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Rambrow Village  
2140 N.W. 3rd Ave.  
Miami Fl. 33127



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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 19, 2004

RAINBOW VILLAGE  
2140 N.W. 3RD AVE  
MIAMI, FL 33127

SUBJECT: RAINBOW VILLAGE, WYNWOOD & TOWN PARK RESIDENT  
COUNCIL  
Ref. Number: W04000015050

We have received your document for RAINBOW VILLAGE, WYNWOOD & TOWN PARK RESIDENT COUNCIL and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The registered agent must sign accepting the designation.

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) 245-6962.

Valerie Ingram  
Document Specialist  
New Filings Section

Letter Number: 204A00025791

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INC  
FLORIDA

**ARTICLE OF INCORPORATION**  
**(NONPROFIT CORPORATION)**  
**Rainbow Village, Wynwood & Town Park Resident Council**

We, the undersigned incorporators being citizen of the United States legally competent to enter into contracts, for the purpose of forming a nonprofit corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

**ARTICLE I        NAME**

The name of the Corporation is: Rainbow, Wynwood & Town Park Resident Council **INC**

**ARTICLE II        REGISTERED OFFICE, AGENCY AND INCORPORATOR**

The address of the registered office is 2140 N.W. 3<sup>rd</sup> Avenue, Miami, Florida 33127 and the name of its registered agent at such address is Angela Williams. The incorporator of this corporation is Angela Williams.

The corporations principal and Registered Agent address are the sam

**ARTICLE III:      PURPOSE**

The Corporation is organized exclusively for charitable and educational purposes, including the undertaking of programs and activities designed to enhance the social and economic well being of residents of public housing within the vicinity of Rainbow Village, Wynwood and Town Park neighborhood. To this end, the corporation will develop programs and provide services that give residents of the Rainbow Village, Wynwood and Town Park public housing development employment opportunities, training and technical assistance that will enhance the ability of low and moderate income individuals and families to become socially and economically self-sufficient.

**ARTICLE IV.      TYPE OF ENTITY**

The Corporation shall be organized on a non-stock basis and shall have no members.

**ARTICLE V.        DIRECTORS**

The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted under the laws of the State of Florida. There shall be no fewer than three (3) and no more than seven (7) directors. The Board of Directors shall appoint Officers, which shall include a President, Vice, President, Secretary, Treasurer, and such other officers as the Board may deem necessary. The names and addresses of the persons who are to serve as the initial directors shall be specified by a resolution of the corporation.

## **ARTICLE VI:     POWERS AND LIMITATIONS**

1.     The Corporation shall have and possess all of the general powers of a Florida domestic corporation which are consistent with these Articles of Incorporation.
2.     The Corporation is not organized for profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, trustee 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 Article III hereof.
3.     The Corporation shall be authorized to accept and use grants and donations from any lawful source but only for the uses and purposes and upon the conditions and limitations for which the same are granted or donated.
4.     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.
5.     Notwithstanding any other provisions 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 Title 26 of the United States Code, or the corresponding section of any future United States Code of 198, as amended, or the corresponding section of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of Title 26 of the United States Code, or the corresponding section of any future United States internal revenue law.
6.     The Corporation is empowered to enter into contracts, cooperative agreements, memorandums of understanding or other agreements with federal, state or local governments, other non-profit corporations or organizations and individuals who serv the needs of low and moderate income individuals and families who are residents of public housing. The corporation shall not enter into any agreement that would otherwise violate its exempt status with the United States or the State of Florida.
7.     The corporation shall have the authority to indemnify its directors, and employees on such terms and conditions as may be specified in the By Laws of the corporation.


## **ARTICLE VII. DISSOLUTION**

Upon the termination dissolution, or winding up of the Corporation, the Board of Directors shall after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of Title 26 of the United States Code, as amended, or the corresponding provision of any future United States internal revenue law, as the board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a civil court of competent jurisdiction within Miami-Dade County, exclusively for such purposes or to such organizations as the court shall determine as organized and operated exclusively for such purposes.

## **ARTICLE VIII. DURATION**

The duration of the Corporation is perpetual.

The undersigned incorporation affirms that the foregoing content of these Articles of Incorporation are true and consents to execute these Articles of Incorporation on behalf of the corporation on this 30<sup>th</sup> day of MARCH, 2004

  
\_\_\_\_\_  
Angela Williams  
President and Incorporator

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

1. The name of the Corporation is:

**RAINBOW VILLAGE/WYNWOOD/TOWN PARK RESIDENT COUNCIL, INC.**

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

*ANGELA WILLIAMS*

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(Name)

*2140 N.W. 3<sup>RD</sup> AVE.*

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(P.O. Box NOT acceptable)

*Miami Florida 33127*

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(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.*

**A Resolution of the Rainbow/Wynwood/Town Park Resident Council**

- Whereas, The Rainbow Village/Wynwood/Town Park Resident Council is the duly elected governing body for the purpose of representing the interests of residents in Rainbow Village/Wynwood/Town Park Public Housing; and**
- Whereas, The Rainbow Village/Wynwood/Town Park Resident Council have functioned as an unincorporated association in its representation of the interests of the residents of Rainbow Village/Wynwood/Town Park; and**
- Whereas, The Board of Directors have determined that the best interest of the residents of Rainbow Village/Wynwood/Town Park would be well served if the Rainbow Village/Wynwood/Town Park Resident Council were to incorporate itself as a non-profit corporation under the laws of the State of Florida and to adopt by-laws and seek tax exempt status under State and Federal law.**

**NOW THEREFORE BE IT RESOLVED AS FOLLOWS:**

- 1. That the Board of Directors of the Rainbow Village/Wynwood/Town Park Resident Council do hereby authorize the filing of Articles of Incorporation with the Florida Secretary of State to form a non profit corporation under the laws of the State of Florida.**
- 2. That Angela Williams, the current President of Rainbow/Wynwood/Town Park Resident Council is hereby authorized to act a incorporator and execute the Articles of Incorporation on behalf of the Rainbow Village/Wynwood/Town Park Resident Council.**
- 3. That the current Board of Directors appended hereto as attachment A shall serve in office until their successors shall be duly qualified and elected pursuant to the By-Laws and HUD requirements codified at 24 CFR Part 964 pertaining to resident council elections.**
- 4. That the Articles of Incorporation and By-Laws appended to this resolution as attachments B and C shall be the governing documents of the of Rainbow Village/Wynwood/Town Park Resident Council immediately upon adoption of this resolution.**
- 5. That within 120 days of the adoption of this resolution, the President of Rainbow Village/Wynwood/Town Park Resident Council shall work with the Executive Director of the Miami-Dade Overall Tenants Advisory Council, Inc. (OTAC) to file Form 1023 and appropriate supporting documents to obtain recognition exempt from**

taxation under 501(c)(3) of the Internal Revenue Code.

DONE THIS 30<sup>th</sup> Day of MARCH, 2004 in session duly met  
at a special meeting of the Rainbow Village/Wynwood/Town Park Resident Council  
Association.

I HEREBY AM FAMILIAR WITH AND ACCEPT  
THE DUTIES AND RESPONSIBILITIES OF THE  
REGISTERED AGENT.

Angela Williams  
President

Pauline Thompson  
Secretary

INCORPORATOR/ REGISTERED AGENT

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04 APR 28 PM 4:35  
TALLAHASSEE, FLORIDA