

01-24-1995 12:45

N9500000034/

1/19/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

1:10 PM

((H950000000932))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINER STREET

MIAMI FL 33136-2890339-

TALLAHASSEE, FL 32394

CONTACT: LYNN FRIEDMAN

FAX: (904) 922-4000

PHONE: (305) 358-2571

FAX: (305) 358-7832

((H950000000932))

DOCUMENT TYPE: FLORIDA ~~PROFIT~~ CORPORATION OR P.A.

NAME:

NOT FOR PROFIT

FAX AUDIT NUMBER: H950000000932

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/24/1995

TIME REQUESTED: 13:10:20

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 070744001530

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H950000000932))

** ENTER 'M' FOR MENU, **

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

2400 7E1

VT100

On13

RECEIVED

95 JAN 24 PM 1:45

ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

H95-932

ARTICLES OF INCORPORATION

☐ CHARITABLE CORPORATIONof VISIONARIES INCORPORATEDa CORPORATION NOT FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: VISIONARIES INCORPORATED
 Address of the Corporation: 3493 INVERRARY BOULEVARD WEST
LAUDERHILL, FLORIDA 33319

Article 2: DURATION: Term of existence of the corporation is perpetual unless dissolved according to law.
 The corporate existence shall commence at the time of filing with the Secretary of State.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.
 The specific purpose of this Corporation is to sponsor, educate, and encourage youth through academics, athletics and entrepreneurship.

Article 4: The elections for directors and the manner of their admission is provided for in the By Laws of the Corporation.

Article 5: The board of directors are as follows: (No less than three)

The names and addresses of the Initial Director: (All persons listed after the first three are additional directors)

1. RONALD E. SMITH 3493 INVERRARY BLVD. WEST, LAUDERHILL, FLORIDA 33319
2. GLORIA SMITH 3161 WEST KEARNEY BLVD., FRESNO, CALIFORNIA 93706
3. TONY COOPER 3060 SOUTH OAKLAND FOREST DR., SUITE 1102, OAKLAND PARK, FL 33309

Article 6: This Corporation is organized under a non-stock basis.

Article 7: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

3493 INVERRARY BLVD. WEST, LAUDERHILL, FLORIDA 33319

and the name of the initial registered agent at such address is RONALD E. SMITH

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Ronald E. Smith
 Signature of Registered Agent

1-29-95
 Date

Article 8: The Name and address of each incorporator is: RONALD E. SMITH

3493 INVERRARY BLVD. WEST

LAUDERHILL, FLORIDA 33319

In witness whereof I have subscribed my name

Ronald E. Smith
 Signature of Incorporator

Article 9: In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or its corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

H95-932
 ACE INDUSTRIES, INC.
 24 NW 11th Street
 Miami, FL 33136
 305-358-2571

01-24-1995 12:45

N95000000341

1/19/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

1:10 PM

((H95000000932))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
STATE OF FLORIDA

FROM: ACE INDUSTRIES, INC.
54 NW 11TH ST

409 EAST GAINES STREET
TALLAHASSEE, FL 32399

MIAMI FL 33136-2840339-

CONTACT: LYNN FRIEDMAN

PHONE: (305) 358-2571

FAX: (305) 358-7832

FAX: (904) 922-4000

((H95000000932))

DOCUMENT TYPE: FLORIDA ~~SOLE~~ CORPORATION OR P.A.

NAME:

FAX AUDIT NUMBER: H95000000932

DATE REQUESTED: 01/24/1995

CERTIFIED COPIES: 1

NUMBER OF PAGES: 1

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 13:10:20

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 070744001530

Notes: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000000932))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

2400 7E1

VT100

On11

55 JAN 24 PM 1:45

ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-368-2571

H95-932

ARTICLES OF INCORPORATION

☐ CHARITABLE CORPORATION

of VISIONARIES INCORPORATED
 a CORPORATION NOT FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: VISIONARIES INCORPORATED
 Address of the Corporation: 3493 INVERRARY BOULEVARD WEST
LAUDERHILL, FLORIDA 33319

Article 2: DURATION: Term of existence of the corporation is perpetual unless dissolved according to law.
 The corporate existence shall commence at the time of filing with the Secretary of State.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.
 The specific purpose of this Corporation is to support, educate, and encourage youth through academics, athletics and entrepreneurship.

Article 4: The elections for directors and the manner of their admission is provided for in the By Laws of the Corporation.

Article 5: The board of directors are as follows: (No less than three)
 The names and addresses of the Initial Director: (All persons listed after the first three are additional directors)
 1. RONALD E. SMITH 3493 INVERRARY BLVD. WEST, LAUDERHILL, FLORIDA 33319
 2. GLORIA SMITH 3161 WEST KEARNEY BLVD., FRESNO, CALIFORNIA 93706
 3. TONY COOPER 3060 SOUTH OAKLAND FOREST DR., SUITE 1102, OAKLAND PARK, FL 33309

Article 6: This Corporation is organized under a non-stock basis.

Article 7: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:
3493 INVERRARY BLVD. WEST, LAUDERHILL, FLORIDA 33319
 and the name of the initial registered agent at such address is RONALD E. SMITH

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.

Ronald E. Smith
 Signature of Registered Agent

1-23-95
 Date

Article 8: The Name and address of each incorporator is: RONALD E. SMITH
3493 INVERRARY BLVD. WEST
LAUDERHILL, FLORIDA 33319

In witness whereof I have subscribed my name Ronald E. Smith
 Signature of Incorporator

Article 9: In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

H95-932
 ACC INDUSTRIES, INC.
 84 NW 11th Street
 Miami, FL 33136
 305-358-2571

N95000000341

VISIONARIES INCORPORATED

There Is Always Room At The Top

July 17, 1995

000001543430
-07/21/95--01069--015
*****87.50 *****87.50

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Visionaries Incorporated is filing amendments to the Articles of Incorporation which were filed when Visionaries was incorporated on January 24, 1995.

A check in the amount of \$87.50 has been enclosed to cover the fees associated with filing the articles of amendments and obtaining a certified copy of the amendments.

Two copies of the new articles have been included in addition to a copy of the original incorporating documents.

If there are any questions, please contact Visionaries Incorporated at the address and telephone number located at the bottom of the page.

Thank You

Sincerely,

Ronald E. Smith

Ronald E. Smith
Executive Director

Amend

7/31

JB

FILED
95 JUL 21 PM 1:19
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
95 JUL 21 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

VISIONARIES INCORPORATED

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

AMENDMENTS: Articles 3,4,6

ADDITIONS: Articles 10,11,12,13,14,15

SEE ATTACHED

SECOND: The date of adoption of the amendment(s) was: May 5, 1995

THIRD: Adoption of Amendment (CHECK ONE)

☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

VISIONARIES INCORPORATED

Corporation Name

Ronald Edward Smith

Signature of Chairman, Vice Chairman, President or other officer

RONALD EDWARD SMITH

Typed or printed name

CHAIRMAN & EXECUTIVE DIRECTOR

JULY 14, 1995

Title

Date

ARTICLES OF AMENDMENT
TO

ARTICLES OF INCORPORATION

of VISIONARIES INCORPORATED
a CORPORATION NOT FOR PROFIT formed under Florida General Corporation Act.

Article 1: Name of Corporation: VISIONARIES INCORPORATED
Address of Corporation: 3493 INVERRARY BOULEVARD WEST
LAUDERHILL, FLORIDA 33319

Article 2: DURATION: Term of existence of the corporation is perpetual unless dissolved according to law.
The corporate existence shall commence at the time of filing with the Secretary of State.

Article 3: PURPOSE: The purpose of the corporation is as follows:

- A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person.
- B. The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

The specific purposes of this corporation are:

Visionaries Incorporated is an organization designed to create a new partnership between the public, private and voluntary sectors to address the crisis of disconnected youth. The specific purpose of this Corporation is to empower, educate, and encourage the youth of our community through academics, and Entrepreneurship. Our objective is to stimulate a mobilization of people, organizations, and communities utilizing a series of workshops, Entrepreneurship training programs, and after-school programs as a basic intervention strategy for the needs of at-risk youth. Visionaries works to help "AT RISK" children from inner city and single family homes improve self esteem, manage stress and increase their ability to make responsible choices. Our aim is to (1) increase the developmental opportunities for the youth of our community through increased interaction with professionals and others who can teach, counsel and guide them, (2) to further the growth, development, and education of our children by supporting existing programs and through the creation of new programs, (3) to involve the community in youth programs, (4) to raise awareness of the plight of underprivileged youth, particularly among those who have the means to create change, (5) to teach youth the skills necessary to mature into adulthood, by developing and improving their capabilities and knowledge base, (6) to help youth gain the skills and knowledge necessary to successfully start and run a business.

Article 4 **BOARD OF DIRECTORS** The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such that from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than three. The directors need not be members of the corporation unless so required by the Bylaws or by Statute. The Board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the corporation may, if the Bylaws so provide, be classified as to terms of office. The corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute. This is true, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members.

Article 5: The initial board of directors are as follows: (Not less than three)
The names and addresses of the Initial Director : (All persons listed after the first three are additional directors)

1. RONALD E. SMITH 3493 INVERRARY BLVD. WEST, LAUDERHILL, FLORIDA 33319
2. GLORIA SMITH 3161 WEST KEARNEY BLVD., FRESNO, CALIFORNIA 93706
3. TONY COOPER 3060 South Oakland Forest Drive #1102, Oakland Park, FL 33309

Article 6: **NON-STOCK BASIS:** This Corporation is organized (and shall be operated) on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

Article 7: **REGISTERED OFFICE:** The street address of the initial registered office of the corporation shall be:

3493 INVERRARY BLVD. WEST, LAUDERHILL, FLORIDA 33319

and the name of the initial registered agent at such address is RONALD E. SMITH

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Ronald E. Smith 5-5 95
Signature of Registered Agent Date

Article 8 The name and address of each incorporator is: Ronald E. Smith
3493 INVERRARY BLVD. WEST
LAUDERHILL, FLORIDA 33319

In witness whereof I have subscribed my name

Ronald E. Smith
Signature of Incorporator

Article 9: In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

Article 10: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three thereof. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any of these articles. Lobbying - defined as attempts to influence legislation will not be a substantial part of the organizations activities. Participation in a political campaign for or against any candidate for public office will not occur under any circumstances. The corporation shall not carry on any other activities permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article 11: AMENDMENTS: The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

Article 12: INDEMNIFICATION: Directors of the corporation shall not be liable to either the corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

Article 13. Meetings of members may be held without the State of Florida, if the Bylaws so provide. The books of the corporation may be kept (subject to any provisions contained in the Statutes) outside the State of Florida at such place or places as may be from time to time designated by the Board of Directors.

Article 14: MEMBERS: The Corporation shall have Voting Members, who shall have all the rights and privileges of members of the Corporation. The members of the Board of Directors are the only Voting Members. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
Ronald E. Smith	3493 Inverrary Blvd. West, Lauderhill, Florida 33319
Gloria Smith	3161 W. Kearney Blvd. Fresno, California 93706
Tony Cooper	3060 South Oakland Forest Drive #1102, Oakland Park, FL 33309

Article 15: OFFICERS: The officers of the Corporation shall consist of an Executive Director, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Executive Director	Ronald E. Smith	3493 Inverrary Blvd. W. Lauderhill, FL 33319

Treasurer

Secretary

N95000000341
VISIONARIES INCORPORATED

There Is Always Room At The Top

February 18, 1996

300001739473
-03/12/96--01043--015
*****35.00 *****35.00

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Visionaries Incorporated is filing amendments to the Articles of Incorporation which were filed when Visionaries was incorporated on January 24, 1995, and amended on July 21, 1995.

A check in the amount of \$35.00 has been enclosed to cover the fees associated with filing the articles of amendments and obtaining a copy.

Two copies of the new articles have been included.

If there are any questions, please contact Visionaries Incorporated at the address and telephone number located at the bottom of the page.

Thank You.

Sincerely,

Ronald E. Smith

Ronald E. Smith
Executive Director

FILED
96 MAR 11 AM 8:29
TALLAHASSEE FLORIDA

Amend

VS MAR 1 1996

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
96 MAR 11 AM 8:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

VISIONARIES INCORPORATED

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

ARTICLE 3 - AMENDED

SEE ATTACHED

SECOND: The date of adoption of the amendment(s) was: JANUARY 6, 1996

THIRD: Adoption of Amendment (CHECK ONE)

☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

VISIONARIES INCORPORATED

Corporation Name

Ronald E. Smith
Signature of Chairman, Vice Chairman, President or other officer

RONALD E. SMITH

Typed or printed name

EXECUTIVE DIRECTOR

Title

2/19/1996

Date

ARTICLES OF INCORPORATION

of VISIONARIES INCORPORATED
a CORPORATION NOT FOR PROFIT formed under Florida General Corporation Act

Article 1: Name of Corporation: VISIONARIES INCORPORATED
Address of Corporation 3493 INVERRARY BOULEVARD WEST
LAUDERHILL, FLORIDA 33319

Article 2: DURATION: Term of existence of the corporation is perpetual unless dissolved according to law.
The corporate existence shall commence at the time of filing with the Secretary of State.

Article 3: PURPOSE: The purpose of the corporation is as follows:

- A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person.
- B. The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

The specific purposes of this corporation are:

Visionaries Incorporated is an organization designed to create a new partnership between the public, private and voluntary sectors to address the crisis of disconnected youth. The specific purpose of this Corporation is to empower, educate, and encourage the youth of our community through academics, athletics, arts / cultural development, and Entrepreneurship. Our objective is to stimulate a mobilization of people, organizations, and communities utilizing a series of workshops, Entrepreneurship training programs, and after-school programs as a basic intervention strategy for the needs of at-risk youth. Visionaries works to help "AT RISK" children from inner city and single family homes improve self esteem, manage stress and increase their ability to make responsible choices. Our aim is to (1) increase the developmental opportunities for the youth of our community through increased interaction with professionals and others who can teach, counsel and guide them, (2) to further the growth, development, and education of our children by supporting existing programs and through the creation of new programs, (3) to involve the community in youth programs, (4) to raise awareness of the plight of underprivileged youth, particularly among those who have the means to create change, (5) to teach youth the skills necessary to mature into adulthood, by developing and improving their capabilities and knowledge base, (6) to help youth gain the skills and knowledge necessary to successfully start and run a business.

Article 4: BOARD OF DIRECTORS: The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such that from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than three. The directors need not be members of the corporation unless so required by the Bylaws or by Statute. The Board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it, and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the corporation may, if the Bylaws so provide, be classified as to terms of office. The corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute. This is true, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members.

Article 5: The initial board of directors are as follows: (Not less than three)
The names and addresses of the Initial Director: (All persons listed after the first three are additional directors)

1. RONALD E. SMITH 3493 INVERRARY BLVD. WEST, LAUDERHILL, FLORIDA 33319
2. GLORIA SMITH 3161 WEST KEARNEY BLVD., FRESNO, CALIFORNIA 93706
3. TONY COOPER 3060 South Oakland Forest Drive #1102, Oakland Park, Fl. 33309

Article 6: NON-STOCK BASIS: This Corporation is organized (and shall be operated) on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

Article 7: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:
3493 INVERRARY BLVD WEST LAUDERHILL, FLORIDA 33319
and the name of the initial registered agent at such address is RONALD E. SMITH

I am familiar with and hereby accept the duties and

responsibilities as registered agent for said corporation

Ronald E. Smith 2-18-96
Signature of Registered Agent Date

Article 8: The name and address of each Incorporator is: Ronald E. Smith
3493 INVERRARY BLVD. WEST
LAUDERHILL, FLORIDA 33319

In witness whereof I have subscribed my name Ronald E. Smith
Signature of Incorporator

Article 9: In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

Article 10: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three thereof. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any of these articles. Lobbying - defined as attempts to influence legislation will not be a substantial part of the organizations activities. Participation in a political campaign for or against any candidate for public office will not occur under any circumstances. The corporation shall not carry on any other activities permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article 11: AMENDMENTS: The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

Article 12: INDEMNIFICATION: Directors of the corporation shall not be liable to either the corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

Article 13 Meetings of members may be held without the State of Florida, if the Bylaws so provide. The books of the corporation may be kept (subject to any provisions contained in the Statutes) outside the State of Florida at such place or places as may be from time to time designated by the Board of Directors.

Article 14 MEMBERS The Corporation shall have Voting Members, who shall have all the rights and privileges of members of the Corporation. The members of the Board of Directors are the only Voting Members. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
Ronald E. Smith	3493 Inverrary Blvd. West, Lauderhill, Florida 33319
Gloria Smith	3161 W. Kearney Blvd. Fresno, California 93706
Tony Cooper	3060 South Oakland Forest Drive #1102, Oakland Park, FL 33309

Article 15 OFFICERS The officers of the Corporation shall consist of an Executive Director, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Executive Director	Ronald E. Smith	3493 Inverrary Blvd. W. Lauderhill, FL 33319

Treasurer

Secretary