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January 12, 1996

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

000001690500  
-017/17/96--01040--017  
\*\*\*\$122.50 \*\*\*\$122.50

BOARD OF DIRECTORS

Officers

Dr. Roy Phelps  
President

Howard Butler, Jr.  
Secretary

Vincent C. Anderson  
Treasurer

Members

Corinna E. Allen

Reginald Clyne, Esq.

Clarence W. Ewok

T. Wilford Fay

Ronald E. Frazier

Howard Hadley, Jr., M.D.

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Dr. Rudolph Mohr

Garth C. Reeves

Neil Robinson

Dorothea Stewart

Karen Johnson Street

Elaine H. Black,  
Executive Director

RE: Articles of Incorporation:  
NEW BEGINNINGS CHILDREN'S  
HOME, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, a Certificate Designating Place of Business and Registered Agent, along with Check #592 which is in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fees.

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

STANLEY B. LEWIS  
ATTORNEY AT LAW  
TOOLS FOR CHANGE  
6255 N.W. 7th Avenue  
Miami, Florida 33150

Thank you for your attention to this matter.

Sincerely,

*Stanley B. Lewis*

Stanley B. Lewis  
Attorney at Law

Encls.

**TOOLS FOR CHANGE**  
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

FILED  
96 JAN 17 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G3 1/22/96

CERTIFICATE OF INCORPORATION

OF

NEW BEGINNINGS CHILDREN'S HOME INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED

96 JAN 17 AM 0:21

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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: NEW BEGINNINGS CHILDREN'S HOME INC., hereinafter referred to as the "Corporation".

ARTICLE II.: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 20760 N.E. Miami Court, Miami, FL 33179.

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, including the operation of a group home for children. 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 nonmembership organization.

**ARTICLE VII: REGISTERED OFFICE AND AGENT**

The Corporation's registered office shall be located at 20760 N.E. Miami Court, Miami, FL 33179, and DONNA T. USTICK 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.

The following persons are to serve on the initial Board of Directors:

MICHELLE ANGELIQUE  
2786 NW 94 Avenue  
Coral Springs, FL 33065

SCOTT FRANCIS USTICK  
4180 SW 11th Street  
Plantation, FL 33317

ALAN DALE ALEXANDER  
2786 NW 94 Avenue  
Coral Springs, FL 33065

#### 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: INCORPORATOR

The incorporator of the Corporation is as follows:

DONNA T. USTICK  
4180 S.W. 11th Street  
Plantation, FL 33317

IN WITNESS WHEREOF, I, DONNA T. USTICK, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on JAN 9th, 1996.

Donna T. Ustick  
DONNA T. USTICK

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was sworn to before me this 9th day of January, 1996, by DONNA T. USTICK, who personally appeared before me at the time of notarization, and who is either personally known to me or has produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN:

Stanley B. Lewis

PRINT: STANLEY B. LEWIS



STANLEY B. LEWIS  
My Commission CC407767  
Expires Sep. 18, 1998  
Bonded by HAI  
000-422-1555

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 NEW BEGINNINGS CHILDREN'S HOME, 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 DONNA T. USTICK  
located at 20760 N.E. Miami 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: Donna T. Ustick  
DATE: January 9th 1996