

3/05/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: J. PINEST, INC.

DEPARTMENT OF STATE

13850 NW 20TH AV

STATE OF FLORIDA

109 EAST GAILLARD STREET

MIAMI FL 33054-

TALLAHASSEE, FL 32399

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((H96000003132))

DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: NORTH MIAMI COMMUNITY DEVELOPMENT CORPORATION

FAX AUDIT NUMBER: H96000003132

CURRENT STATUS: REQUESTED

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EFFECTIVE DATE
12-28-96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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for Audit #

3/5/96 5:12:59



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 6, 1996

D. FINEST LIMO, INC.

MIAMI, FL

SUBJECT: NORTH MIAMI COMMUNITY DEVELOPMENT CORPORATION
REF: W96000004958

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

COMPARE NAME IN ARTICLE I AND NAME ON R.A. CERTIFICATE.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000003132
Letter Number: 596A00009921

((9600000313))

**ARTICLES OF INCORPORATION OF
NORTH MIAMI COMMUNITY DEVELOPMENT CORPORATION
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be North Miami Community Development Corporation.

The principal address of the corporation at the time of incorporation is 1532 NE 144th Street, Miami, Florida 33165, County of Dade, State of Florida.

ARTICLE II. DURATION

The duration of this corporation is perpetual unless dissolved according to law.

Corporate existence shall commence on the 28, day of February, 1996.

ARTICLE III. PURPOSE

(a) The general purposes for which this corporation is organized are: to conduct or financially support revenue generating business with the purpose of the economic and social development of the North Dade County area, controlled by residents of the, North Dade County area and committed to enhancing community well being; to develop business and economic institutions within the North Dade County area to increase the income of the area's residents; to develop more skilled human and technical resources than presently available in the North Dade County area; to stimulate through economic development, the economic, physical and fiscal health of the North Dade County area, thereby increasing its desirability as a place to live and work.

(b) The general nature and purposes of this corporation shall be exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code.

(c) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) of this Article III.

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ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons, as from time to time hereinafter, may become members in the manner prescribed by the bylaws.

ARTICLE V. REGISTERED OFFICE AND REGISTERED

The street address of the corporation's initial registered office is 1532 NE 144th. Street, Miami, Florida 33165, County of Dade, Florida, and the name of the corporation's initial registered agent at such address is Joan Powers.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

NAME	ADDRESS
Joan Powers	1532 NE 144th. Street Miami, Florida 33165
Estelle Manginin	2600 NW 83 Street Sunrise, Florida 33322
Rollins Donald	2230 NW 105 Street Miami, Florida 33167

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This corporation is organized under a nonstock basis. This corporation is not for profit corporation as defined by members of the corporation.

The Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors or managers, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of number not less than three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the board of directors.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

(d) The names of the persons who are to serve as officers of this corporation until the first meeting of the Board of Directors are:

<u>Names</u>	<u>Office</u>
Joan Powers	President
Estelle Manginin	Vice President\ Secretary
Rollins Donald	Treasurer

(e) Standing Committees. This corporation will have at least two standing committees, as follows: The Board of Directors will elect annually, from its members, an executive committee of three persons and an admission committee of three persons. The powers and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties, may be specified in the bylaws or may be appointed from time to time by the Board of Directors.

ARTICLE IX. INCORPORATORS

The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joan Powers	1532 NE 144th. Street Miami, Florida 33165

1196000031133

Estelle Manginin

2600 NW 83 Street
Sunrise, Florida 33322

Rollins Donald

2230 NW 105 Street
Miami, Florida 33167

ARTICLE X. INCOME FROM PUBLIC EVENTS

The corporation intends to apply for tax-exempt status. If this corporation holds any events in which members of the general public are invited to participation for fee, the net proceeds if any, attributable to such participation by nonmember will be paid over to an organization that is exempt from federal income tax under the Section 501 (c) (3) of the Internal Revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1986.

ARTICLE XI. BYLAWS

Bylaws will be hereafter adopted at the first meeting of the board of directors. such bylaws may be amended, repealed, in whole or in part, by vote of the members or by the directors in the manner provided in the bylaws. Any amendments to bylaws shall be binding on all member of this corporation.

ARTICLE XII. AMENDMENT OF ARTICLES

Amendment to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendment may be adopted by a vote of at leased two-thirds of quorum of the voting .


ARTICLE XIII. DISTRIBUTION ON DISSOLUTION

If corporation will seek tax-exempt status under the Internal Revenue Code 1986, state: In the event of dissolution, the residual assets of the corporation will be turned over to one or organizations which themselves are exempt as organizations described in Sections 501 (c) (3) or 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes. Not withstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

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PREPARED BY:
DFL CORP., 13850 NW 26 AVE, MIAMI, FL.

1196000001132

In Witness Whereof, The Undersigned Subscriber (s) Have Executed These Articles Of Incorporation This 28th. Day February, 1996.


Joan Powers

State Florida)SS
County Of Dade

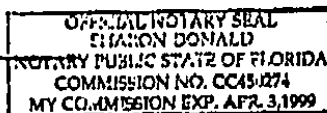
Before Me, A Notary Public Authorized To Take Acknowledgments In The State And County Set Forth Above, Personally Appeared Joan Powers.


Joan Powers

Known To Me And Known To Be Person (s) Who Executed The Foregoing Article Of Incorporation, And Who Acknowledged Before Me That Joan Powers, executed these Articles Of Incorporation.

In Witness Whereof, I Have Hereunto Affixed My Hand And Seal., In The State And County Aforesaid This 28 Th. Day Of February, 1996.


NOTARY PUBLIC



1010 P. 03

119600003132


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

In pursuance of chapter 607.34, Florida Statutes, the following is submitted, in compliance with said act:

First that **NORTH MIAMI COMMUNITY DEVELOPMENT CORPORATION**, desires to organize under the laws of the State of Florida with its principal office as indicated in Article of Incorporation in the City of Miami, County of Dade, State of Florida, has named Joan Powers as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service 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 said office.


Joan Powers
Registered Agent

FILED
96 MAR - 6 PM 2: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PREPARED BY:
DFT. CORP., 13850 NW 26 AVE, MIAMI, FL.

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