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NAME: IMANI SHULE', INC.  
AUDIT NUMBER.....H97000020822  
DOC TYPE.....FLORIDA NON-PROFIT CORPORATION  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 18, 1997

ACE INDUSTRIES, INC.

SUBJECT: IMANI SHULE, INC.  
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**ARTICLES OF INCORPORATION OF  
IMANI SHULE', INC.**

A Corporation Not-For-Profit formed under the Florida General Corporation Act.

**ARTICLE I**

The name of this corporation shall be **Imani Shule', Inc.**  
The address of the corporation shall be **3007 North Oakland Forest Drive., #206  
Oakland Park, Florida 33309.**

**ARTICLE II**

**Duration**

Term of existence of the corporation is perpetual unless dissolved according to law. The corporate existence shall commence at the time of filing with the Secretary of State.

**ARTICLE III**

**Purpose**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

The specific purpose of this Corporation is the creation and implementation of programs which promote the well being of the community by providing supportive services to youths and their families. A continuum of social services will serve to promote the empowerment, safety, health and entitlement of all members of the community.

**ARTICLE IV**

The property of this corporation shall never inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

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Prepared by:  
**ace! Industries, Inc.**  
**54 Northwest 11th St.**  
**Miami, FL 33136**  
**(305) 358-2571**

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**ARTICLE V**

This corporation is organized on a non-stock basis.

**ARTICLE VI**

The corporation shall never have less than three (3) directors nor more than eleven (11) directors (F.S. 617.0803)

**ARTICLE VII**

The appointment of directors and terms of their appointment shall be provided in the by-laws of the Corporation.

**ARTICLE VIII**

Directors shall be of the age of majority in the state of Florida and residents of the State of Florida.

**ARTICLE IX**

The street address of the principal office of the corporation is 3007 North Oakland Forest Drive, #206; City of Oakland Park, County of Broward, State of Florida 33309.

The initial registered office and the name of the initial registered agent is Nia Imani, 3007 North Oakland Forrest Drive, #206; City of Oakland Park, County of Broward, State of Florida 33309.

**ARTICLE X**

There shall be three (3) directors constituting the initial board of directors.

The name and address of each person who is to serve as an initial director is as follows:

Nia Imani; 3007 N. Oakland Forest Dr., Suite 206, Oakland Park, Florida 33309  
Tiffany Willis; P.O. Box 540221, Miami, Florida, 33054  
Samuel Gilmore, Jr.; 3171 N.W. 57<sup>th</sup> Street, Miami, Florida, 33142

These initial directors shall hold office until such time as an election of directors shall be held.

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#### ARTICLE XI

The name and address of the incorporators of this corporation are as follows:

Nia Imani; 3007 N. Oakland Forest Dr., Suite 206, Oakland Park, Florida 33309  
Tiffany Willis; P.O. Box 540221, Miami, Florida, 33054  
Samuel Gilmore, Jr.; 3171 N.W. 57<sup>th</sup> Street, Miami, Florida, 33142

#### ARTICLE XII

- (a) Board of Directors: The powers of this corporation shall be exercised, it's properties controlled and it's affairs conducted by a Board of Directors. The number of initial directors of the corporation shall be not less than (3), provided, however, that such number may be changed by a bylaw duly adopted by the members.
- (b) Corporation Officers: The Board of Directors shall elect the following officers: President, Vice-President, Treasurer and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President	-	Nia Imani
Vice President	-	Tiffany Willis
Treasurer	-	Samuel L. Gilmore, Jr.

#### ARTICLE XIII

Upon the dissolution or liquidation of this corporation, it's assets remaining after payment of or providing for all liabilities, contingent or otherwise, will be disposed or distributed exclusively for not-for-profit purposes as shall at the time qualify as an exempt organization under Section 501C3 of the Internal Revenue Code of 1954, or corresponding provision of any future United States Internal Revenue law, in accordance with the decision of the Board of Directors of this Corporation. Any assets not so disposed of or distributed by the Board of Directors, or the proper court with jurisdiction, will be disposed or distributed exclusively for such purposes. This article shall not override any laws of the State of Florida scheme of distribution or disposition.

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#### ARTICLE XIV

Notwithstanding any other provision of these articles or state law, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE XV

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who heretofore has served or shall serve at any time hereafter as a director or officer from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any claim or liability; provided that no such person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability to which it shall be adjudged that such officer or director is liable for willful misconduct in the performance of his/her duties.

The Board of Directors is hereby authorized to obtain directors and officers liability insurance covering acts heretofore and hereafter occurring and to pay for same from funds of the corporation.

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**CERTIFICATE**

**DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, REGISTERED OFFICE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

That Imani Shule', Inc. desiring to organize under the laws of the State of Florida with it's principal office, as indicated in the Articles of Incorporation at the City of Oakland Park, County of Broward, State of Florida, has named Nia Imani, located at 3007 North Oakland Forest Drive, #206; Oakland Park, Florida, Broward County, Florida 33309, as it's agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the appointment, agree to act in this capacity, am familiar with and hereby accept the duties and responsibilities of registered agent for said corporation.

By:

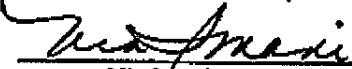
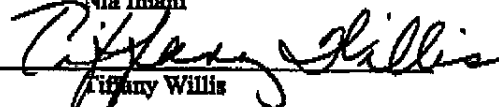
  
Nia Imani

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The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this non-profit charitable corporation under the laws of the State of Florida, have executed these articles of incorporation of on this 16<sup>th</sup> day of Dec, 1997, at Oakland Park, Broward County, Florida.

  
\_\_\_\_\_  
Nia Irhani  
  
\_\_\_\_\_  
Tiffany Willis

  
\_\_\_\_\_  
Samuel L. Gilmore, Jr.

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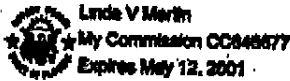
STATE OF FLORIDA )  
 )SS  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and county named above to take acknowledgments, personally appeared before me, Nia Imani, Tiffany Willis and Samuel L. Gilmore, Jr., to me known to be the people described as incorporators in and who executed the foregoing Articles of Incorporation, and have acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 16<sup>th</sup> day of December, 19997.

Bridget V. Martin  
Signature of NOTARY PUBLIC

May 12, 2001  
My commission expires



NOTARY PUBLIC SEAL

These persons (Named above):  
 produced Driver's License  
 personally known to me

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