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FLORIDA NON-PROFIT CORPORATION

OVERTOWN CIVIC PARTNERSHIP, INC.

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CLERK OF COURT
JULY 2005, FLORIDA

**ARTICLES OF INCORPORATION
OF
OVERTOWN CIVIC PARTNERSHIP, INC.
(A Florida Not-For-Profit Corporation)**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit, non-stock, perpetually existing corporation pursuant to Chapter 617, Florida Statutes.

ARTICLE I

Name and Location of Initial Principal Office

The name of this Corporation is OVERTOWN CIVIC PARTNERSHIP, INC., a Florida not for profit corporation. Its initial principal office shall be at 250 NW 9th Street, Miami, Florida 33131.

ARTICLE II

Incorporator

The name and address of the Incorporator of this Corporation is Alfred G. Smith, 201 South Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

ARTICLE III

Purposes

This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future federal income tax laws.

ARTICLE IV

Activities Not Permitted

Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future federal income tax laws or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provision of any future federal income tax laws.

ARTICLE V

Dedication and Distribution of Assets

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, any director, officer or member of this Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for this Corporation affecting one or more of its purposes as set forth in Article III hereof, and no director, officer or member of this Corporation or any other private individual shall be entitled to share in the distribution of

any of this Corporate assets upon dissolution of this Corporation. Upon the dissolution or winding up of this Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this Corporation shall be distributed to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes, which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or corresponding provisions of any future federal income tax laws or to the federal, state or local governmental body or agency.

ARTICLE VI

Management of Corporate Affairs

(a) Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This Corporation shall have five (5) Directors initially. The number of Directors of this Corporation may be increased or diminished from time to time by the By-Laws but shall never be less than five (5). The Directors will be elected, removed and hold office in the manner set forth in the By-Laws of this Corporation. The names and addresses of initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Theodore Bachan	250 NW 9 th Street Miami, Florida 33131
Irby McKnight	250 NW 9 th Street Miami, Florida 33131
Del Bryan	250 NW 9 th Street Miami, Florida 33131
Andrea Copeland	250 NW 9 th Street Miami, Florida 33131
Rod Petrey	250 NW 9 th Street Miami, Florida 33131

(b) Corporate Officers. The Board of Directors will elect the following officers: President, Vice President, Treasurer, and Secretary and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. The officers shall be initially elected at the first annual meeting of the Board of Directors.

ARTICLE VII

Membership

The membership of this Corporation shall be open to all persons regardless of race, color, creed, sex or national origin. The qualifications for membership and the manner of

admission to membership and removal therefrom shall be governed and regulated by the Bylaws of this Corporation.

ARTICLE VIII
By-Laws

The Board of Directors of this Corporation will adopt By-Laws for the conduct of the business of this Corporation and the carrying out of its purposes. The By-Laws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Chapter 617 of the Florida Statutes, as amended.

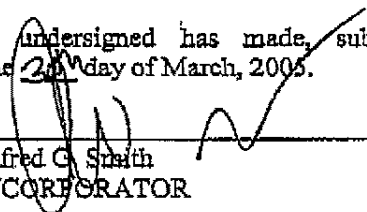
ARTICLE IX
Amendments to Articles of Incorporation

These Articles of Incorporation may be amended by the Directors in accordance with the procedures set forth in Chapter 617 of the Florida Statutes, as amended.

ARTICLE X
Initial Registered Office and Agent

The name and address of the initial registered agent of this Corporation is CORPORATION COMPANY OF MIAMI, 201 South Biscayne Boulevard, Suite 1600(AGS), Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on the 20th day of March, 2005.




Alfred G. Smith
INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

DATED THIS 30th DAY OF MARCH 2005.

Corporation Company of Miami

By: 
Its: Felicia Hickey
Name: Asst Secretary

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