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95 MAY -1 11 13 44

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April 26, 1995

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Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation for
Greater Miami Community Development Council, Inc.

Gentlemen:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation for Greater Miami Community Development Council, Inc., together with a check in the amount of \$122.50 to covering the filing fee. Please forward the filed copy to our office at your earliest convenience.

Please contact the undersigned if you have any questions. Thank you for your prompt attention to this matter.

Very truly yours,

ARAN CORREA & GUARCH, P.A.



Esther C. Porter
Secretary to Mr. Garcia

MG/ecp
Enclosures

NANCY HENDRICKS MAY - 8 1995

ARTICLES OF INCORPORATION

FOR

GREATER MIAMI COMMUNITY DEVELOPMENT COUNCIL, INC.
(A Florida Corporation, Not for Profit)

FILED

95 MAY -1 1974

I, the undersigned incorporator, heroby make, acknowledge and file these articles of incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I

Name and Address

The name and mailing address of this Corporation is:

Greater Miami Community Development Council, Inc.
c/o JORGE A. FERNANDEZ
COMMERCEBANK, N.A.
2199 Ponce de Leon Blvd.
Third Floor
Coral Gables, Florida 33134

ARTICLE II

Registered Office

The street address and city of the initial registered office of this corporation is:

710 South Dixie Highway
Coral Gables, Florida 33146

and the name of the initial registered agent at such address is:

WILLIAM GARCIA, ESQ.

ARTICLE III

Term

The term of this corporation shall commence with the filing of these articles of incorporation. This corporation shall exist perpetually, unless dissolved according to law.

ARTICLE IV

Non-Stock Corporation

This corporation is organized on a non-stock basis.

ARTICLE V

Qualification as non-profit corporation

No part of the income of the corporation shall be distributable to its members except in accordance with Section 617.0505(1) of the Florida Statutes.

ARTICLE VI

Purpose

To interact with low and moderate income communities to develop and deliver financial products that will enhance socioeconomic conditions, while working as a catalyst between private and public sectors.

ARTICLE VII

Qualification for Members and Manner of Admission

Any financial institution, located within the State of Florida and authorized to do business within the State, may become a member of the corporation, subject to the approval by the Board of Trustees.

ARTICLE VIII

Board of Trustees

The number of the persons/entities constituting the initial Board of Trustees of the corporation is three (3), and the names and addresses of the persons who are to serve as the representatives for the initial trustees are as follows:

Commercebank, N.A.
2199 Ponce de Leon Blvd.
Coral Gables, Florida 33134
Attention: Jorge A. Fernandez

Dadeland Bank
Post Office Box 560785
Miami, Florida 33256
Attention: Larry M. Goldberg

Citibank FSB
8750 Doral Blvd
Miami, Florida 33178
Attention: Barbara Romani

The initial Board of Trustees and any subsequent members shall be elected in accordance with the bylaws.

ARTICLE IX
Dissolution

In the event of dissolution, the residual assets of the corporation will be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state or local government, exclusively for a public purpose.

ARTICLE X
Incorporator

The name and address of the incorporator is:

William Garcia, Esq.
710 South Dixie Highway
Coral Gables, Florida 33134

ARTICLE XI
Bylaws

The bylaws of the corporation shall be adopted by the Board of Trustees.

ARTICLE XII
Amendments

An amendment to these articles may be proposed by a member. Amendments shall be adopted by the members by the affirmative vote of the majority of the members present and voting at a meeting at which a quorum is present.

IN WITNESS WHEREOF the undersigned being the incorporator of this corporation has executed these articles of incorporation this 11th day of April, 1995.



William Garcia, Esq.
Incorporator

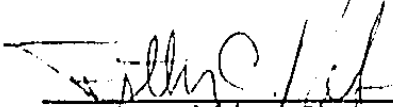
STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME personally appeared William Garcia to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Florida this 26th day of April, 1995.



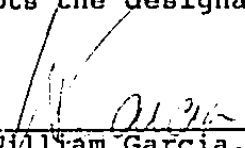
ESTHER C. PORTER
My Commission CC414224
Expires Oct. 18, 1998
Bonded by HAI
800-422-1856



Notary Public, State of Florida
My Commission Expires:

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the office designated in the foregoing articles of incorporation, the undersigned accepts the designation.



William Garcia, Esq.

N95000002187

January 19, 1997

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

Dear Sirs:

Enclosed are the Articles of Amendment to the Articles of
Incorporation (one original and one copy), as well as the \$35 fee.

Please return to:

Robert F. Mahoney, P.A.
757 N.W. 41st Terrace
Deerfield Beach, Florida, 33442

Cordially,

Robert F. Mahoney, CPA

100002070291--S
-01/28/97--01091--004
*****35.00 *****35.00

FILED
97 JAN 27 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
LFT 1-30-97

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION

OF

GREATER MIAMI COMMUNITY DEVELOPMENT COUNCIL, INC.
(A FLORIDA CORPORATION, NOT FOR PROFIT)

FILED
97 JAN 27 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE OF AMENDMENT NO. 1

The name of this corporation is GREATER MIAMI COMMUNITY DEVELOPMENT COUNCIL, INC.

ARTICLE OF AMENDMENT NO. 2

The following Amendment to the Articles of Incorporation are hereby adopted and approved by a resolution approved by the Members of the organization on 1/2/97.

ARTICLE OF AMENDMENT NO. 3

The Amendments to the Articles of Incorporation are as follows:

ARTICLE VI

The purpose for which the corporation is organized are as follows:

A. To receive and to administer funds and to operate exclusively for cultural, religious, charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation and to give funds and property from time to time to other organizations to be used or held for use directly in carrying out one or more such purposes. Among these purposes is to interact with low and moderate income communities to develop and deliver financial products that will enhance socioeconomic conditions, while working as a catalyst between private and public sectors.

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
GREATER MIAMI COMMUNITY DEVELOPMENT COUNCIL, INC.
Page 2

C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the code, with all powers conferred on nonprofit corporations under the laws of the State of Florida.

D. This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

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

- A. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 hereof. No substantial part of the activities of the corporation shall be 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 or in opposition to any candidate for public office.

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
GREATER MIAMI COMMUNITY DEVELOPMENT COUNCIL, INC.
Page 3

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Dated this 1 day of JAN., 1997


JORGE A. FERNANDEZ
CHAIRMAN.

STATE OF FLORIDA

COUNTY OF DADE

The foregoing Articles of Amendment to the Articles of Incorporation were acknowledged before me, by Jorge A. Fernandez Chairman, of GREATER MIAMI COMMUNITY DEVELOPMENT COUNCIL, INC., A Non Profit Corporation in the state of Florida. He is personally known to me or has produced _____ as identification and did/did not take an oath.

WITNESS my hand and official seal at Miami, Florida, this 1st day of January, 1997.


Notary Public, State of Florida

