

Lamont & Neiman, P.A.
N980000001970

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Reply To: Miami Office

March 27, 1998

Secretary of State of Florida
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

Certified Mail
Return Receipt Requested
Z 446 939 883

Re: The Diversity Institute, Inc.

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-04/02/98-01096-012
****122.50 ****122.50

Gentlemen:

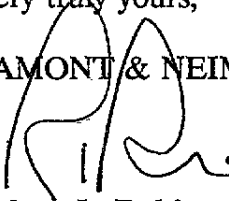
Enclosed for filing, please find Articles of Incorporation, in duplicate, of The Diversity Institute, Inc. Also enclosed is our cost check of \$122.50.

Please return the certified copy of the Articles to us in the pre-addressed stamped envelope enclosed.

Should you have any questions, please do not hesitate to contact us.

Very truly yours,

LAMONT & NEIMAN, P.A.


Robert L. Rubin
enc.

FILED
98 APR -2 AM 9:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Handwritten signature
3/31/98

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

**THE DIVERSITY INSTITUTE, INC.
A Florida Not For Profit Corporation**

The undersigned, acting as Incorporator of the subject Corporation under applicable Florida law, hereby adopts the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the Corporation shall be The Diversity Institute, Inc.

**ARTICLE II
Principal Office and Mailing Address**

The principal office of the Corporation shall be located at 1110 Brickell Avenue, Suite 602, Miami, Florida 33131, and the mailing address of the Corporation shall be the same as that of its principal office.

**ARTICLE III
Purposes**

The purposes for which the Corporation is organized include: the study, understanding, development and promotion of diversity; the creation of opportunities for diverse individuals, of varying genders, races, ethnicities, creeds, religions, nationalities and other circumstances, to engage in dialogues and otherwise study issues of inclusion and equity and to develop an understanding of and appreciation for diversity; to research and develop data and information demonstrating the positive uses of diversity and its advantages over historical notions of power, privilege and exclusivity; to develop and implement behavioral models in business and other settings, in order to further develop and promote diversity, recognition and acceptance.

The purposes for which the Corporation is organized also include all other charitable, educational, literary and scientific purposes within the meaning of Sections 501(c)(3), 2055(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, and any corresponding provisions of any subsequent federal tax laws (the "Code"), and the

Treasury Regulations thereunder, and under any corresponding provisions of any subsequent federal tax laws (the "Regulations").

The Corporation shall engage in only those activities which carry out its charitable, educational, literary and scientific purposes, and which are permitted under the Code and under any other applicable federal and state laws.

ARTICLE IV Operations

In furtherance of its charitable, educational, literary and scientific purposes, the Corporation's powers shall include the following powers:

To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise any properties, both real and personal, of whatever nature or description and wherever situated;

To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of its properties, both real and personal, subject to such limitations as may be prescribed by law;

To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for moneys borrowed or in payment for property acquired, and to secure the payment of any such obligations by mortgages, pledges, deeds, indentures, agreements or other instruments of trust, or by other liens upon, assignments of, or agreements in regard to all or any part its property, rights or privileges, wherever situated;

To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investment securities, and in such other properties as it shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift;

To maintain margin accounts and conduct business in the margin accounts in the same fashion in which an individual might do so, including but not limited to buying on margin, selling short, buying and selling options, maintaining special subscription accounts and dealing in commodities;

To serve as trustee of any properties, real or personal, wheresoever situated, either within or without the State of Florida; and,

To generally exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for its charitable, educational and scientific purposes, together with any other powers necessary or incidental to the powers so conferred or conducive to the attainment of its charitable, educational and scientific purposes, subject to such limitations as are or may be prescribed by law.

In furtherance of its charitable, educational, literary and scientific purposes, the Corporation may promote, commence, conduct and continue its operational activities on its own behalf, and it may make distributions to or otherwise render assistance in doing so to any other organizations which are exempt under Section 501(c)(3) of the Code.

Notwithstanding anything herein to the contrary, the Corporation shall exercise any and all, but only, such powers as are in furtherance of its charitable, educational, literary and scientific purposes.

No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any Member, Director or Officer of the Corporation, or to any other private individual, in such a fashion as to constitute an application of funds not within the Corporation's charitable, educational, literary and scientific purposes. However, reimbursements for expenses incurred and payments of reasonable compensation for services rendered shall not be deemed to be distributions of income or principal.

The Corporation shall not carry on any propaganda or otherwise attempt to influence legislation, and shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

Dissolution

Upon the complete or any partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no Member, Director or Officer of the Corporation shall be entitled to or shall receive any distribution or division of the Corporation's properties or the proceeds thereof, and the balance of all moneys and other properties received by the Corporation from any source shall, after the payment of all debts and obligations of the Corporation, and subject to the order of the Circuit Court of the State of Florida as provided by law, be devoted or distributed exclusively to one or more organizations which are exempt organizations under Section 501(c)(3) of the Code, or to the federal, state or local governments for exclusively public purposes. Officers and Directors of the Corporation may be reasonably compensated for their services in winding up, liquidating and dissolving the Corporation.

ARTICLE VI
Registered Agent and Registered Office

The name of the Corporation's initial Registered Agent and the street address of its initial Registered Office are:

<u>Name</u>	<u>Address</u>
Lamont & Neiman, P.A.	One Biscayne Tower, Suite 3550 Two South Biscayne Boulevard Miami, Florida 33131

ARTICLE VII
Members

The names and addresses of the five initial Members of the Corporation are:

<u>Name</u>	<u>Address</u>
Joseph M. Thomas	1110 Brickell Avenue, Suite 602 Miami, Florida 33131
Kandell Bentley-Baker	4192 Trenton Avenue Cooper City, Florida 33026
Dr. Cathy Royal	8200 S.W. 140th Avenue Miami, Florida 33183
Diana Thomas	126 East 9th Court Hialeah, Florida 33010
Carol Solomon	1750 St. Charles Avenue New Orleans, Louisiana 70130

ARTICLE VIII
Directors

The Directors of the Corporation shall be elected, and their number shall be determined from time to time, in the manner provided in the Bylaws of the Corporation,

provided that there always shall be at least three Directors. The names and addresses of the five initial Directors are:

<u>Name</u>	<u>Address</u>
Joseph M. Thomas	1110 Brickell Avenue, Suite 602 Miami, Florida 33131
Kandell Bentley-Baker	4192 Trenton Avenue Cooper City, Florida 33026
Dr. Cathy Royal	8200 S.W. 140th Avenue Miami, Florida 33183
Diana Thomas	126 East 9th Court Hialeah, Florida 33010
Carol Solomon	1750 St. Charles Avenue New Orleans, Louisiana 70130

ARTICLE IX Incorporator

The name and address of the undersigned Incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Joseph M. Thomas	1110 Brickel Avenue, Suite 602 Miami, Florida 33131

ARTICLE X Amendments

The Corporation reserves the right to amend and re-amend these Articles of Incorporation, in the manner provided in the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of MARCH, 19 98.



JOSEPH M. THOMAS, Incorporator

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of process on the Corporation at the initial Registered Office designated in the foregoing Articles of Incorporation, we hereby accept such status and consent to act in such capacity, and agree to comply with all the requirements of law pertaining thereto.

LAMONT & NEIMAN, P.A.

By: 

Robert S. Lamont, President

FILED
98 APR -2 AM 9:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA