

N 96000001955
TIFC

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

APR 2 1994
TALLAHASSEE, FLORIDA

BOARD OF DIRECTORS

Officers

Dr. Ray Phipps
President
Howard Baker, Jr.
Secretary
Vincent C. Anderson
Treasurer

Members

Constance L. Allen
Rogers L. Chiles, Esq.
Clarence W. Fowl
T. Wilford Lee
Ronald E. Engler
Howard H. Hays, Jr., M.D.
John A. Hopt
Karl Mason
Congresswoman Corinne P. Meek
Dr. Randolph Mason
Guthrie C. Reeves
Neil Robinson
Dorothy Stewart
Kathleen Johnson Street
Eugene H. Black
Executive Director

**RE: Articles of Incorporation:
CARIBBEAN AMERICAN AND LATIN AMERICAN ECONOMIC
ASSOCIATION, INC.**

Gentlemen:

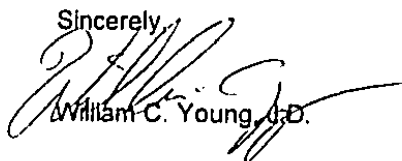
Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, Certificate Designating Place of Business and Registered Agent, along with check #001152, which is in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing 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:

**WILLIAM C. YOUNG, J.D.
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150**

Thank you for your attention to this matter.

Sincerely,


William C. Young, J.D.

WCY/jad

Enclosures: Check # 001152
Original Articles of Incorporation
Copy of Articles of Incorporation

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TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

PPC
4-10-94

CERTIFICATE OF INCORPORATION
OF
CARIBBEAN AMERICAN AND LATIN AMERICAN
ECONOMIC ASSOCIATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

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: CARIBBEAN AMERICAN AND LATIN AMERICAN ECONOMIC ASSOCIATION, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation and the mailing address of the Corporation is 1395 N.W. 167th STREET, #205, MIAMI, FLORIDA 33169.

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. 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 membership organization composed of those persons hereinafter listed as the initial board of directors and all other persons or organizations elected/selected for membership as provided in the bylaws.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 1395 N.W. 167th STREET, # 205, MIAMI, FLORIDA 33169, and DONNA SCANTLEBURY 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.

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

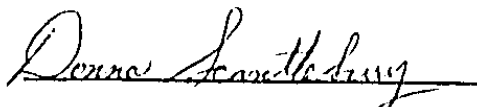
The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding 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: INCORPORATORS

The incorporator of the Corporation is as follows:

DONNA SCANTLEBURY
1395 N.W. 167th STREET, # 205
MIAMI, FLORIDA 33169

IN WITNESS WHEREOF, I, DONNA SCANTLEBURY, the undersigned incorporator
to these Articles of Incorporation, have affixed my signature thereto on April 2, 1996.


DONNA SCANTLEBURY

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 2nd day of April
, 1996, by DONNA SCANTLEBURY, who personally appeared before me at the time of
notarization, and who is personally known to me or have produced a Florida Identification Card
or a Florida Driver's License respectively as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis
STATE OF FLORIDA AT LARGE



STANLEY B LEWIS
My Commission CC407757
Expires Sep. 18, 1998
Bonded by HAI
800-472-1555

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

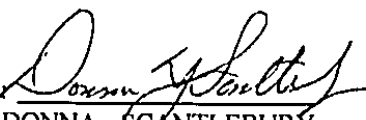
Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following
is submitted in compliance with said Acts:

First--That CARIBBEAN AMERICAN AND LATIN AMERICAN ECONOMIC
ASSOCIATION, 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 SCANTLEBURY located at 1395 N.W. 167th
STREET, # 205 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 SCANTLEBURY

DATE: Apr 2, 96