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10:24 AM

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: E/LO

CORPORATE NAME: SOUT DADE COMMUNITY DEVELOPMENT CORPORATION

SUB-ACCOUNT NUMBER:

METHOD OF DELIVERY: F

FAX PHONE NUMBER: (305)881-0707

MAILING NAME/ADDRESS: D. FINEST LIMO. INC.
13850 NW 26TH AVE
MIAMI

FL 33054- US

CERTIFICATE(S) REQUESTED: NO
ESTIMATED CHARGES: \$122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

ENTER/SELECTION AND <CR> FOR DELETION BETWEEN OF CORPORATIONS
PUBLIC ACCESS SYSTEM

10:25 AM

(((H96000008428))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: D. FINEST LIMO. INC.
DEPARTMENT OF STATE 13850 NW 26TH AVE

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

MIAMI FL 33054-
CONTACT: MS DEE
PHONE: (305) 687-1663
FAX: (305) 681-0707

(((H96000008428))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: SOUTH DADE COMMUNITY DEVELOPMENT CORPORATION

FAX AUDIT NUMBER: H96000008428

DATE REQUESTED: 06/17/1996

CERTIFIED COPIES: 1

NUMBER OF PAGES: 6

ESTIMATED CHARGE: \$122.50

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 076103000073

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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09:24 14 52 100 96

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MIL

**ARTICLES OF INCORPORATION OF
SOUTH DADE COMMUNITY DEVELOPMENT CORPORATION
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be **South Dade Community Development Corporation**

The principal address of the corporation at the time of incorporation is 13850 NW 26th Avenue, Miami, Florida 33054, County of South Dade, State of Florida.

ARTICLE II. DURATION

The duration of this corporation is perpetual unless sooner dissolved according to law.

Corporate existence shall commence on the filing of these articles by the Department of State.

ARTICLE III. PURPOSE

(a) The general purposes for which this corporation is organized are: to conduct an financially support revenue generating business with the purpose of the economic and social development of the, South Miami, South Dade County area, controlled by residents of the, South Miami, South Dade County area and committed to enhancing community well being; to develop business and economic institutions within the Miami, Florida, South Dade County area to increase the income of the area's residents; to develop more skilled human and technical resources than presently available in the Miami, Florida, South Dade County area; to stimulate through economic development, the economic, physical and fiscal health of the Miami, Florida, South Dade County area, thereby increasing its desirability as a place to live and work.

(b) The general nature and purposes of this corporation shall be exclusively charitable within the meaning of section 501(c) (3) of the Internal Revenue Code.

(c) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) of this Article III.

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ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons, as from time to time hereinafter, may become members in the manner prescribed by the bylaws.

ARTICLE V. REGISTERED OFFICE AND REGISTERED

The street address of the corporation's initial registered office is 13850 NW 26th Avenue Miami, Florida 33054, County of South Dade, Florida, and the name of the corporation's initial registered agent at such address is Wendell Demeritt

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

NAME	ADDRESS
Wendell Demeritt	2325 N.W. 136 Street, Apt. 240 Miami, Florida 33054
Rollins Donald	3305 Seaman Avenue Opa-Locka, Florida 33054
Thomas Richardson	445 N.W. 210 Street, Apt. 206 Miami, Florida 33169

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This corporation is organized under a nonstock basis. This corporation is not for profit corporation as defined by the Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors or managers, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

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ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of number not less than three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the board of directors.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

(d) The names of the persons who are to serve as officers of this corporation until the first meeting of the Board of Directors are:

Names	Officers
Rollins Donald	President
Wendell Deneritt	Vice-President/ Secretary
Thomas Richardson	Vice-President/Treasurer

(e) Standing Committees. This corporation will have at least two standing committees, as follows: The Board of Directors will elect annually, from its members, an executive committee of three persons and an admission committee of three persons. The powers and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties, may be specified in the bylaws or may be appointed from time to time by the Board of Directors.

ARTICLE IX. INCORPORATORS

The name and address of the incorporator are as follows:

NAME	ADDRESS
Rollins Donald	3305 Seaman Avenue Opa-Locka, Florida 33054

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ARTICLE X. INCOME FROM PUBLIC EVENTS

The corporation intends to apply for tax-exempt status. If this corporation holds any events in which members of the general public are invited to participation for fee, the net proceeds if any, attributable to such participation by nonmember will be paid over to an organization that is exempt from federal income tax under the Section 501 (c) (3) of the Internal Revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1986.

ARTICLE XI. BYLAWS

Bylaws will be hereafter adopted at the first meeting of the board of directors. such bylaws may be amended, repealed, in whole or in part, by vote of the members or by the directors in the manner provided in the bylaws. Any amendments to bylaws shall be binding on all members of this corporation.

ARTICLE XII. AMENDMENT OF ARTICLES

Amendment to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendment may be adopted by a vote of at least two-thirds of quorum of the voting.

ARTICLE XIII. DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or organizations which themselves are exempt as organizations described in Sections 501 (c) (3) or 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and the seal of this corporation this _____ day of _____, 19____.

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

In pursuance of chapter 607.34, Florida Statutes, the following is submitted, in compliance with said act:

First that **SOUTH DADE COMMUNITY DEVELOPMENT CORPORATION**, desires to organize under the laws of the State of Florida with its principal office as indicated in Article of Incorporation in the City of Miami, County of Dade, State of Florida, has named **Wendell Demeritt** as its agent to accept service of process within the state.

Wendell M. Demeritt Jr.
WENDELL DEMERRITT, INCORPORATOR

ACKNOWLEDGMENT:

Having been named to accept service 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 said office.

Wendell M. Demeritt Jr.
Wendell Demeritt
Registered Agent

JUN-24-1996 17:07

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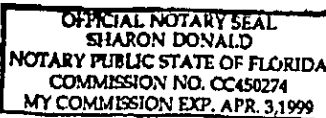
1196000008428

Wendell Demeritt

State Florida)SS
County Of Dade

The foregoing instrument was acknowledged before me, this 24 day of June 1996 by Wendell Demeritt. He is personally known to me or has produced a Drivers License as identification and did/did not take an oath.


Notary Public, State of Florida



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