

Rutherford Williams
3301 Meadows Circle
Macon, GA 31205

N96000001481

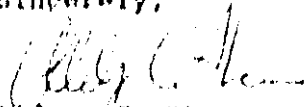
March 12, 1996

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

TO WHOM IT MAY CONCERN:

Please find enclosed a check in the amount of \$70 filing fee for Articles of Incorporation for the Carnival Association of South Florida, Inc.

Sincerely,



Aldwyn C. Thomas

7000011745347
30719795-01133-010
*****01.00 *****01.00

Dmc
3.18.96

FILED
MAR 15 AM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE OF INCORPORATION
OF
CARNIVAL ASSOCIATION OF SOUTH FLORIDA, INC.
A NON-PROFIT CORPORATION**

FILED
96 MAR 15 AM 2:26
SEC. STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a non-profit corporation under the provision of the Florida Non-Profit Corporation Act as follows:

ARTICLE I

NAME: The name of the proposed corporation is the Carnival Association of South Florida, Inc.

ARTICLE II

DURATION: The duration of the corporation shall be perpetual.

ARTICLE III

OFFICES: The location of the corporation is in the City of Miramar, in the County of Broward, and State of Florida. The address of the registered office is 3301 Meadows Circle W., Miramar, FL 33025

ARTICLE IV

PURPOSE: The corporation is organized as a non-profit corporation for the following purposes:

- (A)
 - (1) To develop and encourage the talents and abilities of young musicians, costume designers, steel bandsmen, wire artists, Limbo and folk dancers, calypsonians, especially individuals who might otherwise lack opportunities to develop to their full potentials;
 - (2) To provide occasions for exposures by such performers in varied formats;
 - (3) To foster and maintain an interest in cultural music, carnival art form especially among junior and senior high school students by identifying youths who had heretofore been "undiscovered" in their artistic potential, to improve their motivation for music and art, to improve their levels of achievement in art forms, to develop their expectations for success.
 - (4) To stimulate understanding of steel band music and other musical forms derived from the cultural experience of Caribbean Descent, African Americans and naturalized citizens of the West Indian nations and thus encourage public acceptance and appreciation of such musical forms as an integral part of American musical culture.
- (B)
 - (1) To conduct a Caribbean Style Carnival in South Florida once a year, sometime within the seven days preceding Columbus Day every year.
 - (2) To give primacy to the human and spiritual rather than to the material values of life.
 - (3) To promote the adoption and the application of higher social, business and professional standards among citizens of Caribbean Descent, African Americans and naturalized citizens of the West Indian nations.

(C)

(1) To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of justice and good will; and to accomplish the foregoing by purposes, either directly or indirectly, and either along or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature such as corporations, firms, associations, trust, institutions, foundations, or governmental bureaus, departments or agencies.

(D) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing.

(E) In furtherance, but not in limitation of the foregoing charitable, and educational purposes, the Corporation shall have the following powers:

(1) To solicit, collect, and receive money and other assets, and administer funds and contributions received by grant, gift, deed bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold invest, expand, contributed use, sell or otherwise dispose of any money, securities, property, rights, or services so acquired for the purposes above mentioned;

ARTICLE V

Qualification of Members: Any person 18 years of age or older and reside in Dade, Broward or Palm Beach County is eligible for membership in this corporation.

ARTICLE VI

No substantial part of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal and State income taxes under Section 501 (c) (3), of the Internal Revenue Code of 1954.

ARTICLE VII

Officers: The names of the officers chosen at the initial meeting and who will serve until their respective successors are elected at the subsequent meeting are as follows:

President - Francis Ragoo
Vice-President - Aldwyn C. Thomas
Secretary -
Assistant Secretary - Carl Assam
Treasurer - Rutheven Williams
Assistant Treasurer - Joan Ragoonan

The officers of the corporation shall be elected by the members of the corporation and each officer must be in good standing.

ARTICLE VIII

Board of Directors: The names and addresses of the initial directors of the corporation are:

Francis Ragoor
Francis Ragoor
1130 N. E. 201 Terrace
Miami, Florida 33179

Carl Assam
Carl Assam
1900 San Souci Blvd. #301
North Miami, 33181

Joan Hinkson Ragoonan
Joan Hinkson Ragoonan
18715 N. W. 10 Court
Miami, FL 33169

Besmond Woffrell
Besmond Woffrell
20240 N. W. 27th Court
Miami, FL 33056

Keith Dickens
Keith Dickens
5421 S. W. 14th Street
Plantation, FL 33317

Carl De Cruise
Carl De Cruise
8211 N. W. 169 Terr.
Miami Lakes, FL 33016

Keith Carter
Keith Carter
16610 S. W. 103 Place
Miami, FL 33157

Aldwyn C. Thomas
Aldwyn C. Thomas
1951 N. W. 85th Way
Pembroke Pines, FL 33024

Ruth Ellen Williams
Ruth Ellen Williams
3301 Meadows Circle W.
Miramar, FL 33025

Marlene Gregoire
Marlene Gregoire
17705 S. W. 14th St.
Miami, FL 33055

Selman Lewis
Selman Lewis
1434 S. Miami Ave.
Miami, FL 33142

Kathryn D'Arcy
Kathryn D'Arcy
1434 S. Miami Ave.
Miami, FL 33142

Rudolph ...
Rudolph ...
4100 Collins Ave, 302A
Miami Beach, FL 33140

The number of Directors may be fixed or changed from time to time by amendment of the By-laws of this Corporation adopted by the vote of the Members of the Corporation entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of Members of the Corporation called pursuant to the By-laws, but in no event shall the number of Directors be less than three (3) Directors.

ARTICLE IX

The Board of Directors shall have the power to make, alter or rescind the By-laws of the Corporation by the affirmative vote of a majority of Directors at any meeting called pursuant to the by-laws.

ARTICLE X

The Board of Directors shall have the power to amend these Articles of Incorporation by the affirmative vote of a majority of the Directors, provided that any such action be undertaken in accordance with the laws of the State of Florida.

ARTICLE XI

The Corporation is formed solely for charitable and educational purposes. The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain of profit, and it will not distribute any gains, profits, or dividends to the Members thereof, or to any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its specific and primary purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable, educational, and scientific purposes, and no part of the profit or net income of the Corporation shall inure to the benefit of any Director, Officer, or Member there or to the benefit of any individual.

ARTICLE XII

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to a non-profit organization and used exclusively to accomplish the general purposes for which this Corporation is organized. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of Dade County in which the Corporation's principal office located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.


ARTICLE XIII

In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in Section 494 (d) of the Internal Revenue Code; The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; shall not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and shall not make any taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code.

ARTICLE XIV

Any person (or their heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements incurred by him (or his heir, executor or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heir, executors or administrators) may be entitled apart from this Article.

IN WITNESS WHEREOF, the undersigned Incorporators has executed these Articles of Incorporation on the 5th day of March, 1996.



INCORPORATOR

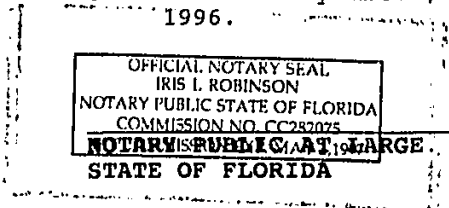


INCORPORATOR

STATE OF FLORIDA)
) PS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State of Florida and the County setforth above, personally appeared the above named Incorporators, known to be and known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this day of
1996.



MY COMMISSION EXPIRES:

Sworn to and subscribed before me this
2 day of March 19 96
by IRIS I. ROBINSON
Iris I. Robinson
Signature of Notary Public

Notary Name Printed or Typed
Personally known or produced ID
Type of ID produced F52-0-003-43-391-0

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
96 MAR 15 AM 2:26
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

First, that CARNIVAL ASSOCIATION OF SOUTH FLORIDA, INC., desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at

has named Rutheven E. Williams located at 3301 Meadows Circle, Miramar, FL 33025, as its agent to accept service of process within Florida.

DATED: March 5, 1996

R. E. Williams *Ally Glass*
Incorporator
CARNIVAL ASSOCIATION OF SOUTH FLORIDA, INC.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to comply with the provisions of all statutes relative to the proper performance of my duties.

BY *R. E. Williams*
Registered Agent

Carnival Association of South Florida, Inc.
Washington Square Building
111 N. W. 183rd Street, Suite 100
Miami, Florida 33169
Telephone: (305) 653-1877/Fax: (305) 653-2433

Carnival Assoc of South Florida, Inc
P.O. Box 673236
Miami FL 33266

August 15, 1996

N96000001481

To Whom It May Concern:

Kindly process the attachment amendment as stated.

Enclosed is check #1028 in the amount of \$35.

Thank you.

Sincerely,



Aldwyn C. Thomas
Vice-President/Chairman
Administrative Committee

FILED
96 AUG 19 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
8/26/96
DC

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

Carnival Association of South Florida, Inc.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Article #VIII - BOARD OF DIRECTORS

Delete the following names:

Selman Lewis
1434 S. Miami Ave.
Miami, FL 33142

Kathryn D'Arcy
1434 S. Miami Ave.
Miami, FL 33142

Joan Hinkson-Ragoonan
18715 N. W. 10th Court
Miami, Florida 33169

FILED
96 AUG 19 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: The date of adoption of the amendment(s) was: May 15, 1996

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Carnival Association of South Florida, Inc.

Corporation Name

Aldwyn C. Thomas
Signature of Chairman, Vice Chairman, President or other officer

Aldwyn C. Thomas

Typed or printed name

Vice-President

8/14/96

Title

Date