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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

upper room community development corporation

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ARTICLES OF INCORPORATION
OF

UPPER ROOM COMMUNITY DEVELOPMENT CORPORATION
A NONPROFIT PUBLIC CORPORATION

ARTICLES ONE-NAME AND ADDRESS

The name address of this principal corporation is 13899 Biscayne Blvd., Suite 222, North Miami Beach, Florida, 33181, Miami-Dade County, Florida. The Corporation is organized pursuant to the Florida Nonprofit Corporation Code.

ARTICLE TWO-NONPROFIT PUBLIC CORPORATION

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The corporation is organized under the Nonprofit Public Benefit Corporation Law for charitable and educational purposes to aid the poor and disadvantage individuals as well as families towards a life of self-sufficiency. The programs will consist of, but shall not be limited to the following:

- A. Steward Training for the physical body & Mind
- B. Job Training
- C. Job Placement
- D. Land Acquisition Housing for community development
- E. Healthcare employment opportunities
- F. Literacy
- G. Counseling
- H. Temporary Shelter
- I. Teenage Pregnancy
- J. Substance Abuse Awareness and Prevention
- K. Health and Wellness Tutoring
- L. AIDS education and awareness
- M. Elderly Care
- N. Other programs to aid those in need

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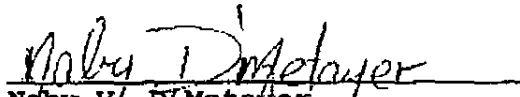
ARTICLE THREE-EXISTENCE OF CORPORATION

The duration of this corporation shall be perpetual; no stock is issued pursuant to the nonprofit public benefit corporation law.

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ARTICLE FOUR-ADDRESS OF REGISTERED OFFICE

The address of the Registered office is 13899 Biscayne Blvd., Suite 222, North Miami Beach, Florida 33181. The REGISTERED AGENT at the office shall be:


Naby V. D'Metayer
13899 Biscayne Blvd., Suite 222
North Miami Beach, Florida 33181

ARTICLE FIVE-ORGANIZATION

The organization is organized and operated exclusively for Religious, Charitable and Educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to carry on as follow:

1. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.
2. By a corporation contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE SIX-DIRECTORS AND OFFICERS

The directors are elected in accordance with the nonprofit bylaws of this corporation. The name and address of the persons appointed to act as the initial directors of this corporation are as follow:

NAME	ADDRESS
Naby V. D'Metayer President	13899 Biscayne Blvd., # 222 North Miami Beach, Fl 33181
Kasie Moss D'Metayer Secretary/Treasurer	13899 Biscayne Blvd., # 222 North Miami Beach, Fl 33181

Ovide Val, Attorney
Vice-President

13899 Biscayne Blvd., # 222
North Miami Beach, Fl 33181

Eugene Porter, Jr., MBA
Director

13899 Biscayne Blvd, # 222
North Miami Beach, Fl 33181

Harry D'Metayer
Director

13899 Biscayne Blvd., #222
North Miami Beach, Fl 33181

ARTICLE SEVEN-PROPERTY OF CORPORATION


The property of this corporation is irrevocably dedicated to Charitable and Educational purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or the benefit of any private person.

ARTICLE EIGHT-DISSOLUTION OF CORPORATION

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for, Religious, Charitable and Educational purposes under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE NINE-DATE EXECUTED

These articles of incorporation are executed this 14th date of the lord year, 2004, in the month of December. The name and address of the incorporator of this corporation shall be as follow:


Naby V. D'Metayer
13899 Biscayne Blvd., Suite 222
North Miami Beach, Florida 33181

#04000247297

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

UPPER ROOM COMMUNITY DEVELOPMENT CORPORATION
A NONPROFIT PUBLIC CORPORATION

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

Naby V. D'Metayer
13899 Biscayne Blvd., Suite 222
North Miami Beach, Fl 33181

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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.

Naby D'Metayer
(Signature)

12-14-04
(Date)

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