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SECRETARY OF STATE
TALLAHASSEE, FL 32310

C.F.2

TRANSMITTAL LETTER

**DEPARTMENT OF STATE
DEPARTMENT OF INCORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314**

PRECIOUS ENTERPRISES COMMUNITY DEVELOPMENT CORPORATION

ENCLOSED IS AN ORIGINAL AND ONE COPY OF THE ARTICLES OF
INCORPORATION AND A CHECK FOR \$78.75, WHICH INCLUDES FILING FEE .

**FROM:
MARTHA WILLIAMS
5045 N.W. 199TH TERR.
MIAMI, FLORIDA 33056**

ARTICLES OF INCORPORATION

The undersigned subscribers to these Articles of Incorporation, desiring to form a Not-for-Profit Corporation under the Laws of the State Florida, by hereby accept all rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

THE NAME OF THE CORPORATION SHALL BE:
**PRECIOUS ENTERPRISES COMMUNITY DEVELOPMENT
CORPORATION**

ARTICLE II

PRINCIPAL OFFICE

**5045 N.W. 196TH TERRACE
MIAMI, FLORIDA 33056**

ARTICLE III

PURPOSE:

The general purpose and object of this corporation shall be to act as a social service and referral service organization to assist individuals, particularly the at risk and disadvantaged and other institutions connected therewith of a religious, educational, charitable and benevolent nature, and to establish and engage in charitable, humanitarian and philanthropic activities to the benefit of the underprivileged members of society, creating programs for the chronically at risk. We endeavor to provide for the existence of structured leadership and organizational cohesion by the establishment of community based initiatives via outreach programs, halfway houses and foster homes. To provide a forum where the dynamism of the human spirit may be guided and molded into an effective organism committed through the need for fellowship and mutual support.

The corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501c3 of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry out any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501c3 of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under section 170 c2 of the Internal Revenue Code OF 1983 for corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

MANNER OF ELECTION

ALL DIRECTORS WILL BE APPOINTED BY THE PRESIDENT/CEO AND OR ELECTED BY MAJORITY VOTE. THE BOARD WILL CONSIST OF AT LEAST FIVE DIRECTORS.

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TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL DIRECTORS

Martha Williams/CEO 5045 NW 196th Terr., Miami, Fla 33056
C.W. Williams, Vice President, 5045 NW 196th Terr., Miami, Fla 33054
Louise Lewis , 301 N.E. 62nd Street, Miami, Fla., 33138
Natarsha Page, 5045 NW 196th Terr., Miami, Fla., 33056
Yolanda Stephens. 5045 NW 196th Terr., Miami, Fla. 33056

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME OF THE REGISTERED AGENT IS:

Dr. Regina Eason
2508 Superior Street
Opa Locka, Florida 33054

ARTICLE VII

INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR:

Mrs. Martha Williams
5045 NW 196th Terr.
Miami, Florida 33056

ARTICLE VIII

CHARITABLE ORGANIZATIONS PROVISIONS

NOTWITHSTANDING ANY POWERS GRANTED TO THE CORPORATION BY ITS ARTICLES, BY LAWS OR BY THE LAWS OF THE STATE OF FLORIDA, THE FOLLOWING LIMITATIONS OF POWER SHALL APPLY:

A. THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL AND SCIENTIFIC PURPOSES, INCLUDING FOR SUCH PURPOSES THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

B. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INSURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR THE SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF PURPOSES SET FORTH IN THE PURPOSE CLAUSE 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 DISTRIBUTING OF STATEMENTS) ANY POLITICAL CAMPAIGN ON OR BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE. NOTWITHSTANDING ANY OTHER PROVISION OF

THIS DOCUMENT, THE ORGANIZATION SHALL CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (i) BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (c)(3) OF THE CODE; OR (ii) BY AN ORGANIZATION CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(c)(2) OF THE CODE.

C. UPON DISSOLUTION OF THE CORPORATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR A STATE OR LOCAL GOVERNMENT FOR PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED BY THE COURT HAVING JURISDICTION OVER THE CORPORATION, EXCLUSIVELY FOR SUCH PURPOSES OR TO SUCH ORGANIZATION OR ORGANIZATIONS, AS SAID COURT SHALL DETERMINE, WHICH ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR SUCH PURPOSES.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Martha L. Williams
SIGNATURE OF INCORPORATOR

7/12/04
DATE

Mr. Legner Esq.
SIGNATURE OF REGISTERED AGENT

7/12/04
DATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA