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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 183715 4810684

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 11, 1996

ORDER TIME : 9:40 AM

ORDER NO. : 183715-005

CUSTOMER NO: 4810684

CUSTOMER: Ms. Laura S. Thomas
SIDLEY & AUSTIN

555 W. Fifth St. / 40th Fl.

Los Angeles, CA 90013

100002025921--3
-12/11/96--01046--014
*****70.00 *****70.00

DOMESTIC FILING

NAME: AFRICAN AMERICAN UNITY CENTER
OF FLORIDA, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED
95 DEC 11 PM 4:23
TALLAHASSEE FLORIDA
STATE

95 DEC 11 PM 4:23
TALLAHASSEE FLORIDA
STATE

ARTICLES OF INCORPORATION
OF
AFRICAN AMERICAN UNITY CENTER
OF
FLORIDA, INC.

FILED
95 DEC 11 PM 4:23
TALLAHASSEE
FLORIDA

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

- I. The name of the corporation is African American Unity Center of Florida, Inc.
- II. The principal place of business and mailing address of the corporation shall be 1141 Bel Aire Drive West, Pembroke Pines, Florida 33027.
- III. The corporation is organized and operated exclusively for charitable purposes within the meaning of the Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The property of the corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director or officer thereof, or the benefit of any private person or private interest, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

- IV. The directors of the corporation shall be elected in accordance with the provisions of the bylaws.
- V. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

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, or the corresponding section of any future federal tax code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution or winding up of the corporation, its assets remaining after payment or, or provision for payment of, all debts and liabilities of the

corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- VI. The name and street address of the initial registered agent is Paula Bain, 1141 Bel Aire Drive West, Pembroke Pines, Florida 33027.
- VII. The name and street address of the incorporator for these articles of incorporation is Laura S. Thomas, % Sidley & Austin, 555 West Fifth Street, Suite 4000, Los Angeles, California 90013.

16th The undersigned incorporator has executed these Articles of Incorporation this day of December 1996.

Laura S. Thomas

Laura S. Thomas

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
95 DEC 11 PM 4:23
STATE
FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

AFRICAN AMERICAN UNITY CENTER OF FLORIDA, INC.

2. The name and address of the registered agent and office is:

PAULA BAIN
1141 Bel Aire Drive West
Pembroke Pines, Florida 33027

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: _____

Paula Bain

(Signature)

11/5/96

(Date)