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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: THE BUSINESS NEST, INC.

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**CERTIFICATE OF INCORPORATION**  
**OF**  
**THE BUSINESS NEST, INC.**  
**A FLORIDA NOT-FOR-PROFIT CORPORATION**

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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: THE BUSINESS NEST, INC., 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 5951 N. W. 151st STREET, SUITE 105, MIAMI, Florida 33055.

**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.

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(305) 751-8934  
STANLEY B. LEWIS ESQ  
TOOLS FOR CHANGE  
6255 N.W. 7TH AVENUE  
MIAMI, FL 33150  
FL BAR# 0797022

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#### 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 5951 N. W. 151st STREET, SUITE 105, MIAMI, Florida 33055, and KIM C. LONG 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.

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**ARTICLE XII: INCORPORATORS**

The incorporators of the Corporation is as follows:

KIM C. LONG  
5951 N. W. 151st STREET, SUITE 105  
MIAMI, Florida 33055

IN WITNESS WHEREOF, I, KIM C. LONG

the undersigned Incorporators to these Articles of Incorporation, have affixed our signatures thereto  
on July 22, 1996.

*Kim C. Long*  
KIM C. LONG

STATE OF FLORIDA     )  
COUNTY OF DADE     )

The foregoing instrument was sworn to before me this 22<sup>nd</sup> day of July, 1996,  
by KIM C. LONG, who personally appeared before me at the time of notarization, and who are  
personally known to me or have produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis  
PRINT: STANLEY B. LEWIS  
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS  
My Commission DC407787  
Expires Sep. 18, 1998  
Bonded by HAI  
800-422-1525

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**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 THE BUSINESS NEST, 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 KIM C. LONG located at 5951 N. W.  
151st STREET, SUITE 105, MIAMI, Florida 33055 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: *Kim C. Long*  
KIM C. LONG  
DATED: July 22, 1996

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