



CONTRACTORS RESOURCE CENTER

3050 Discayne Boulevard, Suite 702 • Miami, FL 33137 • (305)573-2063 • Fax (305)573-6256

"The Contractors Network
of Information"

May 18, 1996

Ms. Loria Poole
Division of Corporations
STATE OF FLORIDA
409 East Gaines Street
Tallahassee, Florida 32399

200001852352
-06/05/96--01094--018
****122.50 ****122.50

Dear Ms. Poole:

Thank you for your assistance in expediting these incorporation papers. Please fax me a copy of the Certification of Incorporation and the first page of the Articles showing the stamped-in date as soon as you have entered it into the system. We need these documents to overnight to Washington, D.C. on May 24, 1996.

Again, thank you and I sincerely appreciate your support.

Sincerely,

Elsie Hamler

(305)573-2063

(Fax)573-6256

FILED
96 MAY 30 PM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 MAY 24 PM 2:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALLIED MINORITY CONTRACTORS ASSOCIATION INC.
SOUTH FLORIDA CHAPTER of NAMC

¶ We, the undersigned, hereby associate ourselves together for the purpose of becoming a Non-Profit Corporation under the laws of the State of Florida, and do make, subscribe, acknowledge, and file the following Articles:

ARTICLE I

NAME

The name of the corporation shall be ALLIED MINORITY CONTRACTORS ASSOCIATION INC. - SOUTH FLORIDA CHAPTER of NAMC (AMCA-South Florida Chapter of NAMC); hereafter referred to as "Corporation" and/or "Association".

ARTICLE II

SPECIFIC & PRIMARY PURPOSES

The specific and primary purposes for the corporation is being formed are to initiate, encourage, and assist in the educational training program for persons desiring employment in the building construction trade, in order to assure equal opportunity employment in all areas of said industry, regardless of race, sex, color, or creed.

ARTICLE III

SECONDARY & GENERAL PURPOSES

This Corporation is one organized under and pursuant to the general Non-Profit Law of Florida and is organized for the purposes set out above and its objects, purpose, and powers are further defined as follows:

1. To acquire and maintain by purchase, lease, gift, device, or otherwise all kinds and classes of real personal or mixed property. To use and apply the whole or any part of the income, therefrom and the principal thereof exclusively for charitabel, religious, scientific, literary, or educational purposes.
2. To do any and all things needful and necessary to be done, which are lawful, in connection with the above objects.

3. To borrow money in such amount and for such periods of time and upon such terms and conditions as may be considered for the best interest of the Association, and to make, execute and deliver such promissory notes, bonds, and other evidence of indebtedness.
4. To receive gifts and donations of property and money for the purpose and uses of the Association.

Notwithstanding the above statements of purpose or powers, the Association will not engage in any activities which are not in furtherance of the primary purposes.

ARTICLE IV

NON-PROFIT

The Corporation shall be one which does not contemplate pecuniary gain or profit to the members thereof, not the distribution of gains, profits, or dividend, to such members, and no part of the net earnings of the Association shall inure to the benefits of any of its members or any other private individuals.

In the event of dissolution of the Association, after paying or adequately providing for its debts and obligations, the Board of Directors shall devote any remaining assets of the Corporation to carry out one or more of the purposes of the Association, if feasible, and if not, the Board of Directors shall dispose of such remaining assets of the Association exclusively for educational purposes in such a manner as may be directed by decree.

ARTICLE V

MEMBERSHIP

There shall be two classes of membership in the Association: General membership and Associate membership. General membership shall be limited to individuals and entities actively engaged in the field of general or speciality construction and who are licensed when required. Associate membership shall be related construction businesses, governmental agencies, civic organizations and professionals relating to the construction industry that are licensed when required.

ARTICLE VI

DIRECTORS

Except as otherwise provided in the By-laws, the powers of the Corporation shall be exercised, its properties controlled and affairs managed by the Board of Directors.

The number of Directors of this Corporation shall not be less than five (5) nor more than

eleven (11). They shall be elected bi-annually. The term of office for all Directors shall limited to two (2) terms. The appointed officers shall also be limited to two (2) terms.

The initial Directors of this Corporation shall be the following:

Clifton Reed, Jr., President & Registered Agent
Christopher Mallard, Vice President
Ismailia Rashid, Secretary
Elsie Hamler, Assistant Secretary
James Ervin, Treasurer
Ivanhoe Henney, Assistant Treasurer
Aubrey Hope, Board Member At Large

ARTICLE VII

MEETINGS

All meetings of the members of the Association shall be held at the Headquarters office of the Association or at such place as may be fixed by the Board of Directors.

The regular annual meetings shall be held within 30 days of the last Tuesday of March of each year. Notice and time, place and purpose of the annual meeting shall be served, either personally, facimile or by mail not less than 15 days, nor more than 30 days before the annual meeting. Every second annual meeting shall be the election of new officers of the Association.

The regular meetings shall be held every second Tuesday of each month at the Headquarters of the Association or at such place as may be fixed by the Board of Directors.

Special meetings of the members of the Association may be called as deemed appropriate by the Board of Directors.

ARTICLE VIII

REGISTERED AGENT

The address of this Association's initial ^{Principal/}Registered Office in the state of Florida is:
6600 Northwest 27th Avenue, Suite W101, Miami, Florida 33147

The name of this Association's initial Registered Agent at the above address shall be
Clifton Reed, Jr.

ARTICLE IX

BY-LAWS

The By-Laws of this Corporation shall be made, altered, or recinded or repealed in whole or in part by the Board of Directors in a manner provided therein. Any amendments to the By-Laws shall be binding on all members of this Association.

ARTICLE X

AMENDMENTS

Amendments to these Articles of Incorporation and By-Laws may be proposed by resolution adopted by the Board of Directors and presented to a quorum of Directors for their vote and amendment may be adopted by a two-thirds vote of the Directors.

ARTICLE XI

MANAGEMENT OF THE ASSOCIATION'S AFFAIRS

The Board of Directors shall have the authority to make decisions on behalf of Association membership, particularly in regards to situations requiring timeliness responses. The Board is required to report to its membership issues in this regard and call for acceptance by general membership.

ARTICLE XII

INDEMNIFICATION & LIMITATIONS OF LIABILITY

The Association shall indemnify any officer or Director or any former officer or director or member of the Association to the full extent permitted by law. The private property of the member shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

IN WITNESS THEREOF, the undersigned have made and subscribed these Articles of Incorporation at Miami, Dade County, Florida for the uses and purposes aforesaid on this 23 day of May, 1996.

Clifton T. Reed, Jr. (seal)
Clifton Reed, Jr., President & Registered Agent

I hereby accept the duties and responsibilities as Agent.

Elsie Hamler (seal)
Elsie Hamler, Assistant Secretary

James Ervin (seal)
James Ervin, Treasurer

STATE OF FLORIDA)
SS
COUNTY OF DADE)

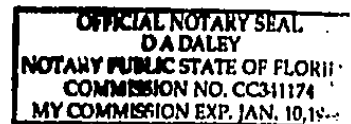
I HEREBY CERTIFY that on this 23rd day of MAY, 1996, before me, a Notary Public, duly authorized in the State and County name above to take acknowledgement, personally appeared Clifton Reed, Jr., Ismailia Rashid, and James Ervin to me known to be the persons described as subscribers and who executed the foregoing Articles of Incorporation and acknowledged before me that they did subscribe to these Articles of Incorporation.

WITNESS MY HAND and official seal in the County and State named above this 23rd day of MAY 1996.

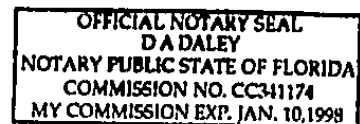
D. Daley
Notary Signature

5-23-96
Date

My Commission expires:



The Resident Agent of this Corporation shall be **Clifton Reed, Jr.**
6600 Northwest 27 Avenue, Suite W101, Miami, Florida 33147



FILED
96 MAY 24 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA