

N95000000573

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE INDUSTRIES, INC.

(Requestor's Name)

890 S.W. 87 AVENUE #16

(Address)

MIAMI, FLORIDA 33174 (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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(904)385-6735

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1. AmeriCorps Dade
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W95-2448

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STATE
CORPORATIONS
95 FEB -6 PM 3:26

634

Dmc 2/2/95

Examiner's Initial



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 2, 1995

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVENUE #16
MIAMI, FL 33174

SUBJECT: AMERICORPS DADE INC.
Ref. Number: W95000002448

We have received your document for AMERICORPS DADE INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the enclosed check for \$122.50 or a newly issued check with your corrected document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 095A00004546

ARTICLES OF INCORPORATION
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -6 PM 3:26

AmeriCorps Dade *Inc*

(a Florida Not for Profit Corporation)

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

ARTICLE I

The name of the corporation is AmeriCorps Dade *Inc*

ARTICLE II

The corporation shall exist for 50 years.

ARTICLE III

The corporation is a not for profit corporation. The general purposes for which this corporation is formed are to operate for the advancement of religious, charitable and educational purposes as will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code. The specific purposes for which the corporation shall operate are: To implement and carry out the functions and programs under the National and Community Service Act of 1990 (Subtitle C) generally known as AmeriCorps USA

as the same may be from time defined and implemented by the directors. The functions will include education, public safety, human needs and environment.

ARTICLE IV

(a) Directors as Membership. The sole class of members of this corporation shall be its directors.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member of the dissolution or winding up of this corporation. Members of this corporation, shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE V

The name and street address of the initial registered office of the corporation is c/o Emme Pedinielli, AmeriCorps Dade, One Southeast Third Avenue, City of Miami, County of Dade, State of Florida. AND THE PRINCIPAL OFFICE ARE THE SAME

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be 3, provided however, that such number may be changed by a law duly adopted pursuant to the bylaws of the corporation.

The directors named herein as the first board of directors

shall hold office until the first meeting of members, to be held on June 1st, 1995, at 10:00 a.m., at the offices of United Way of Dade County, at which time an election of directors shall, be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of 2 years until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meeting shall be held at 10:00 a.m. the first Monday in June of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to

serve as the initial directors are:

<u>Name</u>	<u>Residential Address</u>
Melissa Latus	120 NE 91 Street Miami Shores, Florida
Mark J. Cooper	799 NE 72 Street Miami, Florida 33138
Aundrella Hamed	9725 NW 14 Avenue Miami, Florida 33147

ARTICLE VII

The name and address of each incorporator are:

<u>Name</u>	<u>Address</u>
Melissa Latus	120 NE 91 Street Miami Shores, Florida
Mark J. Cooper	799 NE 72 Street Miami, Florida 33138
Aundrella Hamed	9725 NW 14 Avenue Miami, Florida 33147

ARTICLE VIII

The board of directors shall elect the following officers: President, Vice-President, Secretary, Treasurer and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers: Acting President, Emme

Pedinielli, AmeriCorps Dade, One Southeast Third Avenue, Miami, Florida and Acting Secretary, Mark J. Cooper, 799 NE 72 Street, Miami, Florida 33138.

ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE X

The property of this corporation is irrevocably dedicated to implement and carry out the functions and programs under the National and Community Service Act of 1990 (Subtitle C) generally known as AmeriCorps USA as the same may be from time defined and implemented by the directors. The functions will include education, public safety, human needs and environment.

ARTICLE XI

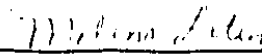
Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of the corporation shall be distributed to United Way of Dade County or any organization which then carries on its functions and was established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or

corresponding provisions of any subsequent federal tax laws.

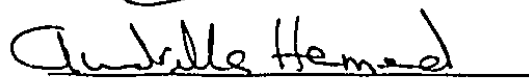
ARTICLE XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum by a vote of at least 2/3 of a quorum of the Board of Directors of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming his not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation this 30 day of January, 1995.


Melissa Latus


Mark J. Cooper


Aundrella Hamed

ACCEPTANCE OF REGISTERED AGENT

I am familiar with the duties and responsibilities of registered agent in the State of Florida, and I accept those duties and responsibilities for this corporation.


Emme Pedinielli

Sworn to and Subscribed Before Me
this 30th day of January, 1995.


Notary Public, State of Florida
At Large

Printed Name: _____

My commission expires: _____
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