



**Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314**

**Officers**

## Members

[illegible]

*Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, a Certificate Designating Place of Business and Registered Agent, and a check #0110 7700 896 which is in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fees.*

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the following:

**STANLEY B. LEWIS**  
**ATTORNEY AT LAW**  
**TOOLS FOR CHANGE**  
6255 N.W. 7th Avenue  
Miami, Florida 33150

*Thank you for your attention to this matter.*

*Sincerely,*

Stanley B. Kwan

**Stanley B. Lewis**  
**Attorney at Law**

*sbl/pg*  
*Encls.*

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**TOOLS FOR CHANGE**  
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

CERTIFICATE OF INCORPORATION  
OF

FDC MIAMI EMPLOYEES CLUB, 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: FDC MIAMI EMPLOYEES CLUB, INC., hereinafter referred to as the "Corporation".

ARTICLE II.: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is at 33 N.E. 4th Street, Miami, Florida 33101, and the mailing address is P.O. Box 019118, Miami, Florida 33101.

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 to provide recreational and social activities for staff and retirees of the Federal Detention Center, Miami, Florida within the meaning of Section 501(c)(7) 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

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under Section 501(c)(7) 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

No subsidiary or part of the Corporation shall consist of or be otherwise attempting to influence the Corporation participate in (including publishing or distributing of materials) in support of (or in opposition to) any candidate for office.

#### ARTICLE VI: MEMBERSHIP

The Corporation shall be a membership organization composed of those persons hereinafter listed as the initial board of directors and all other persons or organizations elected/selected for membership as provided in the bylaws.

#### ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 33 N.E. 4th Street, Miami, Florida, 33101, and YVONNE DAVIS is the registered agent of the Corporation at that address.

#### ARTICLE VIII: BOARD OF DIRECTORS

The initial 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.

The following persons are to serve on the initial Board of Directors:

YVONNE DAVIS  
27820 S.W. 174th Avenue  
Homestead, FL 33031

MARIAN Y. JONES  
20000 S.W. 123rd Drive  
Miami, FL 33177

BARBARA RICKARD  
33 N.E. 4th Street  
Miami, FL 33101

ROSIE RUBLACABA  
33 N.E. 4th Street  
Miami, FL 33101

#### 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

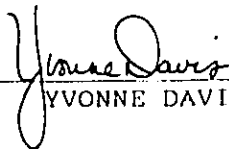
and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(7) of the Internal Revenue Code.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

YVONNE DAVIS  
27820 S.W. 174th Avenue  
Miami, FL 33031

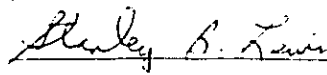
IN WITNESS WHEREOF, I, YVONNE DAVIS, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on this 6th day of March, 1995.

  
YVONNE DAVIS

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was sworn to before me this 6th day of March, 1995, by YVONNE DAVIS, who personally appeared before me at the time of notarization, and who has produced a Florida Driver's License as identification.

NOTARY PUBLIC

SIGN: 

PRINT: Stanley B. Lewis  
STATE OF FLORIDA AT LARGE



STANLEY BLEWIS  
My Commission GC407757  
Expires Sep. 18, 1998  
Bonded by HAI  
H00-422 1555

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

First--That FDC MIAMI EMPLOYEES CLUB, 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 Dade, State of Florida, has named YVONNE DAVIS,  
located at 33 N.E. 4th Street in the City of Miami, County of Dade,  
State of Florida, as its agent to accept service of process within  
this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

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: Yvonne Davis  
YVONNE DAVIS

DATE: March 6, 1995