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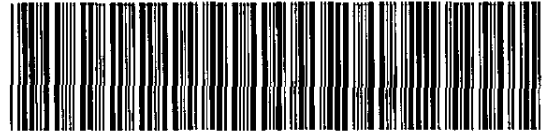
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DEPARTMENT OF REVENUE

FILED  
05 NOV 22 PM 12:52  
TALLAHASSEE, FLORIDA

**COVER LETTER**

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

**SUBJECT: Brownsville Revolution Community Land Trust of Miami, Inc.**  
**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Larrie M. Lovett, II.  
Name (Printed or typed)

4520 NW 27th Avenue, Suite 3  
Address

Miami, Florida 33142  
City, State & Zip

(305) 951-1496  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION

OF

BROWNSVILLE REVOLUTION COMMUNITY LAND TRUST OF MIAMI, INC.  
a Florida Not For Profit Corporation

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation shall be the BROWNSVILLE REVOLUTION COMMUNITY LAND TRUST OF MIAMI, INC.

ARTICLE II

TERM OF EXISTENCE

The date and time of the commencement of the corporation existence of the Corporation shall be as of the time of the filing of these Articles of Incorporation by the Department of State for the State of Florida, and this Corporation shall exist perpetually, unless sooner dissolved under Florida law.

ARTICLE III

CHARITABLE PURPOSE AND POWER

1. The Corporation shall be at all times a not for profit corporation under the provisions of the Florida Not For Profit Act (Chapter 617, Florida Statutes). The Corporation shall be organized and shall be operated exclusively for public charitable, conservation and educational uses and purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, as that section may from time to time be amended or renumbered.

2. The objectives and purposes to be exclusively transacted and carried on are:

A. To provide opportunities for low and moderate income people to secure housing that is decent and affordable and that is controlled by the residents on a long-term basis.

B. To preserve the quality and affordability of housing for future low and moderate income residents of the community.

C. To combat community deterioration in economically disadvantaged neighborhoods by promoting the development, rehabilitation, and maintenance of decent housing in these neighborhoods; by promoting economic opportunities for low and moderate income residents of these neighborhoods; by making land available for projects and activities that improve the quality of life in these neighborhoods; and by assisting residents of these neighborhoods in improving the safety and well-being of their community.

D. To protect the natural environment and to promote the ecologically sound use of land and natural resources and the long-term health and safety of the community.

E. To discover and memorialize the history, culture, and architecture of Miami, Florida's communities; to research, discover, procure, purchase, restore and assure the preservation of buildings, land, homes, or other articles which may relate to the history, culture, and architecture of Miami, Florida.

3. Any land acquired by the Corporation shall be held for the benefit of the local community in accordance with the corporate purposes.

A. Land held by the Corporation may be leased to persons, households, or other legal entities for such use and on such terms that are consistent with the purposes of the Corporation, the Articles of Incorporation, and the Bylaws.

B. The decision to mortgage or otherwise encumber land owned by the Corporation shall require the approval of the Board of Directors and the consent of any persons to whom the land in question is leased.

C. Land shall not be sold by the Corporation except in extraordinary circumstances when such sale is considered a necessary means of achieving the purposes of the Corporation. No Land shall be sold without:

i. The approval of at least two-thirds of the entire Board of Directors.

ii. The consent of any persons to whom the land in question is leased.

iii. The approval of at least two-thirds of the members of the Corporation present at a regular or special membership meeting, a quorum being assembled.

4. Because it is the purpose of the Corporation to assure the continued affordability of housing and other improvements on the Corporation's land for low and moderate income people in the future, the Corporation shall, in the terms of any land lease issued by the Corporation, provide for the perpetual preservation of the affordability

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of housing and other facilities on the land for low and moderate income people. For the purpose of preserving affordability, the Board of Directors and Members of the Corporation shall adopt, in accordance with the Bylaws, a "resale formula" which shall determine the price at which the corporation will have the option, including the "resale formula" thus adopted, shall be included in all leases issued by the Corporation. To the extent possible, the "resale formula" shall:

A. Allow the lessees from whom the property is purchased to receive a price that fairly represents the value that the lessees have invested in that property; and

B. Limit the price of the property to an amount that will be affordable for other low and moderate income people.

6. In furtherance, but not in limitation, of the foregoing charitable purposes, the Corporation shall have the full power and authority to:

A. Conduct programs and activities; raise funds; request and receive grants, gifts, contributions, dues and bequests of money, and property; or acquire, receive hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the benefit of other organizations exempt under Section 501(c) (3) of the Internal Revenue Code.

B. Carry on all the other activities allowed by the laws of the State of Florida and the United States for a charitable and educational organization.

C. Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business.

D. Within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code, to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Not For Profit Corporation Act.

E. Hold title to real and personal property; obtain real and personal property by donation, purchase, or otherwise; bargain, sell, convey, grant and donate real and personal property in accord with these Articles; mortgage, lease, or otherwise encumber the Corporation's real and personal property in accord with these Articles.

7. The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article III and as are exclusively charitable under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE IV

### PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

1. The Corporation shall be neither organized nor operated for pecuniary gain or profit. Moreover:

A. No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to any person and make payments and distributions in furtherance of the purposes as set forth in Articles III hereof.

B. 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 publication or any candidate for public office).

C. Notwithstanding any other provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

i. By a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code.

ii. By a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

2. It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operation of the Corporation, shall be construed, applied and carried out in accordance with such intent.

## ARTICLES V

### MEMBERSHIP

1. The Membership of the Corporation, who shall have full voting rights, in accordance with the Bylaws, shall be as follows:

A. The Initial Members, who shall have full voting rights at the First Annual Meeting, shall be those persons who have attended at least one of the "organizational meetings." The "organizational meetings" are those meetings held since \_\_\_ day of \_\_\_\_\_, 2005 under the sponsorship of the Trust for Public Land and Institute for Community Economics in the effort to organize the Corporation and to introduce the purposes of the Corporation to the community.

B. The Regular Members, who shall have full voting rights in accordance with the Bylaws subsequent to the first Annual Meeting, shall be:

i. All "Lessees," which term shall mean all persons who lease land or housing from the Corporation of who lease or own housing located on land leased by another entity from the Corporation; and

ii. All other persons who qualify as Regular Members under the Bylaws.

2. The Corporation shall provide for equal membership and employment opportunities to all persons regardless of race, color, religion, gender, age, or natural origin.

## ARTICLE VI

### BOARD OF DIRECTORS

1. The Corporation shall be governed by a Board of Directors. At the First Annual Meeting, and thereafter in accordance with the Bylaws, the Members shall elect a Board of Directors consisting of not less than seven (7) and more than thirteen (13) persons.

A. One-third of the Directors shall be nominated and elected, in accordance with the Bylaws, to represent the Regular Members of the Corporation who lease land from the Corporation.

B. One-third of the Directors shall be nominated and elected, in accordance with the Bylaws, to represent the Regular Members of the Corporation who do not lease land from the Corporation.

C. One-third of the Directors shall be nominated and elected, in accordance with the Bylaws, to represent the larger public interest.

2. The Directors shall be members of the Corporation and shall be eighteen (18) years old and older. A quorum of the Board of Directors shall consist of a majority of the Board of Directors, provided that at least one representatives from each of the three categories of representatives is present as set forth in the Bylaws, unless a duly adopted Bylaw requires a higher percentage.

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3. The names and addresses of the individuals, each of whom are eighteen (18) years old or older, constituting the Board of Directors of the Corporation until the First Annual Meeting are as follows:

Rev. Larrie M. Lovett, II.  
2799 NW 46 Street  
Miami, Florida 33142

Ms. Mildred Farrington  
4530 NW 27 Avenue  
Miami, Florida 33142

Mr. Thaddeus Hunter  
524 NW 52 Avenue  
Miami, Florida 33142

Ms. Ann McPhee-Moorman  
2774 NW 46 Street  
Miami, Florida 33142

Ms. Docie Williams  
4651 NW 32 Avenue  
Miami, Florida 33142

Mr. Calvin Leno  
1681 NW 195 Street  
Miami, Florida 33169

Mr. James Leno  
6810 NW 28 Avenue  
Miami, Florida 33147

Rev. Kenneth McGee  
4600 NW 23<sup>rd</sup> Avenue  
Miami, Florida 33142

4. The above named Directors shall serve until the First Annual Meeting.

## ARTICLE VII

### OFFICERS



1. The officers of the Corporation shall be the President, the Vice-President, the Secretary, and the Treasurer. The officers shall be elected by a majority vote of the Board of Directors, from among themselves, at the Annual Meeting of the Board.

## ARTICLES VIII

### BYLAWS

1. The Bylaws for the Corporation shall be adopted as follows:

A. A majority of the Initial Board of Directors shall approve the Bylaws prior to the First Annual Meeting; and

B. Two-thirds of the initial Members present and voting shall ratify the Bylaws at the First Annual Meeting.

2. The Bylaws shall contain the quorum, notice, and voting requirements for meetings and activities of the membership.

## ARTICLE IX

### DISSOLUTION/RESERVATION OF ASSETS

1. Notwithstanding anything herein to the contrary, the assets of the Corporation are hereby irrevocably dedicated to charitable use; accordingly, in the event of dissolution or the termination of the Corporation title to all of the assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code and Section 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose(s) provided such organization is dedicated to the assurance of the continued affordability of housing and other improvements for low and moderate income people in the future.

2. A decision to dissolve the Corporation and distribute the Corporations assets in a particular manner in accordance with these Articles of Incorporation shall require:

A. An affirmative vote by four-fifths of the entire Board of Directors at any regular or special meeting, provided that written notice of such meeting has included a full description of the plan of dissolution; and

B. An affirmative vote by four-fifths of the Regular Members present at a regular or special Membership meeting, a quorum being assembled, provided that written notice of such meeting, including a full description of the plan of dissolution, has

been given to all Members of the Corporation no later than three weeks prior to the meeting.

## ARTICLE X

### AMENDMENTS TO ARTICLES OF INCORPORATION

1. The Corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by statute, and all rights conferred on members herein are granted subject to this reservation, *except that no such amendment shall be made which would cause the objects or purpose which would be deemed to authorize this exclusively charitable, scientific or educational or which would permit part of the principal of or net earnings of the Corporation to inure to the benefit of any of its Members, Directors or officers or of any private individual.*

2. The Article of Incorporation may be amended, altered, or repealed only by:

A. *An affirmative vote by three-fourths of the entire Board of Directors at any regular or special Board meeting, provided that written notice of such meeting has set forth the proposed amendment or replacement, with appropriate explanations thereof; and*

B. *An affirmative vote by three-fourths of the Regular Members present at any regular or special Membership meeting, a quorum being assembled, provided that written notice of such meeting has set forth the proposed amendment or replacement, with appropriate explanations thereof.*

## ARTICLE XI

### INCORPORATORS

The name and addresses of the incorporator is as follows:

Rev. Larrie M. Lovett, II.  
2799 NW 46 Street  
Miami, Florida 33142

ARTICLE XII

INITIAL PRINCIPAL OFFICE AND REGISTERED  
AGENT OF CORPORATION

The initial principal office shall be 4520 NW 27<sup>th</sup> Avenue, Suite 3, Miami, Florida 33142. The name and address of the initial registered agent of the Corporation shall be:

Mr. Robert J. Black  
901 Ponce De Leon Blvd  
Penthouse Suite  
Coral Gables, Florida 33134

ARTICLE XIV

DEFINITIONS

For purposes of these Articles of Incorporation, "charitable purposes" include charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under Section 107(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered reference to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

IN WITNESS WHEREOF, the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and that I have executed these Articles of Incorporation for the purpose of creating a corporation, not for profit, under the law of the State of Florida.

DATED this 14<sup>th</sup> day of November, 2005.

  
INCORPORATOR

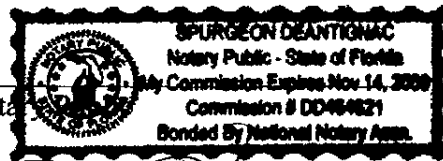
STATE OF FLORIDA

COUNTY OF DADE

Before me, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared Mr. Larrie M. Lovett, II. who, after being by me duly cautioned and sworn, upon their being by me duly cautioned and sworn, upon their oaths, acknowledged to me that they are the persons described in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal on this 15 day of NOVEMBER, 2005.

Notary



*Spurgeon DeAntignac*

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statues relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 617.0501, Florida Statues.

  
Robert J. Black

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05 NOV 22 PM 12: 52  
TALLAHASSEE, FLORIDA