

N96000003313

W. CHESTER BREWER, JR.

ATTORNEY AT LAW

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250 AUSTRALIAN AVENUE SOUTH

WEST PALM BEACH, FLORIDA 33401-5012

TELEPHONE (407) 655-4777

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June 5, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

900001857009
-06/10/96--01024--013
****122.50 ****122.50

Re: Neighbors United, Inc.

Dear Sir or Madam:

We are enclosing herewith the original and one copy of the Articles of Incorporation for the above-referenced corporation.

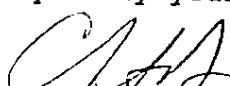
Also enclosed is our check in the amount of \$122.50 to cover the filing fee and a certified copy.

We would appreciate it if you would send to us a certified copy of the Certificate of Incorporation. We have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your cooperation and prompt attention in regard to the above matter.

Should you have any questions, please feel free to give me a call.

Very truly yours,


W. CHESTER BREWER, JR.
WCBjr/dlw
Enc.

SMC
6/12/96

615,611

FILED
TALLAHASSEE, FLORIDA

96 JUN 20 AM 9:36

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1996

W. CHESTER BREWER, JR.
ATTORNEY AT LAW
250 AUSTRALIAN AVENUE SOUTH STE 1400
WEST PALM BEACH, FL 33401-5012

SUBJECT: NEIGHBORS UNITED, INC.
Ref. Number: W96000012578

We have received your document for NEIGHBORS UNITED, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 896A00029386

ARTICLES OF INCORPORATION
OF
NEIGHBORS UNITED, INC.

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95 JUL 20 AM 9:36
TALLAHASSEE
FLORIDA

ARTICLE I - EXISTENCE

The name of this corporation is NEIGHBORS UNITED, INC. (the corporation). The Corporation shall have perpetual existence.

ARTICLE II - PURPOSES

The Corporation is organized for the purpose of maintaining an association of persons interested in reducing crime and revitalizing neighborhoods in Riviera Beach, Florida, the Corporation will target neighborhoods with high crime rates and low socio-economic status and will seek to foster community leadership in such neighborhoods to reduce crime and restore neighborhood infrastructure. The Corporation will promote delivery of social and human services and provide recreational facilities and related services. The corporation hopes to act as a support organization for the federally funded Weed & Seed Program currently administered by Palm Beach County. The Corporation shall have the power to engage in such transactions as may be necessary or incidental to the pursuit and accomplishment of the foregoing and further shall transact any and all lawful business for corporations organized under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE III - MEMBERSHIP

The membership shall consist of the Board of Directors and said Board shall consist of not less than 3 and not greater than 5 directors. Members must be residents of Palm Beach County, Florida, and be of good moral character and agree to subscribe to the purposes and basic policy of the Corporation. Directors must be 18 years of age or older and shall be chosen without regard to race, color, creed, national origin or sexual orientation.

ARTICLE IV - REGISTERED OFFICE AND AGENT; MAILING ADDRESS

The mailing address of the Corporation and the street address of the initial registered office of the Corporation is 1301 West 31st Street, Riviera Beach, FL 33404 and the name of the initial registered agent of the Corporation at that address is Isabella Cunningham.

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a board of directors consisting of at least three directors. The Corporation shall initially have three directors and thereafter the number of directors of the Corporation may be changed in accordance with the Bylaws of the Corporation, provided that the number of directors shall never be less than three and no more than fifteen (15). The names and addresses of the initial directors of the Corporation are:

Isabella Cunningham
1301 W. 31st Street
Riviera Beach, FL 33404

Charles Gainey
1208 W. 28th Street
Riviera Beach, FL 33404

Lessye W. Charlow
1241 W. 33rd Street
Riviera Beach, FL 33404

Robert C. Felder
2831 "S" Avenue
P O Box 10521
Riviera Beach, FL 33404

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Charles Gainey, 1208 W. 28th Street, Riviera Beach, FL 33404.

ARTICLE VII - DISSOLUTION

The Corporation may be dissolved at any time by the unanimous written consent of the members of the Board of Directors. Upon the dissolution or winding up of the Corporation, it's assets remaining after payment or provision for payment of all of it's debts and liabilities shall be transferred to a trust or other entity organized and operated exclusively for the purpose of continuing the pursuit of the purposes of the Corporation described in Article III. Said trust or other entity will or must establish it's tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and if no such entity exists then to a not for profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established it's tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding provisions of any future United States Internal Revenue Code.

ARTICLE - LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, it's directors, officers, members or other private persons, except that the Corporation shall

be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of, propaganda or other wise attempting, to influence legislation (except as permitted in Section 501 of the Internal Revenue Code), and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

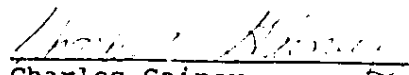
If the Corporation is characterized as a private foundation within the meaning of Section 509 of the Code, the Corporation, during the period of such characterization (i) shall distribute its income for each taxable at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code; (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (iv) shall not make any investments in such manner as to subject it to tax under Section 4944; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding any other provision of the Articles, the Corporation shall not carry on any activities not permitted (a) a corporation exempt from federal income tax under Section 501(c)(3) of the code or corresponding provisions of any future United States Internal Revenue Law, or (b) by a corporation to which donations are deductible under Section 170(c)(2) of the Code or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IX - BYLAWS; AMENDMENTS

The board of directors of the Corporation shall have the exclusive power to adopt, amend and repeal the bylaws of the Corporation, as more fully provided in the bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of June, 1996.


Charles Gainey

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5th day of June, 1996, by Charles Gainey who is personally known to me and who did not take an oath.



Danielle L. Watson
Notary Public of
the State of Florida

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ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

The undersigned, Isabella Cunningham, having been named to accept service of process for Neighbors United, Inc., the above stated corporation, at the place designated in these Articles of Incorporation, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties as Registered Agent

DATED this 18th day of June, 1996.

Isabella Cunningham
Isabella Cunningham
As Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18th day of June, 1996, by Isabella Cunningham who: (X) is personally known to me, or () has produced _____ as identification, and who did not take an oath.



Danielle L. Watson
Notary Public of the
State of Florida