

N95000003334

TRANSMITTAL LETTER

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

SUBJECT: The Shaman Group, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

|                                             |                                  |                                   |                                                |
|---------------------------------------------|----------------------------------|-----------------------------------|------------------------------------------------|
| <input checked="" type="checkbox"/> \$70.00 | <input type="checkbox"/> \$78.75 | <input type="checkbox"/> \$122.50 | <input type="checkbox"/> \$131.25              |
| Filing Fee                                  | Filing Fee<br>& Certificate      | Filing Fee<br>& Certified Copy    | Filing Fee,<br>Certified Copy<br>& Certificate |

FROM: Nelson B. Steelman  
Name (Printed or typed)

2046 N. W. 43rd Terrace, #8  
Address

Lauderhill, FL 33313  
City, State & Zip

(305) 731-1508  
Daytime Telephone number

400001533724  
-07/10/95--01074--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

0107  
7-13-95

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF**

**The Shaman Group, Inc.**

**A Florida "Not for Profit" Corporation**

**FILED**

95 JUL 10 PM 6:27

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  
NAME OF CORPORATION:**

The name of the corporation is The Shaman Group, Inc.

**ARTICLE II  
PRINCIPAL OFFICE:**

The principal office of the corporation is located at:

2046 N. W. 43rd Terrace, #8  
Lauderhill, FL 33313

The mailing address of the corporation is:

2046 N.W. 43rd Terrace, #8  
Lauderhill, FL 33313

**ARTICLE III  
INITIAL REGISTERED AGENT**

The name and address of the initial registered agent of the corporation is:

Nelson B. Steelman.  
2046 N.W. 43rd Terrace, #8  
Lauderhill, FL 33313

**ARTICLE IV  
DURATION/MEMBERSHIP:**

The period of duration is perpetual unless sooner terminated by the Members and Directors. The qualification for members, if any, and the manner of their admission shall be regulated by the By-Laws.

**ARTICLE V  
BOARD OF DIRECTORS**

The method of selection and of the Board of Directors and number of the Board of Directors shall be stated in the By-Laws.

The Names and addresses of the persons who are to serve as the initial Directors are:

Nelson B. Steelman  
2046 N.W. 43rd Terrace, #8  
Lauderhill, FL 33313

Rafael Cruz  
1921 N.W. 184th Terrace  
Pembroke Pines, FL 33029

Charles M. Taylor  
2875 N.W. 196 th Street  
Miami, FL 33056

Terry L. Prickett  
2032 Meadow Springs Drive  
Vienna, VA 22182

Thomas R. Lomas  
1855 W State route 434, Suite 250  
Longwood, FL 32750

**ARTICLE VI  
INCORPORATORS**

The name and address of the incorporator is:

Nelson B. Steelman  
2046 N.W. 43rd Terrace, #8  
Lauderhill, FL 33313

## ARTICLE VII CORPORATE PURPOSES

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

- (A) To raise the economic, educational and social levels of the residents of Florida and other jurisdictions where the Corporation may be licensed to do business 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.
- (B) To expand the opportunities available to said residents and groups 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.
- (C) 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 Florida and other jurisdictions where the Corporation may be licensed to do business 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.
- (D) 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.
- (E) 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.

(F) 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 VIII 501(C)(3) LIMITATIONS:**

**CORPORATE PURPOSES:** 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.

**EXCLUSIVITY:** The Corporation is organized exclusively for charitable, educational, and scientific purposes.

**NO PRIVATE INNUREMENT:** 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.

**LOBBYING AND POLITICAL CAMPAIGNS:** 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.

**DISSOLUTION:** 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

**PRIVATE FOUNDATION STATUS:** 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 IX INDEMNIFICATION**

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 Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

#### **ARTICLE X AMENDMENTS**

The Articles of Incorporation may be amended at any time by a majority vote of the Board of Directors present at any meeting, provided at least ten days written notice is given of the intention to take such action. Such Amendment shall then be presented to the Members for approval by a two thirds approval vote of the Members before such amendment shall take effect.

#### **ARTICLE XI OFFICERS OF THE CORPORATION**

The Board of Directors shall elect the officers as stated below

President, Treasurer, and Secretary, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Vice Presidents are authorized but none shall be elected at this time. Until such election is held on Tuesday, August 1, 1995, the following persons shall serve as corporate officers

President

Nelson B. Steelman  
2046 N W 43rd Terrace, #8  
Lauderhill, FL 33313

Treasurer

Rafael Cruz  
1921 N.W. 184th Terrace  
Pembroke Pines, FL 33029

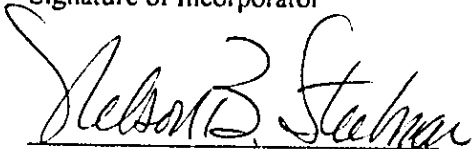
Secretary

Rafael Cruz  
1921 N.W. 184th Terrace  
Pembroke Pines, FL 33029

### Execution

I, Nelson B. Steelman, the undersigned incorporator of The Shaman Group, Inc., for the purpose of forming this Not For Profit Charitable Corporation under Chapter 617 of the laws of Florida, have executed these Articles of Incorporation this 6<sup>TH</sup> day of JULY, 1995.

Signature of Incorporator



Nelson B. Steelman

Typed name of incorporator signing

STATE OF FLORIDA  
COUNTY OF BROWARD

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 Nelson B. Steelman, personally known to me, and known by me to be the person who executed the foregoing Articles of Incorporation as incorporator (or the agent of the incorporator) and acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid this 6<sup>TH</sup> day of JULY, 1995.



NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES:



FRANCINE THOMAS  
COMMISSION # CC 396405  
EXPIRES JUL 28, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

95 JUL 10 PM 6: 27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

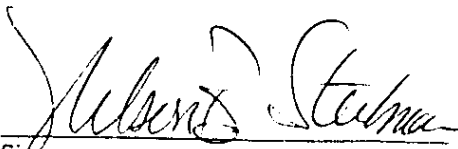
1. The name of the corporation is:

The Shaman Group, Inc.

2. The name and address of the registered agent is:

Nelson B. Steelman  
2046 N.W. 43rd Terrace, #8  
Lauderhill, FL 33313

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating of the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Signature

July 6, 1995  
Date