

**N04000007333**

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

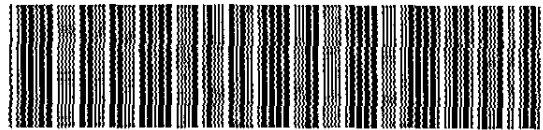
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



**300039473373**

07/26/04--01036--011 \*\*87.50

FILED

04 JUL 26 PM 1:32

✓

07/26

## TRANSMITTAL LETTER

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

**SUBJECT:** CGDR, CORPORATION

(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:** Herbert J. Coleman

Name (Printed or typed)

3050 Biscayne Blvd. Ste. 501

Address

Miami, FL 33137

City, State & Zip

305-576-3333

Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**OF**  
**CGDR CORPORATION A FLORIDA "Not**  
**for Profit" Corporation**

FILED  
04 JUL 25 PM 1:32  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

The undersigned, acting as incorporator of a corporation under the FLORIDA Statutes, adopts the following Articles of Incorporation:

**Article I**

The name of the corporation is **CGDR CORPORATION**. The principal office of the corporation is located at c/o Herbert J. Coleman, 3050 Biscayne Boulevard, Suite 502, Miami, Florida 33137. The mailing address of the corporation is Herbert J. Coleman, 3050 Biscayne Boulevard, Suite 502, Miami, Florida 33137

**Article II**

The name of the registered agent of the corporation is Herbert J. Coleman. The address of this registered agent is 3050 Biscayne Boulevard, Suite 502, Miami, Florida 33137.

**Article III**

The period of duration is perpetual. The corporation is organized pursuant to the Not for Profit Corporation laws of the State of FLORIDA. The qualification for members, if any and the manner of their admission shall be regulated by the bylaws.

**Article IV**

The purpose for which this corporation is formed is exclusively charitable, educational and economic and consists of the following:

- 1.) To raise the economic, educational and social levels of the residents of the State of FLORIDA, including low to moderate-income individuals.
- 2.) To acquire and manage land and properties and to otherwise expand the opportunities available to said residents and groups to own, manage, and operate business enterprises; to assist residents and groups in the developing entrepreneurial and management skills necessary for said residents and groups in obtaining financial support from other sources.

3.) To expand opportunities available to said residents and groups to obtain adequate housing and commercial space accommodations via constructing and rehabilitating the same.

4.) To support, and assist by gifts, contributions, or otherwise, other non-profit organizations and community based organizations that are operated exclusively for charitable, educational or economic purposes.

5.) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

6.) All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the corporation will qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

#### **Article V**

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

#### **Article VI**

- 1) There shall be four directors on the initial Board of Directors.
- 2) The method of election of the Board of Directors shall be stated in the bylaws.
- 3) The names and addresses of the initial Broad of Directors are: Herbert  
J. Coleman, President and CEO Brigette R. Williams, Vice President  
W. Dean Goldsby, Sr., Treasurer Daniel Vincent, Secretary

#### **Article VII**

The Corporation is organized exclusively for charitable and educational purposes. The Corporation is not organized nor shall it be operated for the purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

### **Article VIII**

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

### **Article IX**

Upon dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501 (c) (3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

### **Article X**

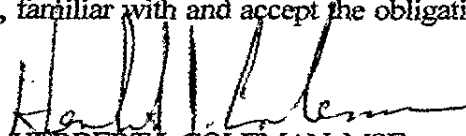
In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code of 1954, the Corporation shall distribute its income for such taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941 (d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

### **Article XI**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

I, Herbert J. Coleman, hereby accept by appointment as registered agent for CGDR CORPORATION, a FLORIDA not for Profit Corporation, familiar with and accept the obligations of the position.

  
HERBERT J. COLEMAN, MSE

FILED

04 JUL 26 PM 4:33

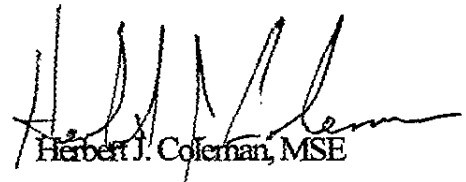
CLERK OF COURT  
JULY 26 1964

and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

#### Article XII

The name and address of the incorporator is: Herbert J. Coleman, 3050 Biscayne Boulevard, Suite 502, Miami, Florida 33137

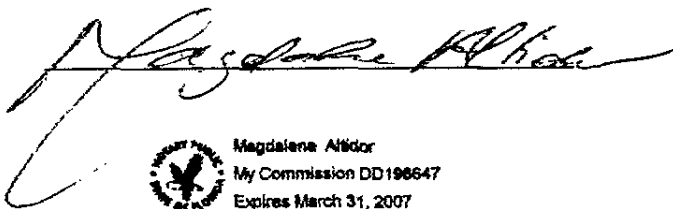

The incorporator hereby executes these Articles of Incorporation on this 30<sup>th</sup> day of March, 2004.

  
Herbert J. Coleman, MSE

STATE OF FLORIDA)  
ss: 431-62-2513  
COUNTY OF MIAMI DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Herbert J. Coleman known to be the person described in and who executed the foregoing instrument as incorporator and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of March, 2004.  
NOTARY PUBLIC STATE OF FLORIDA

  
 Magdalena Altidor  
My Commission DD198647  
Expires March 31, 2007