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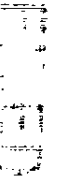
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6/21/

FLORIDA BLACK CHAMBER OF COMMERCE
17 WEST MAXWELL STREET
PENSACOLA, FLORIDA 32501
(850) 433-0593

June 18, 2004

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

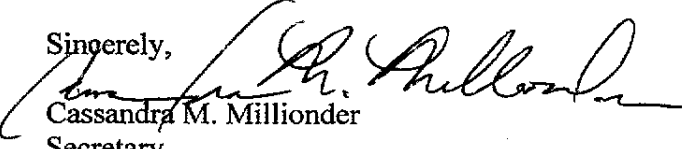
Re: Florida Black Chamber of Commerce
Filing of Article of Incorporation

In regards to the above captioned, please find enclosed the original and two (2) copies of the foregoing mentioned documents to be filed according with the Division of Corporation. We have enclosed Money Order No. 06311163385 in the amount of \$87.50 for the filing fee and Certified Copies. Please process the enclosed documents accordingly and forward all copies to following entity:

Florida Black Chamber of Commerce, Inc.
C/O Hank Harris, President, CEO
17 West Maxwell Street
Pensacola, Florida 32501

Truly, we hope that you will find the enclosed documents to be in order. If there are any questions, please feel free to contact me immediately at (850) 433-0593. Thanking you in advance, we remain

Sincerely,


Cassandra M. Millionder
Secretary

cc: Eugene Franklin, Chairman
Hank Harris, President, CEO

FLORIDA BLACK CHAMBER OF COMMERCE, INC.
17 WEST MAXWELL STREET
PENSACOLA, ESCAMBIA COUNTY, FLORIDA 32501
(850) 433-0593

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
A Florida Nonprofit Incorporation

**The Undersigned, majorities of whom are citizens of the United States,
desiring to form a Non-Profit Public Benefit Corporation under the
Non-Profit Corporation Public Benefit Law of the State of Florida,
do hereby certify:**

**ARTICLE I - Name of Corporation: FLORIDA BLACK CHAMBER
OF COMMERCE, INC.**

**The name of the Corporation shall be as follows: FLORIDA BLACK
CHAMBER OF COMMERCE, INC.**

ARTICLE II - Location of Principal Office

**The place in this state where the principal office of the Incorporation
shall be located 17 West Maxwell Street, Pensacola, Escambia County,
Florida 32501.**

ARTICLE III - Purpose

**This Corporation, FLORIDA BLACK CHAMBER OF COMMERCE,
INC., is a Non-Profit Public Benefit and is not organized for the private
gain of any person. The Corporation is organized under the Non-Profit
Public Benefit Corporation Law, which is organized exclusively for
Charitable, Religious, and Educational Purposes. The purpose of the
Chamber shall be to teach capitalism and expand access to
capitalization, technical support, procurement opportunities, effective
networking, and sharing of information for Black owned businesses and
other minority owned businesses as well as the African descendent**

community as a whole. The main vehicle of disseminating information concerning this purpose is through member and associated Black Chambers and Community Economic Development Organizations located throughout the State of Florida and the entire Black Diaspora, via mass marketing. The activities are driven by a strategic plan. The Chamber is nonprofit, nonpartisan and nonsectarian and abides by the rules set forth as an exempt Corporation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This Corporation will have the powers as may be stated in its Articles of Incorporation, and such powers as are adopted or may be granted hereafter by law.

Additionally, the Florida Black Chamber of Commerce, Inc., concept is keeping with the Faith Based Initiative Programs as proposed by President George W. Bush. This is a tremendous opportunity for this Chamber to serve the Social-Economic depressed area of The State of Florida especially for Economic Development in the community. Our objective is to have a positive affect within the state by assisting to make available the various programs to each participant to enhance their ability to become productivity and self-sufficient citizens in their community.

FLORIDA BLACK CHAMBER OF COMMERCE, INC., areas of interest are including, but are not limited to, the following;

1. Supporting the National Black Chamber of Commerce Business Development Programs in the Urban and Rural Core, traditionally inhabited by African Americans, other minorities and the poor.
2. Family Social-Economic Development Programs.
3. Enterprise Zones, HUB Zones, Redevelopment Districts, Front Porch Area.
4. Federal/State/Corporate Block Grants.
5. Community Enterprise Investment Programs.
6. Southern Christian Leadership Conference, National Association for the Advancement of Colored People, Christian Community Development Association, Gulf Coast African-American Chamber, Pensacola Area Chamber of Commerce.
7. Churches with Community Development Initiatives.

8. **Youth-At-Risk Programs, e.g. Teenage Pregnancy, Literacy Programs, Tutoring Programs, Drug Prevention Counseling, Substance Abuse Awareness, Prison Ministries, and Employment Assistance.**
9. **Educational Institutions, especially, Community Colleges and Trade Schools.**
10. **Incubator/Indoor Flea Market/Thrift Store /Produce Market Programs.**
11. **Traditional Trade Apprenticeship Programs.**
12. **General Contractor Training.**
13. **Stewardship Bible Studies and Ministerial Counseling.**
14. **Minority Homeownership Improvement Program, Low Income to Low to Moderate Income Housing Program, Temporary Shelter, Land and Building Acquisitions.**
15. **Commercial Business Development and Relocation.**
16. **Development of relationship with Junior Achievement, Big Brothers and Big Sisters, Boys and Girls Scouts, United Way, and the Boys and Girls Club.**
17. **Establishment of a Credit Union or Bank to support Black Business Owners.**
18. **Development of Wealth in the African-American Community.**
19. **African-American Cultural Tourism and Historical Museum Development.**
20. **Eliminating the Technology Divide.**
21. **Elderly Care, Assisted Living Facility, Child-Care Programs.**
22. **Health Issues that affect the poor and Disable.**
23. **Economic and Taxation Distribution.**

Land and Building Acquisitions

Land and Building Acquisitions to be include, but is not limited to low-cost Affordable Housing for the Low Income to Low to Moderate Income Individuals for Affordable Housing, Land, Building and Structures for the varies Programs if the need for such acquisitions are required, for the implementation of these Programs by this Corporation.

- A. **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 and/or facilities for persons and families of very low income, low-income to moderate 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 this lessen the burden of government and promote the social welfare. To provide such housing through land acquisition, production of affordable housing, rehabilitation of existing substandard building and construction of new facilities in the place of blighted structures or blighted vacant sites for the purpose of combating the deterioration of the community and contributing to it's physical improvement and other programs to aid those in need including for such purposes, the making of distribution to organizations that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

All members and associates of Florida Black Chamber of Commerce, Inc., would be required to serve on a committee or in a department for the various programs under this Corporation to assist the needs of the community as a whole including the varies programs for such purposes, the making of distribution to organizations that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - Duration of Corporation

The term of existence of this Corporation is perpetual.

ARTICLE V – Classes of Members

MEMBERSHIP: Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for membership. The levels of membership are:

INDIVIDUAL – A citizen wishing to join the Florida Black Chamber as a member.

BUSINESS - A business of any type wishing to join the Florida Black Chamber of Commerce.

ASSOCIATION – A non-profit association wishing to have direct membership with the Florida Black Chamber of Commerce.

STUDENT – A student wishing to have direct membership with the Florida Black Chamber of Commerce.

GOVERNMENT AGENCY- A government agency wishing to have direct membership with the Florida Black Chamber of Commerce.

BRONZE, SILVER, AND GOLD SPONSORSHIP- A special section of membership for businesses seeking specific attention from the Florida Black Chamber of Commerce.

PLATINUM SPONSORSHIP – A special membership for businesses seeking specific attention and advocacy from the Florida Black Chamber of Commerce.

PREMIER SPONSORSHIP- A business with over \$50 million in sales seeking specific attention and advocacy from the Florida Black Chamber and special attention with the National Black Chamber of Commerce.

ARTICLE VI – Registered Office and Agent

The address of the initial Register Office of the Corporation is located at 945 West Michigan Avenue, Suite 12-B, Pensacola, Escambia County, Florida 32505. The name of the initial Register Agent of the Corporation is Eugene Franklin. I, Eugene Franklin, hereby accept the responsibility of being the Registered Agent of Records for FLORIDA BLACK CHAMBER OF COMMERCE, INC., Pensacola, Escambia County, Florida.



Eugene Franklin, Registered Agent

ARTICLE VII – Election of Board of Directors

The Initial Board of Directors shall consist of at least Four (4) and not more than twenty-one (21) members of the Board of Directors. The existing Board of Directors shall elected or appointed any members of this Board by a two-third major vote, and The Board of Directors shall appoint any and all Directors.

ARTICLE VIII – Change in Number of Board of Directors

A change in the number of Board of Directors of the Corporation shall be made only by Amendment to these Articles of Incorporation.

ARTICLE IX

The Names and addresses of the persons that are the initial Board of Directors of this Corporation are as follows:

- 1. Eugene Franklin, Chairman/Incorporator
945 West Michigan Avenue, Suite 12-B
Pensacola, Florida 32505**
- 2. Hank Harris, President /CEO
17 West Maxwell Street
Pensacola, Florida 32501**
- 3. Darnell Sims, Treasurer
17 West Maxwell Street
Pensacola, Florida 32501**
- 4. Cassandra M. Millionder, Secretary
800 Esconditas Place
Pensacola, Florida 32506**

ARTICLE X - No Benefit to Private Persons or Political Activity

No part of the net earnings of the Corporation shall inure to the benefit of, or be attributable 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 the purposes set forth in Article III hereof. 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 of 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 the corresponding section of any future federal tax code. "Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree engage in an activities or exercise any powers that are not in furtherance of the purposes of the Corporation or by a Corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code."

ARTICLE XI – Internal Affairs

The Internal Affairs of the Corporation shall be governed in accordance with the By-laws of this Corporation.

ARTICLE XII – Dissolution of Corporation

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the designated successor exclusively for the purposes of the Corporation in which it was organized, or to such organization or organizations organized and operated exclusively for Charitable, Educational, or Religious purposes as shall qualify as an

exempt Corporation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 18th day of June, 2004. Stating that we members of the Board of Directors have read, approved, and adopted these Articles of Incorporation.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

I, Rosalind Anise Maxwell, a Notary Public, hereby certify that Eugene Franklin, whose name is signed to the foregoing Articles of Incorporation, and who has produced a Florida Drivers License Number E652-200-48-299-0, acknowledged before me on this 18th day of June, 2004. Eugene Franklin has adopted the contents of the Articles of Incorporation voluntarily on this 18th day of June, 2004.

Eugene Franklin
EUGENE FRANKLIN

Given under my hand and seal this 18th day of June, 2004.

ROSALIND ANISE MAXWELL
Notary Public
State of Florida
Commission No. DD019776
Commission Expires June 28, 2005

Rosalind Anise Maxwell
NOTARY PUBLIC

STATE OF FLORIDA

COUNTY OF ESCAMBIA

I, Rosalind Anise Maxwell, a Notary Public, hereby certify that Hank Harris, whose name is signed to the foregoing Articles of Incorporation, and who has produced a Florida Drivers License Number H120 382 39, acknowledged before me on this 18th day

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NOTARY PUBLIC, FLORIDA

of June, 2004. Hank Harris has adopted the contents of the Articles of Incorporation voluntarily on this 18th day of June, 2004.

Hank Harris
HANK HARRIS

Given under my hand and seal this 18th day of June, 2004.

ROSALIND ANISE MAXWELL
Notary Public
State of Florida
Commission No. DD019776
Commission Expires June 26, 2005

Rosalind Anise Maxwell
NOTARY PUBLIC

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NOTARY PUBLIC
STATE OF FLORIDA

STATE OF FLORIDA

COUNTY OF ESCAMBIA

I, Rosalind Anise Maxwell, a Notary Public, hereby certify that Darnell Sims, whose name is signed to the foregoing Articles of Incorporation, and who has produced a Florida Drivers License Number 5520004620820, acknowledged before me on this 18th day of June, 2004. Darnell Sims has adopted the contents of the Articles of Incorporation voluntarily on this 18th day of June, 2004.

Darnell Sims
DARNELL SIMS

Given under my hand and seal this 18th day of June, 2004.

ROSALIND ANISE MAXWELL
Notary Public
State of Florida
Commission No. DD019776
Commission Expires June 26, 2005

Rosalind Anise Maxwell
NOTARY PUBLIC

STATE OF FLORIDA

COUNTY OF ESCAMBIA

I, Rosalind Anise Maxwell, a Notary Public, hereby certify that Cassandra M. Millionder, whose name is signed to the foregoing Articles of Incorporation, and who has produced a Florida Drivers License Number M453-113-58891-0, acknowledged before me on this 18th

day of June, 2004. Cassandra M. Millionder has adopted the contents of the Articles of Incorporation voluntarily on this 18th day of June, 2004.


CASSANDRA M. MILLIONDER

Given under my hand and seal this 18th day of June, 2004.

ROSALIND ANISE MAXWELL
Notary Public
State of Florida
Commission No. DD019776
Commission Expires June 26, 2008


NOTARY PUBLIC

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NOTARY PUBLIC
STATE OF FLORIDA