

N 96000000561
M&M
MARCUS & MARCUS, P.A.

Michael J. Marcus

Douglas J. Pracher

Annette Pitts

ATTORNEYS AT LAW
317 NORTH KROME AVENUE
HOMESTEAD, FLORIDA 33030-6077
(305) 247-2116 FAX: (305) 247-0919

Joseph S. Marcus
(1927 - 1983)

Richard L. Hersch
of Counsel

January 29, 1996

VIA FEDERAL EXPRESS

Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

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-01/30/96--01073--008
****131.25 ****131.25

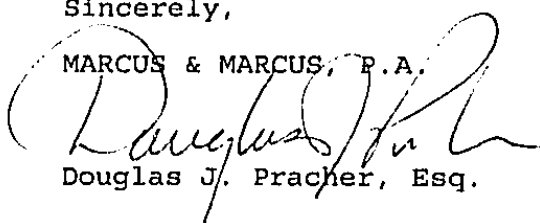
RE: Articles of Incorporation for
Community Housing and Redevelopment
Trust, Inc., a Florida Not for Profit
Corporation

Dear Sirs:

Enclosed please find the Articles of Incorporation for Community
Housing and Redevelopment Trust, Inc., and our check for \$131.25.
Please file the Articles and return a certified copy plus a
Certificate of Status to us.

Sincerely,

MARCUS & MARCUS, P.A.


Douglas J. Pracher, Esq.

DJP/lec
Enclosures

cc: Mike Kalland
John Leonard
Gale Springer
John Adams
Jessica Crostan

SN FEB - 1996

RECEIVED
FEB 1 1996
FEB 1 1996

**Articles of Incorporation
of
Community Housing and Redevelopment Trust, Inc.**

FILED
96 JAN 30 PM 12:16
TALLAHASSEE, FLORIDA

ARTICLE

NAME

The name of this corporation shall be: Community Housing and Redevelopment Trust, Inc. ("C.H.A.R.T."). The principal address of this corporation shall be 47 North Krome Avenue, Homestead, Florida 33030.

ARTICLE II

ENABLING LAW

This corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not for profit.

ARTICLE III

PURPOSE

The purposes for which this Corporation are organized are exclusively charitable, cultural, scientific and educational, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended and the Regulations promulgated thereunder, being principally to plan, promote, develop, construct, operate, and maintain an office in the vicinity of the cities of Florida City and Homestead, Florida, the activities of which shall

be directed towards promoting the general good and welfare of the public, including, but not limited to, the funding and construction of affordable housing, various employment generating and training projects, community and economic development projects, projects intended to promote public awareness of and learning about environmental issues, construction of public recreation facilities, initiating and/or supporting other public needs (e.g., day care facilities, education, tourism promotion, etc.), and other similar functions, for the benefit of the general public in areas characterized by affordable housing criteria or general community blight, depression, or need. Toward that end, the Corporation shall be empowered to:

1. Take and hold, by bequest, gift, grant, purchase, lease, or otherwise, any property, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value;
2. To contract for the operation or management of its projects;
3. To advertise and promote within or without the State as to the activities of the Corporation;
4. To sell, convey, or otherwise dispose of, any property, and to invest, reinvest, or deal with, the principal thereof, or the income therefrom, in such manner as, in the judgment of the Corporation's Board of Directors, will best

promote the purposes of the Corporation, and 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 other law applicable thereto;

5. To receive income from various sources, including public and private grants, fees, rent, loans, and/or any other appropriate source determined to be necessary to carry out the purposes of the Corporation, and to determine the best use of those receipts through preparation of annual budgets, approved by the Board of Directors with the advice and guidance of a Certified Public Accountant and other professionals as warranted, except that no dividends, or part of any income, shall inure, or be paid to any Board member, Director, or other person affiliated with the Corporation, excepting only salaries for hired staff and professional assistance, from the receipts of the Corporation;
6. To have and exercise any and all powers conferred upon corporations, both for profit and not for profit, under the statutes of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above;
7. Other provisions of these Articles of Incorporation notwithstanding, this

Corporation shall not carry on any other activities not permitted to be undertaken by: a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or b) a corporation to which contributions are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue law;

8. To the extent permitted by law, to exercise its rights, powers, and privileges by holding meetings of its members and the Board of Directors, and by having one or more offices, by employing personnel, and by establishing branches, subdivisions, and agencies, in any part of the world;
9. Alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation, provided, however, that the Corporation may not exercise any power, either expressed or implied, in such a manner as would disqualify the Corporation from exemption from income tax under Section 501 (c)(3) of the Internal Revenue Code;
10. Notwithstanding the powers and purposes enumerated elsewhere in these

Articles, the Corporation shall be restricted as follows: no part of the net earnings of the Corporation shall inure to the benefit of any Board member, other member, officer, or other associate or representative of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no Board member, other member, officer, or private individual, shall be entitled to share the distribution of the Corporation's assets upon dissolution of the Corporation.

ARTICLE IV

TERM

The period of the duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE V

INCORPORATORS

The name and residence of the subscribers to these Articles of Incorporation are:

1. Michael Kalland, c/o Southwin Corporation, 47 North Krome Avenue, Homestead, Florida 33030;
2. John T. Leonard, at the above address; and
3. Gale Springer, at the above address .

ARTICLE VI

QUALIFICATIONS OF MEMBERS

The qualification of members of the Corporation, the authorized number, and the manner of admission of members to this Corporation, the different classes of membership, if any, the privilege of voting and other rights and privileges of members, the liability of members and/or dues or assessments, and the method of collection thereon in the termination and transfer of membership, shall be as set forth in the By-Laws of this Corporation.

ARTICLE VII

MANAGEMENT OF CORPORATE AFFAIRS:

- A. Board of Directors: The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The number of Directors herein provided for shall be as set forth in the By-Laws of the Corporation, providing, however, that except for the initial Board of Directors set forth below, there shall never be fewer than six members on the Board of Directors. The names and addresses of persons constituting the initial Board of Directors who are to act in that capacity until the selection of their successors are:

1. Michael Kalland, c/o Southwin Corporation, 47 North Krome Avenue, Homestead, Florida 33030;
2. John T. Leonard, at the above address; and
3. Gale Springer, at the above address.

The above individuals shall serve as the initial Board of Directors for a period of

90 days subsequent to the date of incorporation. During that time, a list of permanent members of the Board of Directors shall be prepared by the above incorporators or others working with or familiar with the new corporation, consistent with the By-Laws, and objectives for skill and experience, and shall be submitted to the Initial Board for approval. This list shall identify proposed terms, consistent with the provision for staggering in the By-Laws, the qualifications of each member, and other relevant information. Subsequent to approval of the Initial Board of Directors of the Corporation, the names so submitted shall become the first permanent official Board of Directors of the Corporation, serving terms of one, two, and three years as identified.

- B. Employment of Staff: the Board of Directors may retain staff for the purpose of conducting day-to-day management and supervision of Corporation affairs, consistent with policies and directions set by the Board, and with the qualifications and provisions outlined in the By-Laws.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered agent and office in the State of Florida:
Michael J. Marcus, Esquire; 317 North Krome Avenue; Homestead, Florida 33030.

ARTICLE IX

BY-LAWS

By-Laws will be herolnafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or appealed in whole, or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding on all members of this Corporation.

ARTICLE X

AMENDMENTS OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by Director and presented to a quorum of the Board of Directors for their vote; amendments may be adopted by a vote of a majority of members of the Board of Directors of the Corporation.

ARTICLE XI

DISSOLUTION

In the event of dissolution of this Corporation, the residual assets of the Corporation will be distributed to one or more organizations of the type described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986, and corresponding provisions of any subsequent federal tax laws, or to the federal, state, or local government, for exclusive public purposes and use.

ARTICLE XII

NONDISCRIMINATION

No person shall be denied membership, association with, participation in the programs of, or other involvement with the business and services of the Corporation on the basis of race, creed, national origin, age, sex, handicap, or religion.

This principal shall be reflected in the By-Laws, and in the policies and programs subsequently enacted by the Board.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, for the purpose of forming this Corporation, not-for-profit, under the laws of the State of Florida, this 24th day of January, 1996.

1. Michael Kalland; c/o Southwin Corporation; 47 North Krome Avenue,
Homestead, Florida 33030 Michael Kalland

2. John T. Leonard; c/o Southwin Corporation; 47 North Krome Avenue,
Homestead, Florida 33030 John T. Leonard

3. Gale Springer; c/o Southwin Corporation; 47 North Krome Avenue, Homestead,
Florida 33030 Gale Springer

State of Florida

County of Dade

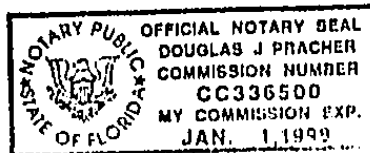
Before me, the undersigned Douglas J. Pracher, personally appeared Michael Kalland, John T. Leonard, and Gale Springer, who, being first duly sworn, acknowledged to me that they are the persons described as the Incorporators of, and the ones who executed, the foregoing Articles of Incorporation, and that they executed the same for the purposes therein expressed.

Witness my hand and seal this 24th day of January, 1996.

Douglas J. Pracher
Notary Public, State of Florida at large

My commission expires:

(NOTARY SEAL)



Having been named to accept service of process for the Levin Farms
Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby
agree to act as a Registered Agent, and I further agree to comply with the provisions of
all statutes relative to the proper and complete performance of my duties.

Dated this 25th day of January, 1996

x Michael J. Marcus
Michael J. Marcus

Registered Agent

State of Florida

County of Dade

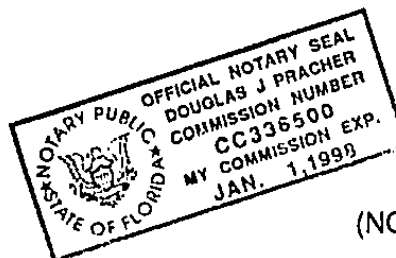
Before me, the undersigned officer, Douglas J. Pracher personally
appeared, Michael J. Marcus, who being first duly sworn, acknowledged to me that he is
the person described as the Registered Agent in, and the one who executed, the
foregoing Articles of Incorporation, and that he executed the same for the purposes
therein expressed.

Witness my hand and seal this 25th day of January, 1996.
Douglas J. Pracher

Notary Public State of Florida

at large. My commission

expires:



(NOTARY SEAL)

FILED
96 JAN 30 PM 12:16
TALLAHASSEE, FLORIDA

MARCUS & MARCUS, P.A.

Michael J. Marcus

Douglas J. Pracher

Annette Pitts

ATTORNEYS AT LAW
317 NORTH KROME AVENUE
HOMESTEAD, FLORIDA 33030-6077
(305) 247-2116 FAX: (305) 247-0919

Joseph S. Marcus
(1927 - 1983)

Richard L. Hersch
of Counsel

June 14, 1996

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

RE: Articles of Amendment/
Community Housing and Redevelopment Trust, Inc.

Gentlemen:

Enclosed for filing is an original, plus one copy, of the Articles of Amendment to the Articles of Incorporation for the above-named corporation, together with our Check No. 15382, in the amount of \$35.00 to cover the filing fees. Please file these Articles and return a copy to this office in the envelope which has been provided.

Should you have any questions or problems, please do not hesitate to contact the undersigned.

Sincerely,

MARCUS & MARCUS, P.A.

By: 
Douglas J. Pracher, Esq.

MJM/pap
Enclosures

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-06/18/96--01057--014
*****35.00 *****35.00

FILED
SF SECRETARY OF STATE
DIV. OF CORP. RECORDS
JUN 17 AM 11:56
TALLAHASSEE, FLORIDA

JUN 19 1996

ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION

OF

COMMUNITY HOUSING AND REDEVELOPMENT TRUST, INC.

The Articles of Incorporation of Community Housing and Redevelopment Trust, Inc., are amended as follows:

1. Article I shall be amended to read as follows:

"The name of this corporation shall be: COALITION FOR IMPOSSIBLE DREAMERS, INC.. The principal address of this corporation shall be 47 North Krome Avenue, Homestead, Florida 33030."

2. The foregoing Articles of Amendment was adopted by the Board of Directors and the Membership of the corporation on this, the 10 day of June 1996.

IN WITNESS WHEREOF the undersigned President of the corporation has executed these Articles of Amendment on this 10 day of June 1996.



VIVIAN TEIFER
My Comm Exp. 7/04/99
Bonded By Service Inc
No. CC477818
My Comm Exp. 7/04/99

COALITION FOR IMPOSSIBLE
DREAMERS, f/k/a
COMMUNITY HOUSING AND
REDEVELOPMENT TRUST, INC.

By: Michael Kalland, Pres
Michael Kalland, President

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 10 day of June 1996 by MICHAEL KALLAND, as President of Coalition for Impossible Dreamers, Inc. f/k/a Community Housing and Redevelopment Trust, Inc. and he produced _____ as identification or are personally known to me and that he did/did not take an oath.

My Commission Expires: 7-4-99

Vivian Teifer
NOTARY PUBLIC

MARCUS & MARCUS, P.A.

ATTORNEYS AT LAW
117 NORTHEAST KROME AVENUE
TALLAHASSEE, FLORIDA 32310-6077
(305) 247-2116 FAX: (305) 247-0919

Joseph S. Marcus
(1927 - 1983)

Richard L. Hirsch
of Counsel

October 17, 1996

100001982801--0

10/22/96--01074--013

*****35.00 *****35.00

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

RE: Coalition for Impossible Dreamers, Inc.

Gentlemen:

Enclosed for filing is an original, plus one copy, of the Articles of Amendment of Articles of Incorporation for the above-named corporation, together with our Check No. 15639, in the amount of \$35.00 to cover the filing fees. Please file these Articles and return a copy to this office in the envelope which has been provided.

Should you have any questions or problems, please do not hesitate to contact the undersigned.

Sincerely,

MARCUS & MARCUS, P.A.

By: 

Douglas J. Piacher, Esq.

DJP/pap
Enclosures

cc: Michael Kalland

cc: Kalland re ✓

Linda

FILED
96 OCT 21 AM 9:47
TALLAHASSEE, FLORIDA
STATE

ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF

COALITION FOR IMPOSSIBLE DREAMERS, INC.

FILED
96 OCT 21 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Coalition For Impossible Dreamers, Inc., are amended as follows:

1. Article I shall be amended to read as follows:

"The name of this corporation shall be: Tropical America Trust, Inc., The principal address of this corporation shall be 319 West Palm Dr. Florida
City Florida 33074"

2. Article III shall be amended to read as follows:

The purposes for which this Corporation are organized are exclusively charitable, cultural, scientific and educational, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended and the Regulations promulgated thereunder, being principally to plan, promote, develop, construct, operate, and maintain an office in the vicinity of the cities of Florida City and Homestead, Florida, the activities of which shall be directed towards promoting the general good and welfare of the public, including, but not limited to the funding and creation of a tropical/botanical garden site or sites within the community, economic development projects, projects intended to promote public awareness of and learning about environmental issues, construction of public recreation facilities, initiating and /or supporting other public needs (e.g. education, tourism promotion, etc.), and other similar functions, for the benefit of the general public in the community. Toward that end, the Corporation shall be empowered to:

(All numbered subparagraphs 1 through 10
remain unchanged)

3. The foregoing Articles of Amendment was adopted by the Board of Directors and the Membership of the corporation on this, the 27th day of September 1996.

IN WITNESS WHEREOF the undersigned President of the corporation has executed these Articles of Amendment on this 27th day of September 1996.

TROPICAL AMERICA TRUST, INC.
f.k.a. COALITION FOR IMPOSSIBLE
DREAMERS, INC.

By: Michael Kalland, Pres.
Michael Kalland, President

STATE OF FLORIDA)
 uu
COUNTY OF PLAM BEACH)

The foregoing instrument was acknowledged before me this 27 day of September 1996 by MICHAEL KALLAND, as President of Tropical America Trust, Inc., f.k.a. Coalition for Impossible Dreamers, Inc., and he produced _____ as identification or are personally known to me and that he did/did not take an oath.

My Commission Expires: 7-4-99

Vivian Teifer
NOTARY PUBLIC



VIVIAN TEIFER
My Comm Exp. 7/04/99
Bonded By Service Ins
No. CC477818
☒ Personally Known ☐ Other I.D.