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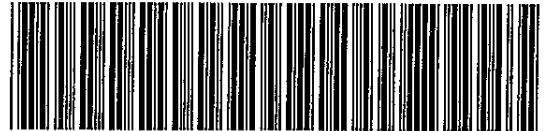
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 MAY 23 PM 3:36

J. Shivers MAY 24 2005

***Perrine Educational Development
Community Outreach, Inc.***

***9850 E. Datura Street
Miami, Florida 33157***

May 18, 2005

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

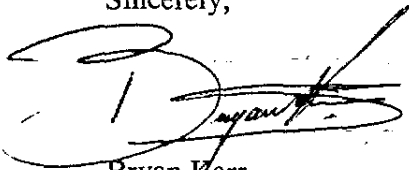
Transmittal Letter

Proposed Corporate Name: Perrine Educational Development Community Outreach, Inc.

Enclosed is an original and (1) copy of the article of incorporation and a check for:

- (i) \$87.50 – Filing Fee, certified copy & Certificate of status

Sincerely,



Bryan Kerr
Director

bk/ew

cc: File

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DIVISION OF CORPORATIONS
05 MAY 23 PM 3:36

ARTICLE OF INCORPORATION
Of
PERRINE EDUCATIONAL DEVELOPMENT COMMUNITY OUTREACH, INC.

Pursuant to the provisions of section 617.100 of the Florida Statutes, this Florida Not For Profit Corporation the undersigned adopts the following Articles of Incorporation.

ARTICLE I
CORPORATE NAME

The name of this corporation is PERRINE EDUCATIONAL DEVELOPMENT COMMUNITY OUTREACH, INC.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is 9850 E. Datura Street, Miami Florida 33157. The corporation may maintain offices and/or transact business at other locations, either within or without the state of Florida.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the not-for-profit corporation's initial registered office and the name of its initial registered agent at such address is:

Bryan S. Kerr
Kerr & Kerr LLP
9924 SW 156 Ct.
Dade County
Miami, FL 33196

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Having been named as registered agent to accept service of process for the above stated not-for-profit 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.


Bryan S. Kerr, Partner
KERR & KERR LLP

05/14/05
Date

ARTICLE OF INCORPORATION
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ARTICLE IV
EXEMPT PURPOSE

The exempt purpose of the not-for-profit corporation is charitable, educational, and communal and will conduct activities that promote:

- relief of the poor, the distressed and/or the underprivileged,
- family stability,
- the lessening of neighborhood tensions,
- the defense of civil rights secured by law,
- the growth of community development,
- the reduction of juvenile delinquency,
- all lawful business for which corporations may be incorporated under the by-laws of the state of Florida

ARTICLE V
DURATION

The duration of the not-for-profit corporation shall be perpetual.

ARTICLE VI
OPERATING PROVISIONS

The provisions for the operation, regulations, and management of the business and initial affairs of the not-for-profit corporation shall be as set forth in the by-laws, which may be amended from time to time by a majority vote of a quorum of the board of Directors.

ARTICLE VII
FISCAL YEAR

The fiscal year of the not-for-profit corporation shall be from January 01 of each year to December 31 of each year.

ARTICLE VIII
MANAGEMENT

ARTICLE OF INCORPORATION
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The business of the corporation shall be conducted under the exclusive management of its members who shall vote according to the guidelines set forth in the by-laws and shall have exclusive authority to act for the corporation in all matters. The names and addressees of each Manager or Managing member and initial board of directors are:

Millicent R. Taylor
Director
19834 SW 118th Avenue
Miami, Florida 33177

Richard J. Smith
Director
14260 SW 109th Avenue
Miami, Florida 33176

Evans J. Loctar
Director
3717 NE 15th St
Homestead, Florida 33033

Bryan S. Kerr
Director
9924 SW 156th Ct
Miami, Florida 33196

Maxwell T. Berkel
Director / Pastor
27320 SW 167th Ct
Homestead, Florida 33031

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the members and as set forth in the by-laws of the not-for-profit corporation from time to time and at each annual meeting at which directors are to be elected

ARTICLE IX
LIABILITY OF DIRECTORS AND MEMBERS

To the fullest extent permitted by law, no director or member of this not-for-profit corporation shall be personally liable to the not-for-profit corporation for monetary damages, for breach of any duty owed to the not-for-profit corporation, except that a director or member may be held

ARTICLE OF INCORPORATION
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personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) a transaction from which the director or member derives an improper personal benefit.

Any director, officer, or member who is involved in litigation or other proceedings because of his or her position as a director or officer of this not-for-profit corporation shall be indemnified and held harmless by the not-for-profit corporation fully permitted by law.

ARTICLE X
CONTINUATION

The remaining members of the not-for-profit corporation by unanimous vote may exercise the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or occurrence of any other event, which terminates the continued membership of a member in this not-for-profit corporation. Members cannot enter into business that is of the same nature of Perrine Educational Development Community Outreach, Inc.

ARTICLE XI
ADMISSION OF MEMBERS.

Additional members may be admitted to this not-for-profit corporation only upon such terms as stated in the by-laws. The Board of Directors must consist of only members of the Perrine Seventh-day Adventist Church and appointed by a majority vote by the Perrine Seventh-day Adventist Church Members present.

ARTICLE XII
OTHER PROVISIONS

Operation - Because a substantial portion of this organization activities must further its exempt purpose, certain other activities are prohibited or restricted including but not limited to the following activities. This not-for-profit corporation:

- Must absolutely refrain from participating in the political campaigns of candidates for local, state, or federal office.
- Must restrict its lobbying activities to an insubstantial part of its total activities.
- Must ensure that its earnings do not inure to any private shareholder or individual.
- Must not operate for the benefit of private interests such as those of the founders, the founders' family, its shareholders, or persons controlled by such interest.
- Must not operate for the primary purpose of conducting a trade or business that is not

ARTICLE OF INCORPORATION
of
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- related to its exempt purpose.
- May not propose or engage in activities that are illegal or violate fundamental public policy.
 - Must not act in such a manner that would result in the loss of exempt status.

Distribution of assets upon dissolution – Upon dissolution of this not-for-profit corporation, the remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes.

Conflict of Interest - In connection with any actual or possible conflict of interest, provisions as set forth in the by-laws of the not-for-profit corporation will prevail. An interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees.

ARTICLE XIII
INCORPORATOR

The incorporators of this not-for-profit corporation are:

Millicent R. Taylor
Director
19834 SW 118th Avenue
Miami, Florida 33177

Richard J. Smith
Director
14260 SW 109th Avenue
Miami, Florida 33176

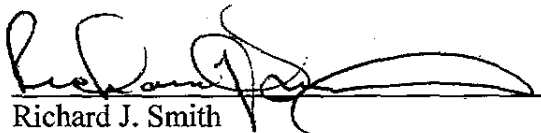
Evans J. Loctar
Director
3717 NE 15th St
Homestead, Florida 33033

Bryan S. Kerr
Director
9924 SW 156th Ct
Miami, Florida 33196

Maxwell T. Berkel
Director / Pastor
27320 SW 167th Ct
Homestead, Florida 33031

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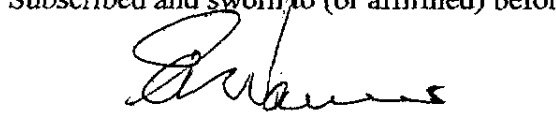
The undersigned incorporators certify both that they executed these Articles for the purposes herein stated, and that by such execution, they affirm the understanding that should any of the information in these Articles be intentionally or knowingly misstated, they are subject to the criminal penalties for perjury set forth in The Florida Statutes as if this document had been executed under oath. We, the undersigned, certify that we have read the above Articles of Incorporation and that they are true and correct to the best of our knowledge.


Richard J. Smith
Director

State of Florida,
County of Dade,

Before me, the undersigned authority, on this day personally appeared **Richard J. Smith**. This individual presented Florida ID No. N.A. or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.


Subscribed and sworn to (or affirmed) before me this 14th day of May, 2005.


Notary Public in and for the state of Florida



EWART WARNER
MY COMMISSION # DD 275476
EXPIRES: March 4, 2008
Bonded Thru Budget Notary Services

My Commission Expires: 4.4.08


Evans J. Loctar
Director

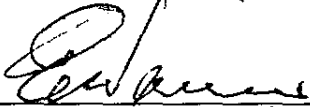
State of Florida,
County of Dade,

Before me, the undersigned authority, on this day personally appeared **Evans J. Loctar**. This individual presented Florida ID No. N.A. or is known to me to be the

ARTICLE OF INCORPORATION
of
PERRINE EDUCATIONAL DEVELOPMENT COMMUNITY OUTREACH, INC.

persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 14th day of May, 2005.



Notary Public in and for the state of Florida



EWART WARNER
MY COMMISSION # DD 275476
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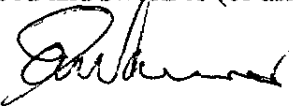
My Commission Expires: 4.4.08

Millicent R. Taylor
Millicent R. Taylor
Director

State of Florida,
County of Dade,

Before me, the undersigned authority, on this day personally appeared **Millicent R. Taylor**. This individual presented Florida ID No. N.A or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 14th day of May, 2005.




Notary Public in and for the state of Florida



EWART WARNER
MY COMMISSION # DD 275476
EXPIRES: March 4, 2008
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Bryan S. Kerr
Director

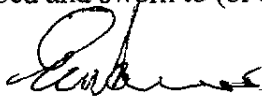
State of Florida,
County of Dade,

Before me, the undersigned authority, on this day personally appeared **Bryan S. Kerr**. This individual presented Florida ID No. N.A or is known to me to be the

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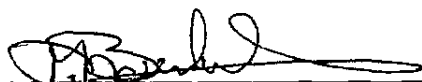
persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 14th day of May, 2005.



Notary Public in and for the state of Florida

My Commission Expires: 4.4.08



Maxwell T. Berkel
Director

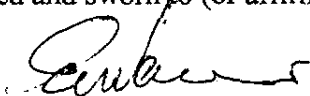


EWART WARNER
MY COMMISSION # DD 275476
EXPIRES: March 4, 2008
Bonded Thru Budget Notary Services

State of Florida,
County of Dade,

Before me, the undersigned authority, on this day personally appeared Maxwell T. Berkel. This individual presented Florida ID No. N-D or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 14th day of May, 2005.



Notary Public in and for the state of Florida

My Commission Expires: 4.4.08



EWART WARNER
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