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Monday, 13 May, 1996

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BOARD OF DIRECTORS

Officers

Dr. Ray Phillips
President
Howard Bulker, Jr.
Secretary
Valbert C. Anderson
Treasurer

Members

Cornelius E. Allen
Reginald Chynn, Esq.
T. Wilford Fair
Ronald E. Frazier
Howard Hadley, Jr., M.D.
John A. Hall
Ken Mason
Congresswoman Carrie P. Meek
Dr. Rudolph Moss
Garth C. Reeves
Noel Robinson
Dorothy Stewart
Karen Johnson Street
Elaine H. Black,
Executive Director

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

Gentlemen:

REALIST
SUBJECT: SOUTH FLORIDA ~~REALIST~~ WOMEN'S COUNCIL, INC.

Enclosed please find an original and one copy of the titled Articles of Incorporation and the Certificates designating the place of business and registered agent. Also enclosed is Check 3262 in the amount of \$122.50 for the filing fee.

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

WILLIAM C. YOUNG, JD
TOOLS FOR CHANGE
6255 N. W. SEVENTH AVENUE
MIAMI, FL 33150

Thank you for your attention to this matter.

Very truly yours,

William C. Young, JD

WCY:jad

Enclosures

FILED
05 MAY 16 AM 9:30
SECTION OF STATE
TALLAHASSEE, FLORIDA

PH/73/96
1 of 11

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

CERTIFICATE OF INCORPORATION

OF

SOUTH FLORIDA REALTIST WOMEN'S COUNCIL, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
20 MAY 16 AM 9:30
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: **SOUTH FLORIDA REALTIST WOMEN'S COUNCIL, INC.**
hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is
18350 N. W. SECOND AVENUE, #350, NORTH MIAMI, FL 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. This corporation shall revitalize minority and low-income neighborhoods, educate residents about home ownership and property acquisition, provide needed technical assistance, unite committee real estate professionals who support these charitable purposes and other nonprofitable purposes. 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.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 18350 N. W. SECOND AVENUE, NORTH MIAMI, Florida, 33181, and ANN JOHN-LATIMER is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of at least 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

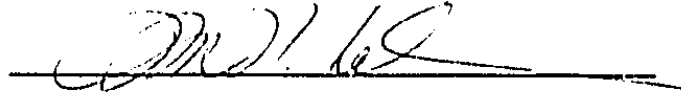
The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding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

The incorporator of the Corporation is as follows:

ANN JOHN-LATIMER
18350 N.W. SECOND AVENUE, #350
North Miami, Florida 33169

IN WITNESS WHEREOF, I, ANN JOHN-LATIMER, the undersigned incorporator to these Articles of Incorporation, have affixed our signatures thereto on 5/14, 1996.



ANN JOHN-LATIMER

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was sworn to before me this 13th day of May, 1996, by ANN JOHN-LATIMER, who personally appeared before me at the time of notarization, and who are personally known to me or have produced a Florida a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis
Stanley B. Lewis, Esq.
State of Florida at Large



STANLEY B LEWIS
My Commission CC407707
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555

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

FILED
JUL 15 AM 9:30
TALLAHASSEE, FLORIDA

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

First--That SOUTH FLORIDA REALTIST WOMEN'S COUNCIL, 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 North Miami, County of Dade, State of Florida, has named ANN JOHN-LATIMER located at 18350 N. W. SECOND AVENUE, # 350, the City of North 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: 

ANN JOHN-LATIMER

DATE: 5/13/96