

EDDIE L. FIELDS, P.A.  
ATTORNEY AT LAW  
3050 BISCAYNE BOULEVARD - SUITE 907  
MIAMI, FLORIDA 33137

TELEPHONE: (305) 573-7088  
FAX: (305) 573-5288

EDDIE L. FIELDS

*NA500003422*  
June 17, 19

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

300001527013  
-06/29/95--01050--011  
\*\*\*\*122.50 \*\*\*\*122.50

RE: 1737/67, Inc.

Dear Sir:

Enclosed is the certificate of incorporation for 1737/67 Inc.  
and my trust account check in the amount of \$122.50 to pay in full  
the required incorporation fee.

Kindly return to my office the certified copy of the  
certificate of incorporation of 1737/67, Inc.

Sincerely,

*Eddie L. Fields*  
Eddie L. Fields

ELF:vmg

Enclosures

*WFB-13463*

*00678  
00632  
00671*

*7/5/95*

*(7/5)*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 5, 1995

EDDIE L. FIELDS P.A.  
3050 BISCAYNE BLVD. STE 907  
MIAMI, FL 33137

SUBJECT: 1737/67, INC.  
Ref. Number: W95000013465

We have received your document for 1737/67, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 895A00032451

CERTIFICATE OF INCORPORATION  
OF  
1737/67, INC.

We, the undersigned, hereby associate ourselves for the purpose of becoming incorporated under Chapter 617, Florida Statutes, applicable to corporations not-for-profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Certificate of Incorporation.

ARTICLE I

NAME, PRINCIPAL OFFICE, AND PLACE OF BUSINESS

The name of this Corporation shall be 1737/67, INC. and the address of its place of business shall be c/o A.M. Cohen Temple Church Of God In Christ, 1747 N.W. 3rd Avenue, Miami, FL 33136.

ARTICLE II

GENERAL NATURE OF BUSINESS

This Corporation is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954 (or in the corresponding provision of any future United States Internal Revenue Law). In operating as a Section 501(c)(3) organization exclusively, the Corporation will carry on the following objectives and purposes:

For purposes of providing housing for low-income, the elderly, and disadvantaged persons, the Corporation shall acquire, by purchase or lease, gift, grant, devise, bequest, or otherwise, lands and interests in lands in this or in any other state or territory of the United States or a foreign country, and to own, hold, improve, employ, develop, use, and manage and deal with any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or acquired by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter, or improve any buildings, or other structures now or hereafter erected on any lands so owned, held, or occupied, and to mortgage, pledge, sell, convey, lease, exchange, transfer, or otherwise dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the Corporation, to fulfill these objectives and purposes.

### ARTICLE III

#### MEMBERSHIP

A. Qualifications: Any reputable person, corporation, partnership, association, or organization having an interest in the objectives of the Corporation shall be eligible to apply for membership.

B. Admission to membership: Any person, corporation partnership, association, or organization who pays the required membership fee and complied with the other requirements established

by the Board of Directors shall be admitted to membership in the Corporation upon an affirmative vote of a majority of the Board of Director members

#### ARTICLE IV

This Corporation is to have perpetual existence.

#### ARTICLE V

##### SUBSCRIBERS

The names and addresses of the subscribers to the Certificate of Incorporation, who have all attained majority age, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bishop Jacob Cohen Chairman	c/o A.M. Cohen Temple Church of God in Christ 1747 N.W. 3rd Avenue Miami, FL 33136
Josie Cohen 1st Vice Chairman	c/o A.M. Cohen Temple Church of God in Christ 1747 N.W. 3rd Avenue Miami, FL 33136
Brenal Campbell 2nd Vice Chairman	c/o A.M. Cohen Temple Church of God in Christ 1747 N.W. 3rd Avenue Miami, FL 33136
Orbit Pough Member	c/o A.M. Cohen Temple Church of God in Christ 1747 N.W. 3rd Avenue Miami, FL 33136
Marquita Smith Financial Secretary/Treasurer	c/o A.M. Cohen Temple Church of God in Christ 1747 N.W. 3rd Avenue Miami, FL 33136

## ARTICLE VI

### MANAGEMENT

The affairs of this Corporation shall be managed by a Board of Directors numbering at least five (5). New directors shall be appointed or elected to the board in accordance with the Bylaws.

## ARTICLE VII

### OFFICERS

The names and addresses of the individuals who are to serve as officers of the Corporation until the first election or appointment of new officers in accordance with the Bylaws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bishop Jacob Cohen Chairman	c/o A.M. Cohen Temple Church of God in Christ 1747 N.W. 3rd Avenue Miami, FL 33136
Josie Cohen 1st Vice Chairman	c/o A.M. Cohen Temple Church of God in Christ 1747 N.W. 3rd Avenue Miami, FL 33136
Brenal Campbell 2nd Vice Chairman	c/o A.M. Cohen Temple Church of God in Christ 1747 N.W. 3rd Avenue Miami, FL 33136
Orbit Pough Member	c/o A.M. Cohen Temple Church of God in Christ 1747 N.W. 3rd Avenue Miami, FL 33136
Marquita Smith Financial Secretary/Treasurer	c/o A.M. Cohen Temple Church of God in Christ 1747 N.W. 3rd Avenue Miami, FL 33136

## ARTICLE VIII

### BOARD OF DIRECTORS

The names and addresses of the individuals who are to serve as the Board of Directors, and who will manage the affairs of the Corporation until new directors are elected in accordance with the Bylaws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Bishop Jacob Cohen Chairman	c/o A.M. Cohen Temple Church of God in Christ 1747 N.W. 3rd Avenue Miami, FL 33136
Josie Cohen 1st Vice Chairman	c/o A.M. Cohen Temple Church of God in Christ 1747 N.W. 3rd Avenue Miami, FL 33136
Brenal Campbell 2nd Vice Chairman	c/o A.M. Cohen Temple Church of God in Christ 1747 N.W. 3rd Avenue Miami, FL 33136
Orbit Pough Member	c/o A.M. Cohen Temple Church of God in Christ 1747 N.W. 3rd Avenue Miami, FL 33136
Marquita Smith Financial Secretary/Treasurer	c/o A.M. Cohen Temple Church of God in Christ 1747 N.W. 3rd Avenue Miami, FL 33136

## ARTICLE IX

### INDEMNIFICATION OF OFFICERS DIRECTORS, EMPLOYEES, AND AGENTS

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by

or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amount paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

#### ARTICLE X

##### AMENDMENTS

The Certificate of Incorporation and the Bylaws may be altered, amended, or repealed and a new Certificate of Incorporation or Bylaws may be adopted by a two-thirds majority vote of all the directors, or a majority of the voting members of



the Corporation present at an annual meeting or duly summoned special meeting of the directors, or of the members of the Corporation, in accordance with the Bylaws.

#### ARTICLE XI

##### DISTRIBUTION ON DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses of the Corporation are paid, be distributed to one or more organizations that are organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE XII

##### INCOME AND DISTRIBUTION

No part of the income of the Corporation shall inure to the benefit of any member, director, 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, director, 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.

### ARTICLE XIII

#### PROHIBITED ACTIVITIES

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

### ARTICLE XIV

Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

### ARTICLE XV

#### OWNERSHIP OF PROPERTY

The said property is held in trust for the use and benefit of the members of the Church of God in Christ with National Headquarters in the City of Memphis, Shelby County, Tennessee, and subject to the Charter, Constitution, Laws and Doctrine of said Church, now in full force and effect, or as they may be hereafter

amended, changed or modified by the General Assembly of said Church

#### ARTICLE XVI

#### DIRECTORS AND CORPORATE REGULATION

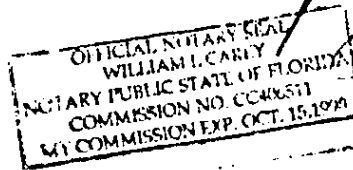
The majority of the positions on the Board of Directors shall be held by members of Church of God in Christ of America, Jurisdiction of Florida, Incorporated. The directors shall be selected and appointed to the Board by the Pastor of the Church, in a regular or special business meeting of the church.

IN WITNESS WHEREOF, we, the undersigns, all of whom are of majority age, have made, subscribed, and acknowledged this Certificate of Incorporation this 5<sup>th</sup> day of June, 1995.

MIAMI DADE COUNTY FLA.  
JUNE 5, 1995

*William L. Bailey*

*Jacob Cohen*  
BISHOP JACOB COHEN



*Josie Cohen*  
JOSIE COHEN

*Brenal Campbell*  
BRENAL CAMPBELL

*Orbit K. Pough*  
ORBIT POUGH

*Marquita D. Smith*  
MARQUITA SMITH

STATE OF FLORIDA

COUNTY OF DADE

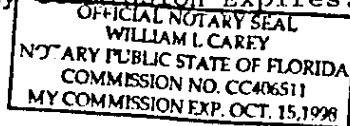
The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of June, 1995, by BISHOP JACOB COHEN, who produced ESPC-421-32-004 Florida Driver License, Fla State as identification; JOSIE COHEN, who produced C570-430-37-344-C Florida Drivers License, Fla State as identification; BRENAL CAMPBELL, who produced C574-078-49-334-D Florida Drivers License, Fla State as identification; ORBIT DOUGH, who produced P 202-451-45-3976 Florida Drivers License, Fla State as identification; and MARQUITA SMITH, who produced F 530-544-55-804-0 Florida Driver License, Fla State as identification; and acknowledged before me that they are the parties to the foregoing Certificate of Incorporation, and acknowledged the said Certificate to be the acts and deeds of the signers, and that the facts therein are truly set forth.

Given under my hand and seal the day and year aforesaid.

*William L. Carey*  
NAME:

Notary Public, State of Florida  
At Large

My Commission Expires:



My Commission No.:


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

In pursuance of Chapter 46.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

That ~~1-3-6~~ INC., desiring to organize under the laws of the  
State of Florida with its principal office as indicated in the  
Certificate of Incorporation at the City of Miami, County of Dade  
and State of Florida has named BISHOP JACOB COHEN, c/o A.M. Cohen  
Temple Church Of God In Christ, 1747 N.W. 3rd Avenue, Miami, FL  
33136, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

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

  
BISHOP JACOB COHEN  
Registered Agent