

796000005547

TRANSMITTAL LETTER

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

SUBJECT: COMMUNITY EMPOWERMENT AND OUTREACH, INC.

(Proposed corporate name - must include suffix)

7000001988708--4

-10/29/96--01089--018

\*\*\*\*131.25 \*\*\*\*131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

\$70.00

Filing Fee

\$78.75

Filing Fee  
& Certificate

\$122.50

Filing Fee  
& Certified Copy

\$131.25

Filing Fee,  
Certified Copy  
& Certificate

FROM: Mrs. Willie Mae Poole  
Name (Printed or typed)  
11591 S. W. 220th Street  
Address  
Miami, Florida 33170-2939  
City, State & Zip  
(305) 253-2905  
Daytime Telephone number

96 OCT 28 AM 9:20  
SECRETARY OF STATE  
FLORIDA

FILED

796000005547  
OCT 30 1996

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION  
OF  
COMMUNITY EMPOWERMENT AND OUTREACH, INC.  
(A CORPORATION NOT FOR PROFIT)

FILED  
26 OCT 28 11 9:20  
FLORIDA  
S. L. FLORIDA

WE, the Undersigned, hereby associate ourselves to the purpose of becoming incorporated under Chapter 617, Florida Statutes, applicable to corporations not for profit and respectfully petition the Secretary of State for approval of such incorporation under the proposed Articles of Incorporation:

**ARTICLE I**

**NAME AND PLACE OF BUSINESS**

The name of this corporation shall be the **COMMUNITY EMPOWERMENT AND OUTREACH, INC.** and it shall conduct its operations and its places of business principally within the United States, and incidentally outside the territory of the United States as determined by the By-Laws excepts as restricted herein.

The principle office of the Corporation is to be located in the City of Miami, County of Dade, State of Florida, 11591 S. W. 220th Street.

**ARTICLE II**

**PURPOSES**

The purposes for which this corporation is formed are:

(a) To organize a corporation not for profit and to associate together persons, association, and corporations in order to operate exclusively for all objectives herein described,

permitted and limited in Section 501(c) and (d) and 401(a) of the 1954 Internal Revenue Code, as amended. For purposes and as set forth in these Articles of Incorporation, references to the controlling provisions of the Code shall be deemed to include Statutes which succeed such provisions and all appropriate rulings of the Internal Service pursuant thereto;

(b) To foster affordable housing, both owner occupied and rental property, including owning, managing, leasing, selling and mortgaging residential real property;

(c) To lessen neighborhood tensions, eliminate prejudice and discrimination and combat community deterioration by expanding the opportunities available to members of underprivileged groups to own, manage and operate business enterprises; furthering the development of locally-owned or operated business enterprises in economically underprivileged or depressed areas; voluntarily assisting members of underprivileged groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; and voluntarily assisting member of underprivileged groups in obtaining adequate financial support for the successful operation of business enterprises;

(d) Either directly or indirectly, and either alone or in conjunction or in cooperation with others, whether such others be persons or organizations of any kind or nature, foundations, or governmental bureaus, departments or agencies, to do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment fostering or attainment of the foregoing purpose, including among other things:

(i) To provide advice, support, credit, funds, capital, gifts and all other lawful forms of assistance, financial and otherwise, to or for use in business enterprises owned and operated, or to be owned or operated, by members of underprivileged groups;

- (ii) To voluntarily furnish management, administrative and other advice, support, training and assistance to members of underprivileged groups in order to enable them to develop necessary skills to successfully operate business ventures;
- (iii) To encourage and voluntarily assist members of underprivileged groups to organize, create, acquire, obtain financing for, own, manage and operate business enterprises;
- (iv) To obtain information and conduct research, studies and analyses, and prepare and publish reports, as to any and all matters that may be of use in furthering the expansion of business enterprises owned or operated by members of underprivileged groups, including information, research, studies, analyses and reports as to markets, products, services, skills, sources of financing and any and all other matters;
- (v) To conduct educational and other efforts to eliminate any prejudice and discrimination in the business and financial community and to foster the establishment of sound and constructive relationships between the business and financial community and members of underprivileged groups seeking opportunities in business, affordable housing; and
- (vi) To voluntarily aid, support and assist by gifts, contributions, loans, investments and other lawful forms of assistance other persons or organization seeking to expand the opportunities for business ownership by members of underprivileged groups in organizing, creating, acquiring, obtaining financing for, owning, managing and operating business enterprises.

(e) In furtherance, but not in limitation, of the foregoing purposes, the Corporation shall have power and authority:

- (i) To receive and administer funds and contributions received by gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of

every kind and description, and to hold, invest, expend, contribute, use, sell, or otherwise dispose of any money, securities, property rights or services so acquired for the purposes above mentioned;

(ii) To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for monies borrowed, or in payment for property acquired or for any of the purposes of the Corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation;

(iii) To invest and reinvest its funds in such mortgages, bonds, notes debentures, share of preferred and common stock, and any other securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible, all as the Corporation's board of directors shall deem advisable and as may be permitted by law;

(iv) To manage, construct, participate in the management or construction of, and otherwise invest and reinvest its funds, in, housing and residential real estate, as owner, manager, or builder, either directly or indirectly, and either alone or in conjunction, in cooperation, or in joint ventures with others, whether such others be persons or organizations of any kind or nature, foundations, or governmental bureaus, departments or agencies; and

(v) To do all such other acts as are necessary or convenient to accomplish the objects and purposes herein set forth to the extent and as fully as any natural person could or might do and as are not forbidden by law or by these Articles of Incorporation or by the Bylaw of the Corporation.

All of the foregoing purposes and powers and all other purposes and powers in which the Corporation is permitted to engage by these Articles of Incorporation shall be exclusively for such public charitable and educational purposes as are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as it is currently and shall hereafter be in force and effect.

No part of any net earnings of the Corporation shall inure to the benefit of any member or individual, and no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. Upon any dissolution of the Corporation no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any sources, including its operations, after payment of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used or distributed exclusively for the purposes within those set forth in Article II of this Certificate and within the intendment of Section 501(c)(3) of the Internal Revenue Code of 1954 as the same may be amended from time to time.

### **ARTICLE III**

#### **POWERS**

##### **SECTION 1.**

The Corporation is to have any and all powers to do any and all things necessary or expedite to carry out the purposes and objects of this corporation and as may be determined by the Board of Directors and subject to the By-Law and possess all rights, privileges and immunities and to enjoy benefits granted corporations under the laws of the State of Florida provided that only such powers as are in furtherance of tax exempt purposes of the Articles of Incorporation herein are contemplated.

**SECTION 2.**

Reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes provided that, obligating those persons, associations, and incorporations, as described in Section 503 of the Code.

**SECTION 3.**

Notwithstanding any of the provisions of these Articles of Incorporation, the corporation shall not have the power to exercise any part, nor shall it directly or indirectly, engage in any activity that would prevent it from obtaining exemption from taxation or to lose exempt status as a corporation described, permitted and limited under Section 501(c)(3) of the Internal Revenue Code of 1954.

**ARTICLE IV**

**TERM OF EXISTENCE**

This corporation not for profit shall have perpetual existence.

**ARTICLE V**

**MEMBERSHIP**

Membership of this corporation shall consist of those persons, associations, and corporations, pursuant to and as provided in the By-laws. The names, addresses and residences of the persons who are to serve as members until otherwise provided for in the By-laws are set forth in Article VII of these Articles of Incorporation.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

#### **SECTION 1.**

This corporation shall be operated and governed by a Board of Directors. The By-Laws may be provided another name for the Board of Directors, and shall otherwise provide for the extent and limit of their powers, duties, and privileges, and further, shall provide for the manner of appointment, qualifications, or election and other matters relating thereto, subject to restrictions herein, including:

(a) The number of directors may be provided for in the By-Laws but shall at all times be not less than three (3).

(b) Directors may only recommend, with the membership to determine, reasonable compensation for services rendered pursuant to these Articles and as set forth in the By-Laws.

#### **SECTION 2.**

Each association or corporation which is a member shall elect one of its members or representatives as provided for in the By-Laws to serve on the Board of Directors. The names and addresses of those Directors who are to serve until the first annual meeting or as otherwise provided for in the By-Laws are as follows:

NAME	ADDRESS
Dr. James C. Wise	11515 S.W. 220th Street Miami, FL 33170
Jacob Grier	19400 S. W. 117th Avenue Miami, FL 33177
Willie Mae Poole	14661 Harrison Street Miami, FL 33176

## **ARTICLE VII**

### **OFFICERS**

The officers of this corporation shall consist of those persons with titles and positions as provided for in the By-Laws, and further, the By-Laws shall provide for the extent and limit of the powers, duties and responsibilities, their manner of qualification, election, manner of appointment, and other matters relating thereto.

The names and places of residence of the persons who shall serve as officers until the first annual meeting or as otherwise provided for in the By-Laws are as follows:

OFFICE	NAME	ADDRESS
PRESIDENT	Dr. James C. Wise	11515 S. W. 220th Street Miami, FL 33170
VICE PRESIDENT	Jacob Grier	19400 S.W. 117th Avenue Miami, FL 33177
SECRETARY/ TREASURER	Willie Mae Poole	14661 Harrison Street Miami, FL 33176

## **ARTICLE VIII**

### **AMENDMENTS**

Amendments to the Articles of Incorporation or to the by-Laws may be proposed by any director at any regular or special meeting of the Board of Directors. Amendments so proposed shall be submitted to the Board of Directors at the next regular meeting of the Board of Directors or at any meeting properly called and notice given, as provided by these By-Laws. Amendments

shall be made or altered by two thirds of the directors present at such meeting. Amendments to the Articles of Incorporation shall be forwarded to the Secretary of State and approved by him before the same shall become effective.

## ARTICLE IX

### SUBSCRIBERS

The name and addresses of the subscribers to these Articles of Incorporation are as follows:

NAME	ADDRESS
Willie Mae Poole	14661 Harrison Street Miami, FL 33176

IN WITNESS WHEREOF, WE, the undersigned subscribing incorporators have hereunto set our hands and seal this 24 day of October, A.D., 1996 for the purpose of forming this corporation not for profit under the laws of the State of Florida, and we do hereby make and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts herein state are true.

NAME	ADDRESS
<u>Willie Mae Poole</u> Willie Mae Poole	14661 Harrison Street Miami, FL 33176

STATE OF FLORIDA )

3

COUNTY OF DADE )

BEFORE ME, personally appeared Willie Mac Poole, to me well known to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes herein expressed.

WITNESS MY HAND AND OFFICIAL SEAL this 24 day of  
*October*, 1996.



NOTARY PUBLIC STATE OF FLORIDA  
AT LARGE



STATE OF FLORIDA

**FILED**

DEPARTMENT OF STATE

96 OCT 28 AM 9:20

STATE OF FLORIDA  
DEPARTMENT OF STATE

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

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In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in  
compliance with said Act:

FIRST - Community Empowerment And Outreach, Inc., and corporation duly  
organized and existing under the laws of the State of Florida, with its principle office at  
City of Miami, County of Dade, State of Florida, has named Willie Mae Poole, located  
at 11591 S. W. 220th Street, City of Miami, County of Dade, State of Florida, as its  
agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at 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 Willie Mae Poole  
(Registered Resident Agent)