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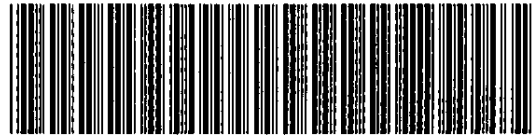
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11 JAN - 6 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

ARTICLES OF INCORPORATION

71 JAN -6 PM 4:46

Palms Community Development Corporation Incorporation

750 NW 8th Avenue
Hallandale Beach, Florida 33009
Phone 954-294-5015

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Florida not-for-profit Corporation)

The undersigned, acting as the Incorporator of the Palms Community Development Corporation, Incorporation, a not-for-profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617, Florida Statutes, as amended, (hereinafter referred as the "Corporation") and as President of the Corporation, by virtue of the authority granted in Resolution 2010 approved by a majority of the Corporation's Board of Directors at its December 2, 2010 meeting, hereby adopt the following Articles of Incorporation for the Corporation.

ARTICLE I Name

The name of this corporation shall be: Palms Community Development Corporation, Inc. hereinafter referred to as the "Corporation".

ARTICLE II Principal Office and Mailing Address

The Corporation's registered office is located at 750 NW 8th Avenue, Hallandale Beach, Florida 33009.

ARTICLE III Purpose

This Corporation is organized and operated exclusively for religious, charitable and educational 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 (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any future 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, as amended, or any future correspondence provision of any future United States Internal Revenue Law. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(C)(3) exempt organizations.

The primary purpose of this Corporation is to prevent, control, and reduce violent crime, drug abuse, and the gang activity within the Palms of Hallandale Beach, Florida, and empower residents toward change that discourages crime, nurtures responsible citizenship, fosters new resident leaders, engages residents, continues public, private, and multi-agencies' collaborations and resources, supports community improvements, and encourages entrepreneurship and incubates business in the Palms of Hallandale community. The Corporation's provisions for mentoring, employment training, education and tutoring, housing assistance, health education and job placement to youth and young adults in the underserved community in Hallandale, Florida are geared to address public safety, life skills and employment readiness training, job placement, health care and social services, homelessness and will provide academic support and career guidance for this targeted population within the general population.

ARTICLE IV Dedication of Assets

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

1. No part of the net earnings of the Corporation shall inure to any member of the Corporation not qualifying as exempt under Section 501(c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any director or officer of the Corporation, nor to any other private persons, excepting solely

such reasonable compensation shall pay for services actually rendered to the Corporation, or allowed by he Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation;

2. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before them public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign of behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the Corporation shall not carry on other activities not permitted to the carried on by an Corporation exempt from federal income under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The Corporation shall not lend any of its assets to any officer or director of this Corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this Corporation.
5. The Corporation's assets are dedicated to tax-exempt purposes.
6. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE V **Officers, Membership** **and Board of Directors**

The officers of the Corporation shall be a chairman, vice chairman, secretary, treasurer, Directors and such other offices as may be provided in the By-Laws. The manner in which the directors are elected and appointed shall be as noted in the By-Laws. No member of the Board of Directors will be entitled to or shall receive any compensation for participation on the Board. Board members are required to agree to guidelines established by the Corporation and noted in the By-Laws.

The Corporation will have voting members, and such membership, and classes thereof, shall be as defined in the Corporation's By-laws. The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute, by the Corporation's By-laws; articles shall be amended as noted in the By-laws. No member shall have any right, title, or interest in or to any property of the Corporation.

The Board of Directors shall consist of seven (7) persons. The number may be increased or decreased from time to time by an amendment as noted in the By-Laws. However, there shall never be less than three (3) persons on the Board of Directors. No member of the Board of Directors will be entitled to or shall receive any compensation for participation on the Board. Board members are required to abide by the by Corporation's code of ethics and its compliance process as noted in the By-laws, and agree to the Conflict of Interest guidelines established by the Corporation and noted in the By-laws.

The Initial Board of Directors shall consist of:

Officers and Directors	Office	Address
Katrice R. Johnson	Chairman	816 NW 1 st Avenue, Hallandale Beach, Florida 33009
J. Jurea Allen	Vice Chairman	532 NW 6 th Avenue, Hallandale Beach, Florida
Von Thomas	Treasurer	1005 NW 7 th Avenue, Hallandale Beach, Florida 33009
Selinda Washington-Jackson	Secretary	750 NW 8 th Avenue, Hallandale Beach, Florida 33009
Linda Cox	Director	23 NW 10 Street, Hallandale Beach, Florida 33009
Corey Glover	Director	305 N. Dixie Highway, Hallandale Beach, Florida 33009
Martin Jackson, III	Director	400 S. Dixie Highway, Hallandale Beach, Florida 33009

ARTICLE VI
Initial Registered Agent and Office

The name and Florida Street address of the register agent shall be:

Katrice R. Johnson
750 NW 8th Avenue
Hallandale Beach, Florida 33009
954-457-2993

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

ARTICLE VII
MANAGEMENT OF CORPORATE AFFAIRS
AND PERSONAL LIABILITY

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by an executive board of no less than four (4) officers and no more than three (3) directors and officers and directors shall be elected in accordance with the Bylaws.

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, any political campaign or candidacy for public office.

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII
DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of the Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Upon the time of dissolution of the Corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, costs, and expenses of the Corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to a not-for-profit 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.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No member, officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation or any nature whatsoever, nor shall any of the property of the members, officers, or Directors be subject to payment of the debts or obligations of this Corporation.

APPROVED
AND
FILED

**ARTICLE IX
INCORPORATOR**


11 JAN -6 PM 4:46

The name and address of the Incorporator is:


Dr. Anna E. Ward
750 N.W. 8th Avenue
Hallandale Beach, Florida 33009

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

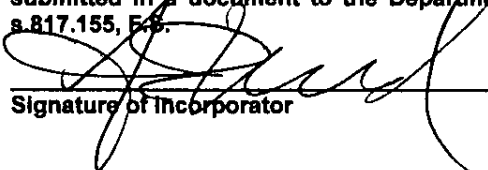


Signature of Registered Agent

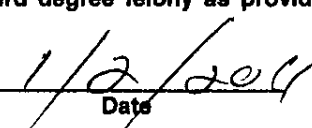


Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Signature of Incorporator



Date