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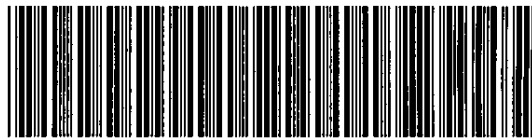
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(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**SUBJECT: MANNA COMMUNITY DEVELOPMENT CORPORATION**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75.

From: Annie Williams

9646 SW 151<sup>st</sup> Avenue

Miami, Florida 33196

Phone Number: (305) 383-1323

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07 FEB -1 AM 12:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MANNA COMMUNITY DEVELOPMENT CORPORATION.

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

In compliance with Chapter 617, F.S., (Not for Profit Corporations), the undersigned hereby adopts the following Articles of Incorporation:

ARTICLE I: Name of Corporation

The name of the corporation shall be MANNA COMMUNITY DEVELOPMENT CORPORATION.

ARTICLE II: Principal Office

The principal office of this corporation is to be located at 9646 S.W. 151<sup>st</sup> Avenue, Miami, Florida 33196, and the registered agent at this address shall be ANNIE WILLIAMS.

ARTICLE III: Corporate Purposes

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

A. To raise the economic, educational and social levels of poor immigrants of African origin as well as members of other minority communities, who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines; to foster and promote community wide interest and concern for the problems of said citizens to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic and otherwise, may be eliminated.

B. To expand the opportunities available to said citizens and groups to own, manage, and operate business enterprises in economically depressed areas; to assist said citizens and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; and to assist said citizens and groups in obtaining financial support from other sources.

C. To expand opportunities available to said citizens and groups to obtain adequate low-cost housing accommodations by constructing, rehabilitating, and providing decent, safe and sanitary housing throughout Haiti and in the United States for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of the corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide such housing through rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites for the purpose of combating the deterioration of the community and contributing to its physical improvement.

D. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific 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.

E. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining 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, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

F. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue law.

#### ARTICLE IV: Manner of Election of Directors

The method of selection of the Board of Directors and number of Directors shall be stated in the by-laws.

#### ARTICLE V: Initial Directors

The number of directors constituting the initial board of directors is three and the names, addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualified are:

CHRISTIE JEAN-BAPTISTE

9646 S.W. 151<sup>st</sup> Avenue,  
Miami, Florida 33196

ANNIE WILLIAMS

9646 S.W. 151<sup>st</sup> Avenue  
Miami, Florida 33196

JOSEPH B. PIERRE

8303-G Bluebird Way  
Lorton, Virginia 22079

#### ARTICLE VI: Initial Registered Agent

The address, including street number and zip code of the initial registered office is 9646 S.W. 151<sup>st</sup> Avenue, Miami, Florida 33196 and the name of the initial registered agent at such address is: ANNIE WILLIAMS.

#### ARTICLE VII: Incorporator

The name and address of the Incorporator of this Corporation is:

ANNIE WILLIAMS  
9646 S.W. 151<sup>ST</sup> Avenue  
Miami, Florida 33196

#### ARTICLE VIII: 501 (c)(3) Limitations

A. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. The Corporation is organized exclusively for charitable and educational purposes.

C. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

D. No substantial part of the activities of the corporation shall consist of 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.

E. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

F. 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.

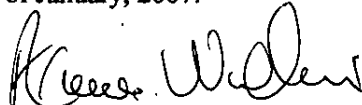
#### ARTICLE IX: Indemnification

Any person (and the heirs, executors and administrators of such person) 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 expenses, including attorney's fees and disbursements, 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 any 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 to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

#### EXECUTION

These Articles of Incorporation are hereby executed by the AGENT OF the incorporator on this 26th day of January, 2007.



Annie Williams

COUNTY OF DADE}ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the County of Dade to take acknowledgments, personally appeared Annie Williams, who is personally known to me, executed the foregoing instrument as the agent of the incorporator and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the county of Dade this 26<sup>th</sup> day of January, 2007.



NOTARY PUBLIC DADE COUNTY



**Adda O. Corrales**  
Commission # DD451754  
Expires August 9, 2009  
Bonded Troy Fair - Insurance, Inc. 800-368-7019

07 FEB -1 AM 12:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED.

IN COMPLIANCE WITH FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

MANNA COMMUNITY DEVELOPMENT CORPORATION, DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, DESIGNATES ITS INITIAL  
PRINCIPAL PLACE OF BUSINESS TO BE LOCATED IN: DADE COUNTY, FLORIDA.

FURTHER, IT DESIGNATES AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA THE FOLLOWING PERSON:

ANNIE WILLIAMS  
(REGISTERED AGENT)

BUSINESS ADDRESS: 9646 S.W. 151<sup>st</sup> Avenue  
MIAMI, FLORIDA 33196

SIGNATURE:   
REGISTERED AGENT

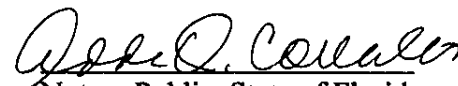
DATE: JANUARY 26, 2007

Having been named to accept service of process for the above-stated corporation, at the place  
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature:   
Registered Agent

Date: January 26, 2007

Sworn and Subscribed before me this 26<sup>th</sup> day of January, 2007.

  
Notary Public, State of Florida  
My commission Expires:



**Adda O. Corrales**  
Commission # DD451754  
Expires August 9, 2009  
Bonded Troy Firm - Insurance, Inc. 800-385-7019