

N9500002688

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER ST
SUITE 200
MIAMI FL 33135- 302-
CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: OUR PART OF THE WOODS, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/9

W-4436
for Add
9/16/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 6, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: OUR PART OF THE WOODS, INC.
REF: W95000011436

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please provide complete business street addresses for the directors, officers and incorporators.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: 195000006154
Letter Number: 895A00027716

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 6, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: OUR PART OF THE WOODS, INC.
REF: W95000011436

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

You failed to make the correction(s) requested in our previous letter.

==PLEASE READ ARTICLES V AND K, THIS IS WHERE THE BELOW CORRECTIONS NEED TO BE MADE.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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Lorla Poole
Corporate Specialist

FAH Aud. #: H95000006154
Letter Number: 895000027856

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

Brian Dillhard

ARTICLES OF INCORPORATION
OF

1000 N. Hiatus Rd. #140

Pembroke Pines, FL 33026

OUR PART OF THE WOODS, INC.

305-433-1285/FAX 375081

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is Our Part Of The Woods, Inc.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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, including the publication or

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TALLAHASSEE, FLORIDA

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distribution of statements, any political campaign on behalf of any candidate for public office.

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Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or 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 Common Pleas 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.

ARTICLE IV

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be hereafter amended.

ARTICLE V

The qualifications for members and the manner of their admissions shall be regulated by the by-laws. The manner in which directors are elected or appointed shall be stated in the by-laws.

ARTICLE VI

10-10-1995 12:30 FROM ENTIME

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The initial principal address in the state of FLORIDA is
the initial registered office of the Corporation 14917 Encino Circle
at Grand Palms, Pembroke Pines and the name of the initial registered
agent at such address is Terry T. Sherman.

ARTICLE VII

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VIII

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of Florida.

ARTICLE IX

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

1. Terry T. Sherman
14917 Encino Circle No. at Grand Palms
Pembroke Pines, Fl 33027
2. Don Sherman
14917 Encino Circle No. at Grand Palms
Pembroke Pines, Fl 33027
3. Maria Quintana Batista
1614 SW 158 Terrace
Pembroke Pines, Fl 33027

ARTICLE X

The names and addresses of the initial incorporators are as follows:

Terry T. Sherman
14917 Encino Circle No. at Grand Palms
Pembroke Pines, Fl 33027

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Broward County, Florida, on this 23 day of May, 19 95.

Terry T. Sherman

JUL-07-1995 07:50 FROM EMPH

TO

19049224XXX

P.03

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this
23 day of May, 19 95.

(SEAL)

Brian J. Ditthardt
Notary Public
State of Florida
My Commission Expires: _____



OFFICIAL SEAL
Brian J. Ditthardt
My Commission Expires
Jan. 16, 1998
Comm. No. 00174852

Instrument Submitted By:
Brian J. Ditthardt, P.A.
Brian J. Ditthardt, Esq.
1000 N. Hiatus Road
Suite 140
Pembroke Pines, Fl. 33016
Fla Bar No. 375081

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE
SERVICE OF PROCESS IN THIS STATE**

The following is submitted in compliance with law.

Our Part Of The Woods, Inc., a not-for-profit corporation organizing under the laws of the State of Florida with its principal office located at 14917 Encino Circle No. at Grand Palms, Pembroke Pines, Fl 33027, hereby designates Terry T. Sherman as its agent at that address to accept service of process within this state.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to put my name (and any other officers of said corporation authorized to accept service of process at the above designated Florida address) in some conspicuous place in the office as required by law.

Terry T. Sherman

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared Terry T. Sherman, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct and that he has executed the same for the purpose expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of May, 19 95.

(SEAL)

[Signature]
Notary Public
State of Florida
My Commission Expires:



OFFICIAL SEAL
Brian J. Dethlefsen
My Commission Expires
Jan. 16, 1998
Comm. No. 00174552

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JUN 19 9 11 AM '95
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TALLAHASSEE, FLORIDA

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