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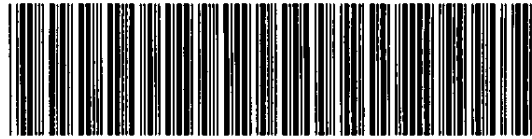
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FILED
13 JUN -3 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 24, 2013

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Amended Articles of Incorporation

To whom it may concern,

Please find attached the Amended Articles of Incorporation for the St. James Community Development Corporation of Miami, Inc. along with a \$35.00 check for the filing fee. Please forward all corresponding documentation for this filing to the address below.

Rev. Jimmie Williams
St. James Community Development Corporation
1845 NW 65th Street
Miami, FL 33147

Thanks in advance to your response to this requested transaction.

Rev. Jimmie L. Williams III

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FILED

13 JUN -3 AM 10:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED ARTICLES OF INCORPORATION
ST. JAMES COMMUNITY DEVELOPMENT
CORPORATION OF MIAMI, FLORIDA, INC.
(A Florida Not For Profit Corporation)**

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 ST. JAMES COMMUNITY DEVELOPMENT CORPORATION OF MIAMI, FLORIDA, INC., hereinafter referred to as "the Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation and the mailing address is 1845 N.W. 65th Street, Miami, Florida 33147.

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 charitable, community development, and educational purposes, including but not limited to those specific and general purposes listed below, within the meaning of Section 501 (C)(3) of the Internal Revenue Code, as amended.

A. The specific and primary purposes are:

1. To establish and operate charter schools within Northwest Miami-Dade County, Florida and other areas within the State of Florida.
2. To establish and promote educational programs and events that are

designed to provide family support and to raise the educational level of students who reside in Northwest Miami-Dade County, Florida and other areas of the State of Florida, including members of the minority community, who are substantially unemployed, underemployed, or whose income is below the federal poverty guidelines; to foster and promote community-wide problems of said residents to the end that educational and economic opportunities may be expanded.

3. To establish and promote social, economic, and spiritual revitalization of our community through the efforts to rehabilitate abandoned properties and vacant lots and convert them into useful structures such as affordable housing, community centers, playgrounds, and businesses. STJCDC strives to inspire, empower, and unite through community organizing, social services, youth programs and spiritual outreach to achieve self-fulfillment.

B. The general purposes and powers are to have and exercise all rights and powers conferred on corporations formed under the Florida Not For Profit Corporation Act, provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance thereof.

ARTICLE V: INITIAL REGISTERED AGENT AND OFFICE

The name and address of the Corporation's initial registered agent is Jimmie L. Williams III, 1845 N.W. 65th Street, Miami, Florida 33147.

ARTICLE VI: LIMITATIONS ON ACTIVITIES

A. 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).

B. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the 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 VII: INITIAL BOARD OF DIRECTORS

The Corporation shall have an initial Board of Directors consisting of no less than three (3) natural persons. Those persons shall be selected as provided for in the Bylaws.

The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, if any, tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of the Board of Directors, shall be as stated in the Bylaws.

The authorized number of directors may be increased or decreased as provided by the Bylaws, but shall never be less than three (3).

ARTICLE VIII: MEMBERSHIP

The Corporation shall be a non-membership organization unless otherwise provided for in the Bylaws.

ARTICLE IX: DISSOLUTION OR WINDING OF CORPORATION

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 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 nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, community development, and educational purposes and which has established its tax exempt status under Section 501 (C) (3) of the Internal Revenue Code.

IN WITNESS WHEREOF, I, the undersigned incorporator of the Corporation, have executed the foregoing revised Articles of Incorporation of St. James Community Development Corporation of Miami, Inc. consisting of five (5) pages, this page being numbered Page 4 of 5, on this 22nd day of February, 2013.

day

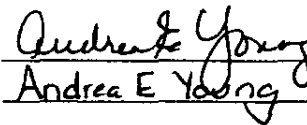

Paul R. Wiggins

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 17 day of April 2013 by Paul R. Wiggins as incorporator of St. James Community Development Corporation of Miami, Inc., who personally appeared before me at the time of notarization, who is personally known to me or has produced a Florida Driver's License as identification.



NOTARY PUBLIC:

SIGN: 
PRINT: Andrea E Young

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

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

First--That ST. JAMES COMMUNITY DEVELOPMENT CORPORATION OF MIAMI, FLORIDA,
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 JIMMIE L. WILLIAMS III located at 1845 N.W. 65th Street, Miami, Florida 33147, 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.

BY:


Jimmie L. Williams III

DATED: _____