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December 20, 1996

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

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BOARD OF DIRECTORS

Officers

Dr. Ray Phelps
President

Howard Butler, Jr.
Secretary

Veibert C. Anderson
Treasurer

Members

Constance E. Allen

Reginald Cyne, Esq.

Clarence W. Ewell

I. Wilford Fox

Ronald E. Frazer

Howard Hadley, Jr., M.D.

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Dr. Rudolph Moore

Garth C. Reeves

Nell Robinson

Dorothea Stewart

Karen Johnson Street

Elaine H. Black,
Executive Director

EXPIRATION DATE

11-97

Re: Articles of Incorporation
To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificates Designating Place of Business, and the money orders or checks for filing fees for the following:

No	Company Name	MO/Ck No.	Amount
	RENT-A-WAITER, INC.	406284968	\$122.50
	MINORITY APPRAISAL INSTITUTE, INC.	1289	\$122.50

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

Jeannette G. Andrews, Esq.
Tools For Change
6255 Northwest 7th Avenue
Miami, Florida 33150

Thank you for your attention to this matter.

Sincerely,

Jeannette G. Andrews, Esq.

Encls.

FILED
96 DEC 26 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

CERTIFICATE OF INCORPORATION

OF

MINORITY APPRAISAL INSTITUTE, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

EFFECTIVE DATE

1-1-97

FILED
96 DEC 26 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: **MINORITY APPRAISAL INSTITUTE, 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 **1828 NORTHWEST 162ND STREET, MIAMI, FLORIDA 33054.**

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.

ARTICLE VI: NON-MEMBERSHIP

The corporation shall be a non-membership organization.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at **1828 NORTHWEST 152ND STREET, MIAMI, FLORIDA 33064**, and **RENNEE DAWSON** is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of **four (4) 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.

ARTICLE XII: INCORPORATORS

The Incorporators of the Corporation is as follows:

**RENNEE DAWSON
1828 NORTHWEST 152ND STREET
MIAMI, FLORIDA 33054**

IN WITNESS WHEREOF, I, RENNEE DAWSON, the undersigned Incorporators to these Articles of Incorporation, have affixed our signatures thereto on December 20 1996.


RENNEE DAWSON

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 20 day of December 1996, by RENNEE DAWSON, 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: Geraldine M. Belle

PRINT: Geraldine M. Belle

STATE OF FLORIDA AT LARGE

ARTICLES XIII: EFFECTIVE DATE

The effective date of these Articles of Incorporation is January 1, 1997.



Geraldine Mathie Belle
My Commission CC877091
Expires Aug. 18, 2000

**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 **MINORITY APPRAISAL INSTITUTE, 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 **RENNEE DAWSON** located at 1828 NORTHWEST 152ND STREET, MIAMI, Florida 33054 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-

ACKNOWLEDGMENT:

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: *Rennee Dawson*

RENNEE DAWSON

DATED: December 20, 1986

FILED
96 DEC 26 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA