

N96000005834



December 5, 1996

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President

Harold Butler, Jr.
Secretary

Verbert C. Anderson
Treasurer

Members

Cornelius E. Allen

Reginald Clyne, Esq.

Clarence W. Ewell

T. Whard Fair

Ronald E. Frazer

Howard Hadley, Jr., M.D.

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Dr. Rudolph Moss

Garn C. Reeves

Nell Robinson

Dorothea Stewart

Kathleen Johnson Street

Elaine H. Black,
Executive Director

Gentlemen:

SUBJECT: THERON AND ALEIDA INC.

Enclosed please find an original and one copy of the titled Articles of the Amended and Restated Articles of Incorporation and the Certificate designating the place of business and registered agent. Check # 1032, in the amount of \$87.50 is enclosed.

Please file both the Amended Articles and Certificate of Designation for this corporation and return a filed marked certified copy of each document to the following address:

**JEANNETTE G. ANDREWS, ESQ.
TOOLS FOR CHANGE
6255 N. W. SEVENTH AVENUE
MIAMI, FL 33150**

Thank you for your attention to this matter.

Very truly yours,

Jeannette G. Andrews, Esq.

JGA:jga

Enclosures

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12/03/96-01047-004
*****87.50 *****87.50

**FILED
96 DEC 30 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

*Amended & Restated
NFS 12-30-96*

J:JEANNETTE.LETTERS@THERON.BTA

~~*489,524,564,674*~~

**TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.**

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 DEC 30 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 20, 1996

Jeanette G. Andrews, Esquire
% TOOLS FOR CHANGE
6255 NW Seventh Avenue
Miami, FL 33150

SUBJECT: THERON AND ALEIDA INC.
Ref. Number: N96000005834

We have received your document for THERON AND ALEIDA INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 996A00056797



December 27, 1996

FILED
96 DEC 30 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Louise Flemming-Jackson
Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

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T. Willard Fair

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Garth C. Reeves

Neil Robinson

Dorothea Stewart

David L. Wilson

Elaine H. Black,
Executive Director

SUBJECT: THERON AND ALEIDA INC.
Ref. Number: N96000005834

Per your attached letter, I have made the necessary corrections to the Amended and Restated Articles of Incorporation for the above mentioned corporation.

Please file both the Amended Articles and Certificate of Designation for this corporation and return a filed marked certified copy of each document to the following address:

JEANNETTE G. ANDREWS, ESQ.
TOOLS FOR CHANGE
6255 N. W. SEVENTH AVENUE
MIAMI, FL 33150

Thank you for your attention to this matter.

Very truly yours,

Jeannette G. Andrews, Esq.

JGA:jga

Enclosures

J:\JEANNETTE\LETTERS\THERON.STA

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THERON AND ALEIDA, INC.

FILED
96 DEC 30 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A FLORIDA NOT-FOR-PROFIT CORPORATION

Pursuant to the provisions of Chapter 617 of the Florida Statutes, as amended, the undersigned Corporation hereby adopts the following Articles of Restatement:

Article I:

This corporation shall be known as Theron and Aleida, Inc., a not-for-profit corporation, according to Chapter 617, Florida Statutes.

Article II:

The principal office of this corporation is located at: 3805 N.W. 176th St.
Miami, FL 33055

Article III:

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).

The mission of Theron and Aleida, Inc. is to provide transitional housing for persons recovering from substance abuse and others as they reenter productive society. Training seminars for professionals in the fields of housing, services to the homeless, substance abuse treatment and corrections will also be offered in an attempt to assist such persons as they rejoin mainstream society. The purchase, renovation and management of real estate to be used as transitional housing is part and parcel of the operation of Theron and Aleida, Inc., as are the provision of services such as case management, educational assistance, family counseling and job placement.

Article IV:

The Board of Directors of Theron and Aleida, Inc. shall be appointed by its founding members. It will consist of at least five and at most thirteen volunteers, who will serve for a period of one year. Directors will hold nominations and elections yearly. The method of election of directors is stated in the bylaws of the corporation.

Article V:

The corporation shall have perpetual existence, unless sooner dissolved by law. There is no limitation of corporate powers. This corporation is independent of any other associations, corporations or other legal entities.

Article VI:

The registered office of the corporation is: 3805 N.W. 176th St.
Miami, FL 33055

The registered agent of the corporation is: Urban T. Jones, I, CCJS-MAC

Article VII:

The names and addresses of incorporators are as follows:

Urban T. Jones, I CCJS-MAC
3805 NW 176th St.
Miami, FL 33055

Jana A. Spalding, M.D.
1986 Biarritz Dr. #107.
Miami Beach, FL 33141

1. Urban T. Jones I is the president and Jana A. Spalding is the vice-president of Theron and Aleida, Inc.
2. The president and vice-president will be responsible for the hiring of staff and for the day-to-day operation of any housing facilities. All real estate and other properties of the corporation shall be subject to the bylaws of the corporation and to policies and procedures established by the Board of Directors. The Board of Directors will select among its members a Chairman, a Secretary and a Treasurer to govern the affairs of the corporation. The directors will not be held financially liable for any or all of the debts of the corporation.
3. Members may terminate membership in the corporation by submitting a written request to the Chairman of the Board of Directors. Conflict of interest in fiduciary or real property affairs will lead to immediate termination of membership. Any termination other than a voluntary one will require a majority vote of the Board of Directors. The commission of any criminal activity will

constitute grounds for immediate termination of membership.

4. Membership in this corporation is not transferable.

5. 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.

6. The corporation will have only one class of members: the directors, who will make policy decisions governing the operation of the staff.

7. The Board of Directors consist of:

Mrs. Sherah Jones 1081 NE 87th St. Miami, FL 33138
Mrs. Julia Helena Wiley
Mr. Lorenzo Moseley
Mr. Raul Camaliche 744 N.E. 81st St.
Mr. David Ebanks
Mr. Willie Brown, M.S. 10370 SW 146th St. Miami, FL

8. The corporation is not subordinate or subject to the authority of any head or national association, society, federation, or other corporation, society, organization or association not for profit. The corporation shall, at the discretion of the Board of Directors, join such associations or organizations as can further its mission of providing transitional housing for persons recovering from substance abuse who are reentering society. Any and all dues necessary for such memberships shall be supplied by the corporation.

The foregoing Articles of Restatement restate and integrate the corporation's Articles of Incorporation filed on November 15, 1996, and, in addition, amends Articles III, V, VI and VII of the corporation's Articles of Incorporation.

There is no discrepancy between the corporation's Articles of Incorporation as therefore amended and the provisions of these Articles of Restatement other than the inclusion of the aforesaid amendments adopted by the Board of Directors of the Corporation.

The Articles of Restatement, duly adopted by the Board of Directors, on December 2nd, 1996 supersede the original Articles of Incorporation and all amendments to them. The members of the corporation are not entitled to vote on the Amended and Restated Articles.

The Amended and Restated Articles were adopted by the Board of Directors.

IN WITNESS WHEREOF, I, URBAN T. JONES I, CCJS-MAC, President of the
THERON AND ALEIDA INC., have signed these Articles of Restatement, on this 4th day
of December 1996.


URBAN T. JONES I, CCJS- MAC

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 4th day of December 1996,
by URBAN T. JONES I, CCJS-MAC, President of THERON AND ALEIDA INC., a Florida
Not For Profit Corporation, on behalf of the corporation. He personally appeared before me at
the time of notarization, and is personally known to me or has 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 CC407757
Expires Sep. 10, 1998
Bonded by HAI
800-422-1555

**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

FILED
96 DEC 30 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

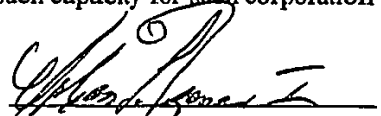
Pursuant to the provisions of Sections 48.091 and 607.0501 of the Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

First-That THERON AND ALEIDA INC., desiring to organize under the laws of the State of Florida, hereby designates URBAN T. JONES I, CCJS-MAC as its registered agent and 3805 NW 176th Street, Miami, Florida 33055 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree this 4th day of December, 1996 to act in such capacity for such corporation at its registered office.


URBAN T. JONES I, CCS-MAC