

N03000010276

Sharon V. Smith  
(Requestor's Name)

841 West Lemon St.  
(Address)

(Address)

Lakeland FL 33805  
(City/State/Zip/Phone #)

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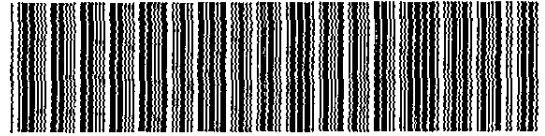
Universal Properties International  
(Business Entity Name)  
Economic Change and Development Foundation

(Document Number)

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**ARTICLES OF INCORPORATION  
OF  
UNIVERSAL PROPERTIES INTERNATIONAL ECONOMIC CHANGE  
AND DEVELOPMENT FOUNDATIONS, INC.  
(A CORPORATION NOT FOR PROFIT)**

We, the undersigned natural persons of age twenty-one (21) years or more, acting as incorporators of a corporation of a corporation not for profit, adopt the following Articles of Incorporation for such Corporation pursuant to Chapter 617 of Title 34 of the Statutes of the State of Florida.

FIRST: The name of the corporation is Universal Properties International Economic Change and Development Foundations, Inc.

SECOND: The term of the Corporation shall be perpetual.

THIRD: The address of the Corporation's initial registered office is 841 West Lemon Street, Lakeland, Florida and the name of it's initial registered Agent as such address is Sharon Y. Smith. This is the principal office address also.

FOURTH: The purpose for which the corporation is organized is exclusively for educational, Charitable and scientific, that are described in Section 509 (a) (1)(2) or (3) of the Internal Revenue Code 1986, including but not limited to the organization, maintenance and supervision of an Institute center.

A. To promote economic development in the State of Florida some of Which neighborhoods are in Enterprise zones. ("Enterprise Zones")

To provide educational instruction and materials and technical Assistance located in The State of Florida, and in particular Enterprise Zones

To research the conditions that inhibit economic development and Employment in undeveloped neighborhoods

To asset non-profit corporations operating primarily in areas of Commercial and industrial economic development to further their goals

To provide education opportunities (and through that education, Employment opportunities) to economically disadvantaged businesspersons, including by acting as a clearinghouse of information pertaining to the availability of employment opportunities and business opportunities to business owners.

To assist the governments of The State of Florida in studying and Solving local problems pertaining to opportunities, and by so doing, combat community deterioration and provide relief of the poor, distressed and underprivileged

To participate, so far as circumstances may permit in any Charitable and educational activity designed and carried on to promote the educational and employment opportunities of persons in The State of Florida who are poor, distressed or underprivileged

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B. In furtherance, but not in limitation of the forgoing purposes, the Corporation shall have the power and authority to:

- 1) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gifts bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for contributions to the corporation for its objects and purposes, provide however, that gifts shall be subject to acceptance by the board of directors as required by the by-laws.
- 2) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the service of such persons.
- 3) To distribute, in the manner form and method and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of it's stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these object and purposes are and shall continue to be impressed with a trust for such purposes.
- 4) To invest and reinvest surplus funds in such securities and properties as the board of directors may form from time to time determine.
- 5) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.
- 6) To contract and be contracted with.
- 7) To adopt and use a corporation seal containing the words  
"corporation not for profit, if desired and deemed necessary; but, this shall be compulsory unless required by law.
- 8) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to Corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statues.
- 9) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.
- 10) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene (including the publishing or distribution of statement), any political campaign on behalf any candidate for public office.

Notwithstanding any provision of these Articles of Incorporation to contrary, the Corporation: (a) shall not, 1) carry on any activities not permitted to be carried on (1) BY A CORPORATION EXEMPT FROM federal Income tax under Section 501 (c)(3), or (ii) by a corporation, contributions to which are deductible under Section 170(c) (2), (2) engage in any act of self dealing (as defined in Section 4941 (c), (4) make any investments in; such manner as subject the Corporation to tax under Section 4944, or (5) make any taxable expenditures (as defined in Section 4945 (d); and (b) shall distribute its income for each taxable year at such time and in such manner as to subject the Corporation to tax Section 4942.

FIFTH: The Corporation shall not have members

SIXTH: All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of Board of Directors. The conditions of elections to the Board of Directors and the number of directors (which number shall not be less than 3) shall be as provided in the by-laws.

SEVENTH: The regulation of internal affairs of the Corporation shall insure to the benefit of, or be distribution of assets on dissolution, shall be provided for in the by-laws and shall include that:

- (1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Corporation shall authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- (2) Upon dissolution of the Corporation or winding up of its affairs, the assets of the Corporation shall be applied and distributed as follows:
  - a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore;
  - b) Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding up, shall be returned, transferred or conveyed in accordance with such requirements; and
  - c) All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more Charitable, Education or scientific organizations (I), which are described in Sections 509 (a) (I), (2) or (3), and (ii) to which deductible contributions can be made under Sections 170 (c) (2), 2522 (a) (2), as the Board of Directors shall select.

All statutory reference herein is to the Internal Revenue Code of 1986 (or the Corresponding provisions of any future United States Internal Revenue Law).

EIGHTH: The Corporation shall not be authorized to issue capital stock.

NINTH: The fiscal year of the Corporation shall being January 1 and ends December 31 each calendar year.

TENTH: The names of the officers who are to serve until the first election under the Articles of Incorporation is:

PRESIDENT:

Sharon Yvonne Smith  
5115 North Socrum Loop Road #367  
Lakeland, FL 33815

VICE PRESIDENT:

Freddie L. Mitchell, I  
P. O. Box 1626  
Lakeland, FL 33802

ELEVENTH: The number of persons constituting the first Board of Directors shall not be less than three (3) no more than nine (9) and the names and addresses of such persons, are to serve as directors until the first election thereof are:

Sharon Yvonne Smith  
5115 North Socrum Loop Road #367  
Lakeland, FL 33815

Freddie L. Mitchell, I  
P. O. Box 1626  
Lakeland, FL 33802

Barbara Adams  
220 North Bassadena Circle  
Lakeland, FL 33805

TWELFTH:

A. COMPENSATION: A director of the Corporation shall not receive compensation, direct or indirectly, for services as a director. As Officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation or (ii) for compassable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the corporation that are reasonable in character and amount or for compensated services rendered in other capacities and approved for payment in the manner provided by the by-laws.

- B. INTEREST OF DIRECTORS AND OFFICERS IN CONBTRACTS: Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers, or between the Corporation and that firm of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such directors officer or officers, at the meeting of the board of Directors of the Corporation which acts upon or in reference to such a contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the board of directors and the board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the directors present, such interested director or directors, officer or officers to be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction, which would otherwise be valid under the common and statutory law applicable thereto.
- C. INDEMNIFICATION: Every director and officer of the Corporation shall be indemnified by the Corporation reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director of officer may be a party or may become involved by reason of being or having been a director or officer Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjusted guilty, or liable for willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the board.

THIRTEENTH:

The By-laws may be made, altered or rescinded by a majority vote of the Directors at any meeting at which time a quorum are present. The Articles of Incorporation may be made, altered or rescinded by a two-thirds vote of the Directors at any meeting at which time a quorum is present.

FOURTEENTH:

The territory in which the operations of the Corporation are principally to be conducted in The State of Florida.

FIFTEENTH:

The names and residence of the subscribers of these Articles are:

Sharon Yvonne Smith  
5115 North Socrum Loop Road #367  
Lakeland, FL 33815

Freddie L. Mitchell, I  
P. O. Box 1626  
Lakeland, FL 33802

Barbara Adams  
220 North Bassadena Circle  
Lakeland, FL 33805

  
Incorporator

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

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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 statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is:

Universal Properties International  
Economic Change and Development Foundations, Inc

2. The name and address of the registered agent and office is:

Sharon V. Smith  
(Name)

841 West Lemon Street  
(P.O. Box NOT acceptable)

Lakeland, FL 33805  
(City/State/Zip)

*Having been named 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.*

Sharon Smith  
Signature

11-26-2003  
Date