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July 7, 1995

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Hazel Butler Jr.
Secretary
Verbert C. Anderson
Treasurer

Members

Cornelius E. Alton
Reginald Clyne Esa
I. Willard Far
Ronald E. Frazier
Howard Hadley Jr. M.D.
John A. Hall
Kun Mason
Congresswoman Carrie P. Meek
Dr. Rudolph Moss
Garth C. Reeves
Neil Robinson
Dorothea Stewart
Karon Johnson Street
Edna H. Black
Executive Director

RE: Certificate of Incorporation: POINT OF HOPE SERVICES, INC.

Dear Sir/Madam:

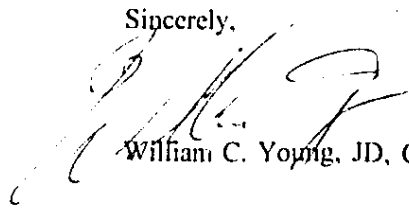
Enclosed please find an original and one copy of the Certificate of Incorporation for the above-referenced corporation, Certificate Designating Place of Business and Registered Agent, money order #8561926 in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fee.

Please file both the Certificate of Incorporation and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the following:

WILLIAM C. YOUNG, CPA, JD
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

Thank you for attention to this matter.

Sincerely,


William C. Young, JD, CPA

WCY/cd
Encls.

10
JUL 13 1995
TALLAHASSEE, FL
CORPORATION DIVISION

Handwritten initials

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

draft/articles/utspoint hop

6255 N W 7th Avenue • Miami, FL 33150 • Telephone (305) 751-8934 • Facsimile (305) 751-1619

CERTIFICATE OF INCORPORATION
OF
POINT OF HOPE SERVICES, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: POINT OF HOPE SERVICES, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is 15915 N.W. 40th Court, Miami, Florida 33054.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation 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), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VI: MEMBERSHIP

The corporation shall be a membership organization composed of those persons hereinafter listed as the initial board of directors and all other persons or organizations elected/selected for membership as provided in the bylaws.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 15915 N.W. 40th Court, Miami, Florida 33054, and Sunshine Ponce is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws.

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATORS

The incorporators of the Corporation is as follows:

SUNSHINE PONCE
15915 N.W. 40th Court
Miami, Florida 33054

IN WITNESS WHEREOF, I, SUNSHINE PONCE, he undersigned incorporators to these Articles of Incorporation, have affixed our signatures thereto on 7/6, 1995.

SUNSHINE PONCE

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was sworn to before me this 6th day of July, 1995 by Sunshine Ponce, who personally appeared before me at the time of notarization, and who are personally known to me or have produced a Florida Identification Card and a Florida Driver's License respectively as identification.

NOTARY PUBLIC:

SIGN: _____

Claudia Dixon

PRINT: _____

CLAUDIA DIXON

STATE OF FLORIDA AT
LARGE

OFFICIAL NOTARY SEAL
CLAUDIA DIXON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC40092K
MY COMMISSION EXP. AUG. 17, 1998

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First--That POINT OF HOPE SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named SUNSHINE PONCE located at 15915 N.W. 40th Court in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: SUNSHINE PONCE
SUNSHINE PONCE