the question of removal of Director, the board may enter executive session to consider the question and to hear from the affected Director, other members of the Board, the Executive Director or other parties having pertinent information concerning the removal. The Executive Director with discretion can over rule the two-third majority vote, if it's within the best interest of the Lincoln Field Tenant Council.

Article X. Conflict of Interest

Any conflict of interest on the part of any director shall be disclosed to the Board of Directors and be made a matter of record at the time the conflict of interest or possible conflict occurs and when such interest becomes the matter or subject of Board action. Any Program Director having such conflict or possible conflict of interest shall not be counted in determining a quorum for any meeting during which such matter is an issue. The minutes of the meeting shall reflect such disclosure, abstention from voting and required quorum. However, the foregoing shall not be interpreted to prevent a Director from briefly discussing the matter nor from answering pertinent questions of the, Board members or other Directors.

Article XI. Compensation

Directors shall serve without compensation from the Lincoln Fields Tenant Council, except that actual reasonable expenses incurred for Lincoln Fields Tenant Council business and specifically authorized by and approved for payment by the Board of Directors may be reimbursed. Any such payments shall be fully documented with receipts.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization 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 the purpose clause stated in Article II. No substantial part of the activities of the organization shall be the carrying of propaganda, or otherwise attempting to influence

legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XII. Indemnification

The Lincoln Fields Tenant Council shall indemnify each Director or Officer to extent permitted by Florida law. The Lincoln Fields Tenant Council may indemnify assistant officers, employees and others by action of the Board of Directors to the extent permitted by Florida law.

Article XIII. Employed Staff

The Board of Directors shall employ an Executive Director and shall authorize the employment of other staff deemed necessary to carry out the programs and mission of the Lincoln Fields Tenant Council. The Lincoln Fields Tenant Council must be presented a full job description, education and experience requirements, as well as the compensation information for all employment positions. The compensation and other terms of employment must be approved by the Board, who may delegate additional duties and responsibilities of employment of other staff to the Executive Director.

Section 1. Executive Director

The Executive Director shall serve at the pleasure of the Board of Directors for such compensation as may be agreed upon by the Director and the Board. The Executive Director shall assume general direction of his/her organization and/or program and shall be its official representative. The Executive Director shall comply with and carry out Board policies and shall submit to the Board such reports, analysis, statistics, plans and other information as may be required by the Board to monitor its policies, and shall provide staff assistance to the Board and to the Board's committees as requested.

The Executive Director shall be an Ex-Officio, non-fire officer, and non-voting member of the Board of Directors and all committees of the Board. The Executive Director shall be given written reports on all meetings and activities concerning the Lincoln Fields Tenant Council. The Executive Director shall be the only staff person with line responsibility to the Board and this authority shall be formally exercised only by and through the President of the Board or his/her designee(s).

Section 2. Other Staff

All other staff shall be hired by the Executive Director and be accountable to the Executive Director and pursuant to Article XIII. The organization shall maintain personnel policies and procedures, which shall be followed in carrying out staffing responsibilities. The Board shall uphold said policies and procedures in accordance with Article V, Section 2, regarding Ad Hoc Committees.

Article XIV. Decorum of Officers, and Committees

The decorum for members of the Board of Directors, Officers and Committees of the Lincoln Fields Tenant Council shall be of personal moral integrity at all times. Any of these persons may be removed from their area of responsibility at the discretion of the Board of Directors and the Executive Director upon receipt of evidence alleging acts of immorality, impropriety and or embezzlement. Allegations must pertain solely to the person or persons in question, unless person or persons involved someone else living in the Lincoln Fields Apartment Complex. If person or persons involved someone else living in the Lincoln Fields Apartment Complex the Board will then decide if other authorities need to be notified. Removal is mandatory upon receipt of said evidence alleging acts of immorality, impropriety and or embezzlement and or procedures in accordance with Article IX.

Article XV. Qualifications

Board of Directors

The qualifications for Board of Directors shall be governed in accordance with Article III, Article IV, Article V, Article VI, Article VII, Article VIII, Article IX, Article X and Article XI.

Participant(s)

The qualifications for service from the Lincoln Fields Tenant Council and the manner of receipt are: each person desiring aid or assistance must be willing to participate in the Lincoln Fields Tenant Council program or activities pertaining to said need.

Article XVII. Terms of Existence

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

Having been named as registered agent to accept services of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Initial Registered Agent and Street Address:

Carol Gaines
2051 Northwest 63 Street #103
Miami, Florida 33147
305-836-8422

Incorporator:

Renee M. Harris
1450 Northwest 195 Street
Miami, Florida 33169
305-770-1583

Carol Gaines
Signature/Registered Agent

9/30/03
Date

Renee M. Harris
Signature/Incorporator

9/30/03
Date

Article XIX. Name and Addressee

The name, address and addressee of the Lincoln Fields Tenant Council is:
Lincoln Fields Tenant Council, Inc.
Ms. Carol Gaines, President
2051 Northwest 63rd. Street
Miami, Florida 33147

In Witness Whereof, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 21st day of August, 2003.

Signature(s) of Incorporator(s)

Carol Gaines
Signature of President

Carol Gaines
Print Name Here

Eartha Lollar
Signature of Vice President

EARTHA LOLLAR
Print Name Here

Nakisha Beecum
Signature of Secretary

NAKISHA BEECHAM
Print Name Here

Sheila Talton
Signature of Financial Secretary/Treasurer

SHEILA TALTON
Print Name Here

State of Florida, County of Miami-Dade

The foregoing instrument was acknowledged and sworn to before me on this day of:

21st August, 2003

by Lincoln Fields Tenant Council of Lincoln Fields Tenant Council, Inc.
Name of Incorporators Name of Corporation

Ella M Rahming
Notary Public

My Commission Expires:



Ella Mae Rahming
Commission #DD192152
Expires: Apr 25, 2007
Bonded Thru
Atlantic Bonding Co., Inc

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 OCT -6 AM 9: 14