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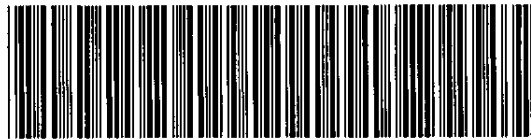
\_\_\_\_\_  
(Business Entity Name)

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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

08 OCT 16 AM 9:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight OCT 17 2008

# LAZARUS

## CORPORATE FILING SERVICE

3320 SW 87<sup>TH</sup> AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

### CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FLORIDA ALLIANCE FOR COMMUNITY  
(Corporation Name) (Document #)

2. EMPOWERMENT, INC.  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00 ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

### NEW FILINGS

- ☐ Profit
- ☒ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

### OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

### AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

### REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**Florida Alliance for Community**  
**Empowerment, Inc.**  
**A Florida "Not for Profit" Corporation**

08 OCT 16 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I Name of Corporation**

The name of the corporation shall be: Florida Alliance for Community Empowerment, Inc.

**ARTICLE II Principal Place of Business and Mailing Address**

The principal office of the corporation is located in Hollywood, Florida.  
The mailing address of the corporation is: 86 Juniper Road, Hollywood, Florida 33021.

**ARTICLE III Registered Agent**

The name of the registered agent of the corporation is Armando Loo.  
The address of this registered agent is 86 Juniper Road, Hollywood, Florida 33021

**ARTICLE IV Period of Duration**

The period of duration is perpetual. The qualification for members, if any and the manner of their admission shall be regulated by the bylaws.

**ARTICLE V Manner of Elections of Directors**

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

**ARTICLE VI Incorporator**

The name and address of the incorporator is: Carol Ann Vignone-Loo, 86 Juniper Road, Hollywood, Florida 33021

## **ARTICLE VII CORPORATE PURPOSES**

The purposes for which the Corporation is organized is to promote homeownership and rental opportunities and improve the level of available and affordable housing and to otherwise assist underserved individuals and families seeking financial empowerment and economic self-sufficiency. The corporation may engage in any and all conduct which it deems necessary and proper to accomplish these purposes, including among other things, by offering financial literacy seminars, offering case-management and referral services offering first time homebuyer and other down-payment assistance programs, refurbishing and/or constructing affordable housing, cooperating with governmental agencies and departments, and other such activities. The corporations may also engage in such other activities or conduct not specifically prohibited by the Florida Not-For-Profit Corporation Act. The Corporation shall not take any action which would be contrary to Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, and shall comply with the requirements of said code section.

## **ARTICLE VIII CORPORTATE 501(c)(3) LIMITATIONS**

**1. CORPORATE PURPOSES:** 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.

**2. EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

**3. NO PRIVATE INUREMENT:** 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.

**4. LOBBYING AND POLITICAL CAMPAIGNS:** 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.

**5. DISSOLUTION:** 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.

**6. "PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

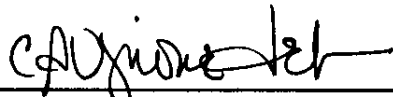
e.) The Corporation will not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**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 incorporator on this 15 day of OCTOBER, 2008.

  
\_\_\_\_\_  
Carol Ann Vignone-Loo

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent, in the State of Florida.

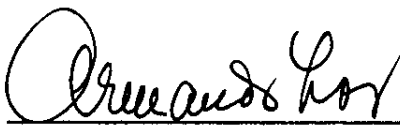
The name of the corporation is:

**Florida Alliance for Community Empowerment, Inc.**  
a Florida not for profit corporation

The address of the registered agent and office is

**Armando F. Loo  
86 Juniper Road  
Hollywood, FL 33021**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Armando F. Loo

Date: Oct. 17, 2008

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 OCT 16 AM 9:35

APPROVED  
AND  
FILED

# **Florida Alliance for Community Empowerment , Inc .**

## **ACTION BY UNANIMOUS CONSENT OF INCORPORATOR**

**Carol Ann Vignone-Loo** is the sole Incorporator of **Florida Alliance for Community Empowerment , Inc .** Attached is a copy of the Articles of Incorporation recently filed with the Florida Department of State.

§617.0205, Florida Statutes provides that in cases where there are no initial directors named in the Articles of Incorporation, the incorporators shall hold an organizational meeting for the purpose of electing directors and completing the organization of the Corporation. The above cited statute also provides that the incorporators can take such action without meeting if the actions are evidenced by a written consent signed by each incorporator. With the signature below of its agent, the sole incorporator of this Corporation hereby consents to the following actions:

### **Appointment of Board of Directors**

The incorporator hereby appoints the members of the initial board of directors to serve until their successors are chosen pursuant to the bylaws. The persons chosen as the initial board of directors are as follows:

<b>PRESIDENT:</b>	Carol Ann Vignone-Loo
<b>VICE PRESIDENT:</b>	Arleen F. Loo-Cuervo
<b>SECRETARY:</b>	Arleen F. Loo-Cuervo
<b>TREASURER:</b>	Allison M. Loo
<b>EXECUTIVE DIRECTOR:</b>	Armando F. Loo
<b>CHAIRPERSON:</b>	Carol Ann Vignone-Loo



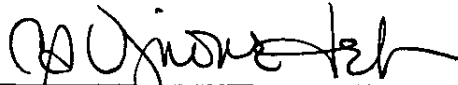
**DIRECTORS:**

Gustavo Cuervo  
Russell A. Loo  
Mary Jean Vignone

**CONSENT OF INCORPORATOR**

With his or her signature below, the Incorporator hereby consents to the above cited action by the Corporation.

**SIGNATURE OF INCORPORATOR:**

  
\_\_\_\_\_  
Carol Ann Vignone-Loo

Date: Oct 15, 2008