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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ms. 10/27

**TRANSMITTAL LETTER**

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

**SUBJECT:** INNER CIRCLE COUNSEL ENTERPRISE, 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: Jasper P. Lewis, Jr.  
Name (Printed or typed)

1021 N.W. 203rd Street  
Address

Miami, FL 33169  
City, State & Zip

(305) 335-1946  
Daytime Telephone number

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

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TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

### INNER CIRCLE COUNSEL ENTERPRISE, INC.

A Florida Corporation Not-For-Profit

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Pursuant to the provision of section 617.0202, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

#### ARTICLE I

The name of the corporation shall be INNER CIRCLE COUNSEL ENTERPRISE, INC., (the "Corporation"). Said corporation is organized exclusively for charitable and educational purposes including for such purposes the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

#### ARTICLE II

The street address of the initial principal office of the Corporation shall be 1021 N.W. 203<sup>rd</sup> Street, Miami, FL 33169.

#### ARTICLE III

The purpose for which the corporation is organized is because of the concern for the societal ills that plague our community, such as poverty, unemployment, broken homes, family maladjustment, antisocial behavior, physical, mental and emotional handicaps, racial tensions, inadequate housing, child abuse and neglect, economic under-development and crime, our goal is to promote a drug-free and safe community by rehabilitating individuals to become responsible citizens through the provision of specialized ministries to the needy, i.e., the homeless, homeless with AIDS, substance abusers, dually-diagnosed, victims of domestic violence, and ex-offenders, regardless of race, sex, religion, and socio-economic status for the purpose of strengthening family and community ties. In order to meet these demands, we will provide food, clothing, and shelter, on-the-job training and referrals, treatment referrals, recovery sponsorships, self-help AA/NA groups, and mentoring in a spiritual, holistic, and transitional living setting for charitable and educational purposes under IRS Code 501(c)(3) guidelines.

INNER CIRCLE COUNSEL ENTERPRISE, INC.

The Corporation shall also be authorized to engage in and transact any and all lawful business within and without the State of Florida or the United States for which corporations not-for-profit may be incorporated under Chapter 617, Florida Statutes, as amended and supplemented.

#### ARTICLE IV

The corporation is organized exclusively for charitable and educational purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 section 501(c)(3) purposes. No substantial 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.

Notwithstanding any other provision of these Articles, this corporation shall not 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 Internal Revenue Code, or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances), paid to or provided to the Corporation's employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

#### ARTICLE V

The succeeding officers and directors of the Corporation shall be elected in accordance with the terms and conditions set forth in the bylaws for the corporation.

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented. Notwithstanding any other provision of these articles the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 a corporation 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 VI

The initial directors and officers shall be as hereinafter designated:

Sara Wise  
Route 1, Box 188B  
Soperton, GA 30457

Chairman of the Board  
of Directors and  
President

James Cook  
2451 N.W. 41<sup>st</sup> Street  
Miami, FL 33142

Vice President and  
Director

Alton Sears  
1021 N.W. 203 Street  
Miami, FL 33169

Vice President and  
Director

Theresa Smiley  
15700 N.W. 17<sup>th</sup> Court  
Miami, FL 33054

Treasurer and  
Director

#### ARTICLE VII

The corporation shall be perpetual. Upon dissolution of this non-profit corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or the corresponding sections of any future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose. Any such assets not disposed of shall be disposed of by the local county court in which the principal office of this Corporation is located, exclusively for such purposes or to such organization or organizations the local county court shall determine are organized and operated exclusively for such purposes.

**ARTICLE VIII**

The street address of the initial registered office of the Corporation is 1021 N.W. 203<sup>rd</sup> Street, Miami, FL 33169, and the initial registered agent of the Corporation at that address is Jasper P. Lewis, Jr.

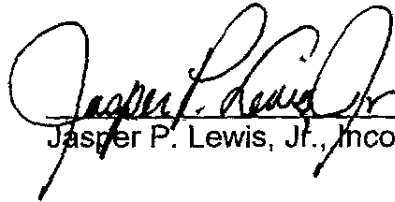
**ARTICLE IX**

The name and address of the incorporator for the Corporation is Jasper P. Lewis, Jr., 1021 N.W. 203<sup>rd</sup> Street, Miami, FL 33169.

**ARTICLE X**

The mailing address of the Corporation is 1021 N.W. 203<sup>rd</sup> Street, Miami, FL 33169.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of October, 2003.



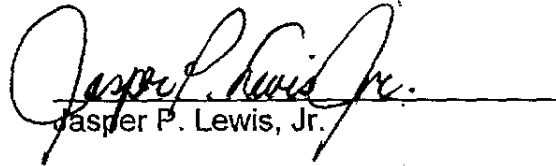
\_\_\_\_\_  
Jasper P. Lewis, Jr., Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED CORPORATION,  
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS  
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is INNER CIRCLE COUNSEL  
ENTERPRISE, INC.
2. The name and address of the registered agent is: Jasper P. Lewis,  
Jr., 1021 N.W. 203<sup>rd</sup> Street, Miami, FL 33169.

HAVING BEEN NAME AS REGISTERED AGENT AND TO ACCEPT SERVICE  
OF PROCESS 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Jasper P. Lewis, Jr.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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