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GLORIA E. FLORES
866 NE 80th St
Miami, FL 33138

(City/State/Zip/Phone #)

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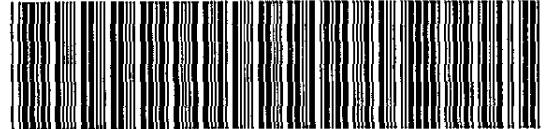
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Articles of Incorporation
Of
South Florida Family Services, Inc.**

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05 JUN 24 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

ARTICLE-1 Name

The name of the corporation is as follows: South Florida Family Services, Inc.

ARTICLE-2 Address

The address of the principal office and the mailing address of the corporation are:

Principal Office address:

866 N.E. 80th Street
Miami, Florida 33138

ARTICLE-3 Purposes

The South Florida Family Services, Inc. is organized, and shall be operated exclusively for charitable and educational purposes. To further its purpose of existence, the organization will offer high quality, cost effective, result oriented services and assistance to indigent and low-income families with children, youth and elderly with physical, mental, and developmental disabilities, emotional problem and special needs, and lead them economic self sufficiency and eventually to total independence from public assistance in a shortest possible time.

These services may include head start, early start, day care, foster care, health care, HIV/AIDS, prevention and intervention services, education, after care, runaway teenagers, counseling and support groups for families of incarcerated individuals, elder care, personal care, caregiver support, relief and recovery efforts, food distribution, disaster mitigation, housing, volunteer assistance, employment and training, auxiliary services, and other assistance as needed. These services will be extended to eligible families in close coordination with federal, state, or local government; and local faith and community-based organizations utilizing public, private, and individual resources.

ARTICLE-4 Board of Directors

There shall be a Board of Directors consisting of at least three individuals. The initial directors are elected by the incorporator. After that, each director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two thirds of the Boards of Directors.

President/CEO

Gloria Flores
866 N.E. 80th Street
Miami, Florida 33138

Secretary

Esther Couvertier
600 N.E. 36th Street
Miami, Florida 33137

Treasurer

Isabel M. Moran
8638 Harding Ave., #420
Miami, Florida 33141

ARTICLE-5 Powers

Solely for the above purposes, the corporation shall have the following powers;

A. To exercise all rights and powers confer by the Laws of the State of Florida non profit corporation, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: *To acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sale, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.*

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which non-profit corporation may be incorporated under the Florida Not For Profit Corporation Act., and any other successor or amendment to the Florida Not For Profit Corporation Act.

C. To do any other things as are in incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation

ARTICLE-6 Initial Registered Office and Agent

The street address of the initial registered office of the corporation is:

866 N.E. 80th Street
Miami, Florida 33138

The name of its initial registered agent at that address is:

GLORIA FLORES

ARTICLE-7 Incorporators

The name and street address of each incorporator is as follows:

Gloria Flores
866 N.E. 80th Street
Miami, Florida 33138

ARTICLE-8 Duration

The duration of the corporation is perpetual.

ARTICLE-9 Not for Profit

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not form for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 USCA 501 (c)(3) (referred to below as @code@). If the corporation ever has members, no member shall have any vested right interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these ARTICLES, under law and under 26 USCA 501 (c) (3).

ARTICLE-10 Immunity Status

It is intended that the corporation shall qualify as an educational or charitable or educational institution within the United States under 22 USCA 2459 (Immunity from seizure under judicial process of cultural objects for temporary exhibition or display). This qualification shall not interfere with the corporation's tax exempt status.

ARTICLE-11 Tax Exempt Status

It is intended that the corporation shall have and continued to have the status of a corporation that is exempt from federal income taxation 26 USCA 501(a) as organization described in 26 USCA 501 (c)(3) and which is other than a private foundation as define in 26 USCA 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 USCA 501 (c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as for time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE-12 Dissolution

On the dissolution of the corporation, the board of Directors shall, after paying or making provision for the payment of all payment of all of the liabilities of the corporation distribute all of the assets of the corporation exclusively for charitable or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distribute shall be distributed in accordance with the direction of any court having jurisdiction in the country in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determined. For purposes of this article, an organization is a qualified organization only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA 170 and 170 (c) (2) (b) and is described in 26 USCA 509 (a) (1), (20) or (3).

ARTICLE-13 Bylaws

The bylaws of the corporation are to be made by the Board of directors, and may be altered amended or rescinded by the Board of directors.

ARTICLE-14 Commencement of Corporate Existence

The date when corporate existence shall commence is as of the date of filing.

In, witness, the undersigned incorporator has signed these articles of incorporation on June 15, 2005.

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Gloria Flores

6-16-2005
Date