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2005 JAN 25 P 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

345 N.E. 53<sup>rd</sup> Street, Apt. 3  
Miami, Florida 33137  
Home: (786) 256-1307

January 1, 2005

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Beta Beta Lambda Alphaland Community Development Corporation, Inc. ("Alphaland  
CDC, Inc.")

Dear Filing Clerk:

Enclosed is an original and 1 copy of the Articles of Incorporation of the captioned corporation. Also enclosed is a check made payable to the Department of State in the amount of \$87.50, for the filing fee, the certified copy and the certificate of status. Once filed please return the certified copy and certificate of status to Eric A. Hernandez, 345 N.E. 53<sup>rd</sup> Street, Apt. 3, Miami, Florida 33137. Please do not hesitate to contact me if you have any questions. Thank you for your cooperation.

Sincerely,

  
Eric A. Hernandez

ARTICLES OF INCORPORATION

OF THE

BETA BETA LAMBDA

ALPHALAND COMMUNITY DEVELOPMENT CORPORATION, INC.

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2005 JAN 25 P 1: 28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I

The name of this Corporation is the Beta Beta Lambda Alphaland Community Development Corporation, Inc.,

Article II

The Corporation is organized pursuant to the provisions of the "Florida Not For Profit Corporation Act," §617, Florida Statutes. This Corporation is a not-for-profit, community development corporate entity of the Beta Beta Lambda Chapter of Alpha Phi Alpha Fraternity, Incorporated (BBA/AΦA).

Article III

The principal office for the transaction of business of this Corporation is to be located at 8523 N.W. 164th Street, Miami Lakes, Florida. The Corporation's agent at this address is Dana M. Moss, Sr.

Article IV

The Corporation will exist continuously and in perpetuity.

Article V

The purposes for which this Corporation is formed are exclusively charitable and educational.

A. The primary purposes of this Corporation are to provide the Beta Beta Lambda Chapter with a corporate not for profit organization geared towards real estate development of blighted urban areas of Miami-Dade County. Publicly known as AlphaLand CDC, Inc., this Corporation's mission is to: (1) develop and operate a facility for the Beta Beta Lambda/Alpha Education Foundation, a not-for-profit community education service organization, (2) develop, redevelop and/or manage affordable housing

in low-to-moderate income areas, and (3) revitalize and/or manage commercial/light industrial areas in Miami-Dade County.

B. All of the foregoing purposes and powers shall be exercised exclusively for charitable and educational purposes in such manner that the Corporation shall qualify as an exempt organization in Section 501(c)(3) of the Internal revenue Code of 1954 as it is currently and shall hereafter be in force and effect.

#### Article VI

No substantial part of the activities of the Corporation shall consist of carrying propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of The Internal Revenue Code of 1954 or any corresponding provision of any future United States Internal Revenue Law.

#### Article VII

The Corporation is formed solely for charitable and educational purposes. The Corporation is not organized, nor shall it be operated for the purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to the Directors, Officers, or Members thereof, or to any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of its specific and primary purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable, educational and scientific purposes, and no part of the profit or net income of Corporation shall inure to the benefit of any individual.

#### Article VIII

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to the Beta Beta Lambda Alpha Education Foundation,

Inc. of Miami, Florida, and Beta Beta Lambda of Alpha Phi Alpha Fraternity, Inc. of Miami, Florida conditioned upon said organization maintaining exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 and if such exempt status has not been maintained, then to another organization which is exempt under Section 501(c)(3) of The Internal Revenue Code of 1954 and used exclusively to accomplish the primary purposes for which this Corporation is organized. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the county in which the Corporation's principal office is located, but such property shall only be distributed to an organization exempt from Federal Taxation under Section 501(c)(3) of The Internal Revenue Code of 1954.

#### Article IX

Notwithstanding any other provisions of these Articles, the purposes for which this Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of The Internal Revenue Code of 1954 of the corresponding provision of any future United States Internal Revenue Law.

#### Article X

The names and address of the persons who are appointed to act in the capacity of Directors until the election of the successors are:

Ola O. Aluko, 14951 S.W. 157 Court, Miami, Florida 33196

Dana M. Moss, Sr., 8523 N.W. 164th Street, Miami Lakes, Florida 33016

Gregory Gay, 110 N.E. 46th Street, Miami, Florida 33137

Lyonel Myrthil, 2427 NW 87 Terrace, Miami, FL 33147

Eric A. Hernandez, 345 N.E. 53rd Street, Apt. 3, Miami, Florida 33137

#### Article XI

AlphaLand CDC is an extension of Beta Beta Lambda Chapter of Alpha Phi Alpha Fraternity, Inc. Directors of this Corporation shall be nominated at a general membership meeting of the Beta Beta Lambda Chapter by a member who is present and in good

financial standing with the Beta Beta Lambda Chapter. Directors of this Corporation shall be elected at a general membership meeting of the Beta Beta Lambda Chapter by a majority of the membership that is present and in good financial standing with the Beta Beta Lambda Chapter. The Board of Directors shall consist of select persons from the community at large and members of the Beta Beta Lambda Chapter that are in good financial standing. The Board of Directors shall consist of three, five, or seven Directors. A super-majority (two of three, four of five, or five of seven) of the Directors shall be members of the Beta Beta Lambda Chapter that are in good financial standing with the Beta Beta Lambda Chapter; the remainder may be members from the community at large that were nominated and elected in accordance with the procedures and rules set forth herein. The management and employees of this Corporation may be members of the Beta Beta Lambda Chapter, but is not required. Any other procedures, regulations, and requirements that are not inconsistent with these Articles, including the manner of calling and holding meetings of the Board of Directors and the terms of office of the Directors shall be stated in the Bylaws of this Corporation.

#### Article XII

The name and address of the incorporator is: Beta Beta Lambda Chapter of Alpha Phi Alpha Fraternity, Inc., P.O. Box 510027, Miami, Florida 33151-0027

These Articles of Incorporation are hereby executed by the incorporator on this 23rd day of December, 2004

Beta Beta Lambda Chapter  
Alpha Phi Alpha Fraternity, Inc.

By: 

Ola O. Aluko, President

The Registered Agent

By: 

Dana M. Moss, Sr.

2005 JUN 25 P 1:28  
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TALLAHASSEE, FLORIDA

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