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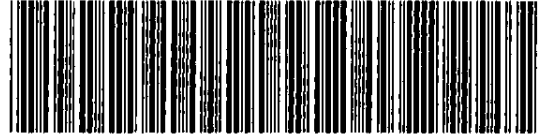
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
10/27



**BOARD OF DIRECTORS  
Officers and Members**

Reginald Clyne, Esq.  
Chairperson/President

Hosea Butler, Jr.  
Secretary

Verbert C. Anderson  
Treasurer

Nick Decius

Executive Director  
Leroy Jones

October 22, 2009

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Incorporation, and Certificate Designating Places of Business, and a check or money order for filing fees for the following:

Company Name	CK/MO #	Amount
<b>FRITAY FOUNDATION, INC</b>	1020	\$78.75

Please file both the Articles and certificates for the Designation for the corporation and return a certified copy of each document to the following address:

WILLIAM C. YOUNG  
Tools for Change  
Black Economic Development Coalition, Inc.  
180 NW 62<sup>nd</sup> Street  
Miami, FL 33150

Please feel free to contact me with any further questions.

Sincerely,

WILLIAM C. YOUNG  
Tools For Change

ARTICLES OF INCORPORATION

OF

FRITAY FOUNDATION, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be FRITAY FOUNDATION, INC. hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the corporation is 12143 N.W. 7<sup>th</sup> AVENUE, MIAMI, FLORIDA 33168.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal 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), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VI: MEMBERSHIP

The corporation shall be a non-membership organization.

#### **ARTICLE VII: REGISTERED OFFICE AND AGENT**

The Corporation's registered office shall be located at 830 N.E. 199<sup>th</sup> STREET, APT. 108, NORTH MIAMI BEACH, FLORIDA 33179 and LUDVY JOSEPH is the registered agent of the Corporation at that address.

#### **ARTICLE VIII: BOARD OF DIRECTORS**

The Board of Directors shall consist of FOUR (4) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws.

LUDVY JOSEPH, PRESIDENT  
P.O. BOX 682006  
MIAMI, FLORIDA 33168

BARBARA PRYOR, VICE PRESIDENT  
2290 N.E. 170<sup>th</sup> STREET, APT. 3  
NORTH MIAMI BEACH, FLORIDA 33162

DINA DAMUS, SECRETARY  
477 77<sup>th</sup> STREET  
MIAMI, FLORIDA 33168

WINNIE PIERRE, TREASURER  
17100 N.W. 29<sup>th</sup> PLACE  
MIAMI, FLORIDA 33056

#### **ARTICLE IX: OFFICERS**

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

#### **ARTICLE X: AMENDMENTS**

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

#### **ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

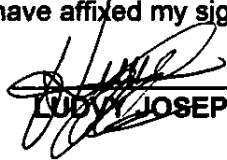
**ARTICLE XII: INCORPORATOR**

The incorporator of the Corporation is as follows:

**LUDVY JOSEPH, 830 N.E. 199<sup>th</sup> STREET, APT. 108, NORTH MIAMI BEACH, FLORIDA 33179**

IN WITNESS WHEREOF, I, **LUDVY JOSEPH**, the undersigned incorporator to these

Articles of Incorporation, have affixed my signature thereto on OCTOBER 22, 2009.

  
\_\_\_\_\_  
**LUDVY JOSEPH**

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TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First--That FRITAY FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of MIAMI; County of MIAMI DADE, State of Florida, has named LUDVY JOSEPH, at 830 N.E. 199<sup>th</sup> STREET, APT 108, in the City of NORTH MIAMI BEACH, County of MIAMI DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

SIGNED: \_\_\_\_\_

  
LUDVY JOSEPH

DATED: \_\_\_\_\_

10-22-09

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