

LEGAL SERVICES OF GREATER MIAMI, INC.

16201 S.W. 95th Avenue, Suite 301, Miami, Florida 33157

Telephone: (305) 232-9680

Fax: (305) 232-3616

DON L. HORN  
President

VICTOR M. DIAZ, JR.  
1st Vice President

JUANITA B. HORTON  
2nd Vice President

VANCE SALTER  
Treasurer

ANGEL CORTINAS  
Secretary

April 13, 1995

LEGAL SERVICES OF GREATER MIAMI, INC.  
MARCIA K. GYEN  
Executive Director  
16201 S.W. 95th Avenue, Suite 301  
Miami, Florida 33157  
(305) 232-9680  
Fax: (305) 232-3616

NA5000002025

Dear Sir:

Enclosed are two executed copies of the Articles of Incorporation of Project Ruth, Inc. and a check in the amount of \$122.50 to cover the filing fee, enrollment of the registered agent and a certified copy of the filed Articles. I would be most appreciative if you would return the certified copy to the undersigned at the above address.

Please contact the undersigned if you have any questions or comments concerning the enclosed. Thank you for your assistance.

Very truly yours,

*Francis V. Gudorf*  
Francis V. Gudorf



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 19, 1995

FRANCIS V. GUDORF  
16201 S.W. 95TH AVE.  
SUITE 301  
MIAMI, FL 33157

SUBJECT: PROJECT RUTH, INC.  
Ref. Number: W95000008444

We have received your document for PROJECT RUTH, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

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) 487-6927.

Kanut Khosla  
Corporate Specialist

Letter Number: 295A00018462

**ARTICLES OF INCORPORATION**  
**OF**  
**PROJECT RUTH, INC.**  
**A Florida "Not for Profit" Corporation**

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

**Article I**

The name of the Corporation is PROJECT RUTH, INC. The initial principal office and the mailing address of this Corporation shall be 30695 S.W. 162nd Avenue, Homestead, Florida 33033.

**Article II**

The name and the street address of the initial registered agent of this Corporation is Kathleen Hartzler, 30695 S.W. 162nd Avenue, Homestead, Florida 33033.

**Article III**

The period of duration of this Corporation is perpetual. The Corporation is organized pursuant to the Not for Profit Corporation laws of the State of Florida.

**Article IV**

The composition and method of election of the Board of Directors shall be stated in the Bylaws of the Corporation. The number of Directors shall be fixed in accordance with the Bylaws but shall never be fewer than three individuals. One-third of the incumbent Directors (not counting vacancies) shall constitute a quorum for the conduct of business by the Board of Directors.

**Article V**

The name and street address of the incorporator for these Articles of Incorporation is Kathleen Hartzler, 30695 S.W. 162nd Avenue, Homestead, Florida 33033.

**Article VI**

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

- 1) To raise the economic, educational and social levels of residents of the southern portion of Dade County, Florida, especially persons living in single-parent households; to foster and promote community wide interest and concern for the problems of said persons to the end that

(a) educational and economic opportunities may be expanded; (b) social services, childcare services and community support may be provided to such persons; (c) sickness, poverty and violence against women and children may be lessened; and (d) prejudice and discrimination, economic and otherwise, may be eliminated.

2) To expand opportunities available to said persons to obtain adequate and affordable housing accommodations by constructing, rehabilitating, providing and contracting for decent, safe, affordable and sanitary housing for persons and families of low-income, especially persons living in single-parent households.

3) 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 to influence legislation.

4) 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, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.

5) All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that this 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 of Incorporation, this Corporation shall not carry on any 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

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

#### Article IX

No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and this 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 this Corporation, the assets of this 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 this 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 this 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 of 1986, this 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.

## Execution

These Articles of Incorporation are hereby executed by the incorporator on this 3 day of April, 1995.

Kathleen Hartzler  
Kathleen Hartzler, Incorporator

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 acknowledgements, personally appeared Kathleen Hartzler, who is personally known to me, who did take an oath and who executed the foregoing instrument as incorporator in my presence.

WITNESS my hand and official seal in the County and State last aforesaid this 13<sup>th</sup> day of April, 1995.

Francis V. Gudorf  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:

OFFICIAL NOTARY SEAL  
FRANCIS V GUDORF  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC437470  
MY COMMISSION EXP. FEB. 6, 1999

REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT

I, Kathleen Hartzler, hereby accept my appointment as registered agent for PROJECT  
RUTH, INC., a Florida not for profit corporation.

Kathleen Hartzler  
Kathleen Hartzler

April 13, 1995  
Date

FILE  
95 APR 28 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA