

195 000001788

LEGAL SERVICES OF GREATER MIAMI, INC.

P. O. Box 27789  
3000 Biscayne Boulevard, Suite 500  
Miami, Florida 33137  
Telephone: (305) 576-0080 Ext. 408  
Fax: (305) 573-2773  
TDD: (305) 573-1578

MARCIA K. CYPEN  
Executive Director

DON L. HORN  
President

VICTOR M. DIAZ, JR.  
1st Vice President

BURATINI MORRISON  
2nd Vice President

ELIZABETH SCHWABHEISSIN  
Treasurer

ANGIE CORTINAS  
Secretary

March 7, 1995

CHIEF OF BUREAU  
03-10-95 01003-0045  
\*\*\*\*122.50 \*\*\*\*122.50

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

Re: Lazarus Community Foundation, Inc.

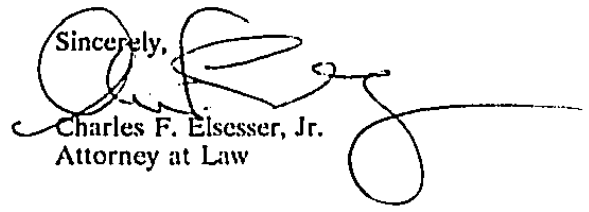
Dear Sir or Madam:

Enclosed please find an original and three copies of the Articles of Incorporation of Lazarus Community Foundation, Inc., a Florida Not for Profit Corporation. I have also enclosed a check for \$122.50 for filing fees, registered agent designation and a certified copy.

Please return the certified copy to me at the above address.

It is my understanding that there was a corporation utilizing the same name that was administratively dissolved in August, 1994. I have enclosed an affidavit from the incorporator of that corporation granting permission for the current corporation to utilize the same name.

If you have any questions please feel free to call me.

Sincerely,  
  
Charles F. Elsesser, Jr.  
Attorney at Law

195-5517

2284- N93.1991  
29750

55 APR 14 PM 3:18  
RECEIVED  
LEGAL SERVICES OF GREATER MIAMI, INC.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 13, 1995

CHARLES F. ELSESSER, JR., ESQ.  
3000 BISCAYNE BLVD.  
SUITE 500  
MIAMI, FL 33137

SUBJECT: LAZARUS COMMUNITY FOUNDATION, INC.  
Ref. Number: W95000005517

We have received your document for LAZARUS COMMUNITY FOUNDATION, 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):

In reviewing our records, we note there is a(n) LAZARUS COMMUNITY FOUNDATION, INC., Document number N93000001991, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of Incorporation unfilled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1993 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$297.50, therefore, there is a balance of \$175.00 due. Add an additional \$8.75 for each certificate of status requested.

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) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 395A00011055

**ARTICLES OF INCORPORATION**  
**OF**  
**LAZARUS COMMUNITY FOUNDATION OF HOMESTEAD, INC.**  
A Florida "Not for Profit" Corporation

55 MAR 14 PM 3:11  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**Article I**

The name of the corporation is LAZARUS COMMUNITY FOUNDATION OF HOMESTEAD, INC. The principal office of the corporation is located at 890 S.W Fourth St., Homestead, Fl 33034. The mailing address of the corporation is 890 S.W Fourth St., Homestead, Fl 33034.

**Article II**

The name of the registered agent of the corporation is William Green. The address of this registered agent is 890 S.W Fourth St., Homestead, Fl 33034.

**Article III**

The period of duration is perpetual. The corporation is organized pursuant to the Not for Profit Corporation laws of the State of Florida. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**Article IV**

The method of election of the Board of Directors shall be stated in the bylaws.

**Article V**

The name and address of the incorporator is: William Green, 890 S.W Fourth St., Homestead, Fl 33034.

**Article VI**

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

- 1.) To raise the economic, educational and social levels of the

residents of Dade County Florida, including members of the minority community, who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines, to foster and promote community wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated.

2.) To expand the opportunities available to said residents and groups to obtain employment opportunities and to own, manage, and operate business enterprises in economically depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; and to assist said residents and groups in obtaining financial support from other sources.

3.) To expand opportunities available to said residents and groups to obtain adequate low-cost housing accommodations by constructing, rehabilitating, and providing decent, safe and sanitary housing in Dade County for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of the corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide such housing through rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites in the place of blighted structures or blighted vacant sites for the purpose of combatting the deterioration of the community and contributing to its physical improvement.

4.) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

5.) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

6.) All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

#### Article VII

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

#### Article VIII

The Corporation is organized exclusively for charitable and educational purposes. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

#### Article IX

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

#### Article X

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the

Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

#### Article XI

In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

#### Article XII

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

#### Execution

These Articles of Incorporation are hereby executed by the incorporator on this 5 day of APRIL, 1995.

  
\_\_\_\_\_  
William Green

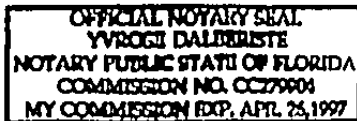
STATE OF FLORIDA )

ss:

COUNTY OF DADE )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared William Green to me known to be the person described in and who executed the foregoing instrument as incorporator and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 5 day of April, 1995.



Yvonne Dalberis  
NOTARY PUBLIC STATE OF FLORIDA  
My Commission Expires:

REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT

I, William Green, hereby accept my appointment as registered agent for the LAZARUS COMMUNITY FOUNDATION OF HOMESTEAD, INC., a Florida not for profit corporation.

William Green  
William Green  
4/5/95  
Date

APR 14 PM 3:18