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**FLORIDA NON-PROFIT CORPORATION**

**the guyana association of south florida, inc.**

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# ARTICLES OF INCORPORATION OF THE GUYANA ASSOCIATION OF SOUTH FLORIDA, INC.

## ARTICLE I

The name of this corporation is THE GUYANA ASSOCIATION OF SOUTH FLORIDA, Inc.

## ARTICLE II

The corporation is organized pursuant to the provisions of the General Non profit Corporation Law of the State of Florida. The term of the Corporation shall be perpetual.

## ARTICLE III

The principal office for the transaction of business of this Corporation is 19755 S.W. 134<sup>th</sup> Court, Miami, Florida 33177.

## ARTICLE IV

The purposes for which this Corporation is formed are exclusively charitable, educational and cultural and consist of the following:

### A. The specific and primary purposes are:

1. To conduct programs designed to improve the Education Outreach and Development, Scholarship, Family Development, Elderly Care and Development, Health and Physical Fitness Development, Youth and Child Development and Outreach, History Traditions and Culture of Guyana.

The program activities are designed to meet those needs expressed by the Guyanese community and or The Guyana Association of South Florida, Inc. These facilities will provide the community with counseling, support, referral and direct activities to reduce crime, improve family/individual values, improve career choices, provide elderly support and care, and to strengthen the educational opportunities for the young.

2. To raise the Economic, Educational, Social and Cultural levels of Guyanese especially the underprivileged Guyanese residents and more specifically those of the South Florida service area.
3. To expand the opportunities available to said residents and groups to manage, and operate business enterprises in this economically underprivileged or depressed area; to assist said residents and groups in developing educational, professional, entrepreneurial and management skills necessary needed to be a contributor to the community.

These Articles of Incorporation were prepared by  
Rudolph D. Griffith, Esq.  
19755 SW 134<sup>th</sup> Court, Miami, Florida 33177  
TBN 847038

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4. To expand the opportunities available to said residents and groups to obtain adequate low - cost housing accommodations.
5. To aid, support and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundation organized and operated exclusively for charitable, religious, cultural, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
6. To do any and all lawful activities that may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, foundations, or governmental bureaus, departments, or agencies.

B. In furtherance, but not in limitation, of the foregoing charitable, educational, and cultural purposes, the Corporation shall have the following powers:

1. To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest, or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property, or rights of services so acquired for the purposes above mentioned.
2. To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for monies borrowed, or in payment for property acquired or for any of the purposes of the corporation, and to secure payment of and such obligation by mortgage, pledge, deed, indenture, agreement of or agreement in regard to all or any part of the property, rights or privileges of the Corporation;
3. To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred or common stocks, and any other securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible, all as

the Corporation's Board of Directors shall deem advisable and as may be permitted by law;

4. To provide advice, support, credit, funds, capital, gifts and other lawful forms of assistance, financial and otherwise, to or for use in business enterprises owned, or destined to be owned, by said residents and groups;
5. To furnish management, administrative and other business advice, support, training and technical assistance to its members in order to enable them to develop necessary skills for community, family and personal development,
6. To encourage and voluntarily assist said members to organize, create, acquire, obtain financing to own, manage and operate business enterprises;
7. To obtain information and conduct research, studies and analyses the problems of said community, and prepare and publish reports, as to any and all matters that may be of use in furthering the expansion of business enterprises owned or operated by said residents and groups, including information, research, studies, analyses and reports, as to markets, products, service, skills, sources of financing and any and all other matters;
8. To conduct educational and other efforts to eliminate prejudice and discrimination in the business and financial communities and to foster the establishment of sound and constructive relationships between the business and financial communities and said residents and groups seeking opportunities in business;
9. To aid, support and assist by gifts, contributions, loans, investment and other lawful forms of assistance other persons or organizations seeking to expand the opportunities for business ownership by said residents and groups in organizing, creating, acquiring, obtaining financing for, owning, managing and operating business enterprises;
10. To conduct educational activities designed to provide instruction or training of said residents and groups for the purposes of improving or developing their capabilities, language and job skills, and the instruction of the public on subjects useful to said residents and groups and beneficial to the community as a whole;

To engage in the activity of operating business ventures for the purposes of providing job training, employment and managerial development opportunities to said residents for the charitable purpose of furthering the economic development of the community.

11. To engage in any and all other activities which will directly or indirectly improve the welfare and economic conditions of said residents and groups; and

12. To exercise all other rights and powers conferred upon the corporation formed under the General Nonprofit Corporation Law of the State of Florida: provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable, educational, cultural purposes of the corporation.

C. All of the foregoing purposes and powers shall be exercised exclusively for charitable, educational, and cultural purposes in such manner that the Corporation shall qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954 and State of Florida, and shall hereafter be in force and effect.

## ARTICLE V

The corporation is to be organized in a non-stock, certificate of membership basis. Such membership shall be non-redeemable, non-transferable and non-dividend bearing.

### I. Membership In General

There shall be two classes of Members of the Corporation. The first class of members shall be known as individual members and the second class of members shall be known as Organizational Members. Except as otherwise provided by the by-laws of the corporation, the corporation, the voting, and other rights, privileges and interests of Individual and Organizational members shall be equal. Any reference to Members shall be construed to include both Individual and Organizational Members, unless otherwise specified.

### II. Membership Qualifications

1. Individual Membership: Individual membership shall be open to any natural person eighteen years of age or older who resides in the defined service area, and or meets the admission requirements herein defined.
2. Organizational Membership: Membership shall be open as Organizational Membership to those who meet any of the following qualifications:

(i) Any individual, corporation, partnership, association or organization located in the Service Area owning property, conducting business, employing residents or providing services to residents of the area or whose stated purposes are consistent with or supportive of the purposes of this Corporation.

(ii) Representatives of public quasi- public, or governmental bodies, agencies, departments, bureaus or financial institutions which have an interest in or are supportive of the purposes of this Corporation with the provision that such membership from the aforesaid organizations will not represent a majority of the membership of this Corporation.

3. Any individual, corporation, partnership, association or organization, not necessarily located in the Service Area who has contributed to or is supportive of the corporation's programs in a financial or non-financial form, or who has demonstrated expertise in one of the corporation's fields of program priority as defined by the Board of Directors. Such fields of expertise may include but not be limited to: finance, accounting, architecture, engineering, human resources, training, development, etc.

#### C. ADMISSION TO MEMBERSHIP:

1. Any person may become a member if he or she is 18 (eighteen) years or older, regardless of race or creed, and is a resident of the Service Area.
2. Any person who indicates an interest and desire to become a member by signing and returning a completed application to the Secretary of the Corporation.
3. Any individual, corporation, partnership, association, organization or representatives from organizations as delineated in these Articles may become a member by making written application to the Corporation in a form prescribed by the Board of Directors and upon acceptance of this application by the Board of Directors. If a majority of the members of the Board of Directors and a majority of a quorum of the corporation's membership votes affirmatively to admit such applicants, said applicants shall become members.

#### ARTICLE VI

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 any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal and state income taxes under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, and appropriate sections of applicable state law as the same may be amended from time to time.

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ARTICLE VII

SECTION 1

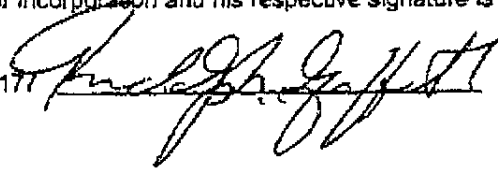
The number of persons constituting the Board of Directors shall not be less than 11 (eleven) members. The Board of Directors shall fix the exact number from time to time. Members of THE GUYANA ASSOCIATION OF SOUTH FLORIDA, its assigns, designees or successors can at all times appoint at least 6 (six) members to the Board of Directors or a percentage equal in number to 6 (six) appointed members on an 11 (eleven) member Board of Directors. This right of membership who were born in Guyana or their descendants shall not be abridged and shall remain with the corporation as long as the corporation shall exist. The additional, five (5) or percentage equal to six on an eleven member board of, Directors shall be elected from the membership at large. Elected members of the Board of Directors shall at all times comprise a majority on the Board of directors.

The number of Directors may be fixed or changed from time to time by amendment of these Articles of Incorporation, or by amendment of the by-laws of this corporation adopted by the vote or written assent of the members of the corporation entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of members called pursuant to the by-laws.

ARTICLE VIII - SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation and his respective signature is as follows:

Rudolph D. Griffith 19755 SW 134<sup>th</sup> Court Miami, Florida 33177

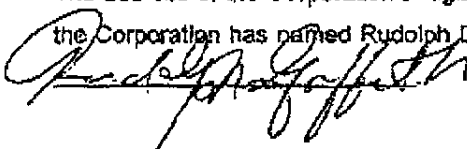


ARTICLE IX

The terms of office of the initial Board of Directors will be set at the next meeting of the Board of Directors. Elected members shall be added to serve on the board on a staggered basis, consistent with the terms of the appointed members of the Board of Directors. Members will be elected from time to time, serve on the Board of Directors consistent with a time and requirement of the funds from funding agency(ies). These executive positions may be changed expanded or decreased in accordance with the laws of the state of Florida and the by laws of the corporation.

ARTICLE X

The address of the Corporation's registered office is 19755 S.W. 134<sup>th</sup> Court, Miami, Florida 33177, and the Corporation has named Rudolph D. Griffith as its Registered Agent. I hereby accept the designation



ARTICLE XI

The authorized number and qualifications of Members of the Corporation, the different classes of membership, if any, the property, voting and other rights and privileges of Members and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the BY-Laws.

#### ARTICLE XII

The Corporation is formed for charitable, educational and cultural purposes. The Corporation is not organized, nor shall it be operated for a primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to the 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 payments and assets, profits, and net income of the Corporation are irrevocably dedicated to charitable, educational and cultural purposes, and no part of the profit or net income of the Corporation shall inure to the benefit of any Director, Officer, Member thereof or to the benefit of any individual.

#### ARTICLE XIII

Upon winding up a 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 an organization and used exclusively to accomplish the general purposes for which this Corporation was 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 Superior Court of the County in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in liquidation.

#### ARTICLE XIV

In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code 1954, the corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

#### ARTICLE XV

Any person (and the heirs, executors, and administrators of such persons) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expense, including attorney's fees and disbursement, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights

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to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

#### ARTICLE XVI - RULES OF ORDER

"ROBERT'S RULES OF ORDER" shall determine the rules of order in all meetings of the members and the board of Directors unless in conflict with any of the terms hereof.

#### ARTICLE XVII - AMENDMENTS

The By-Laws may be adopted, amended, altered or repealed by a majority vote of the members of the organization or by a majority vote of the Board of Directors at any annual or special meeting called for such purpose provided that the purpose, date and place of the meeting, is announced at least twenty days prior to the date of said meeting.

#### ARTICLE XIII - INCORPORATORS

The names and addresses of the incorporators of these articles of incorporation and their signatures are as follows:

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

On this 15<sup>th</sup> day of August, 2005 before me, the undersigned Notary Public, personally appeared Rudolph D. Griffith known to me to be the person whose name is subscribed to the Articles of Incorporation for The Guyana Association of South Florida, Inc. attached herein, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Shantina Anderson  
Notary Public State of Florida

My Commission Expires: 9/3/06



Shantina Anderson  
Commission # 00135780  
Expires Sep. 3, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

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