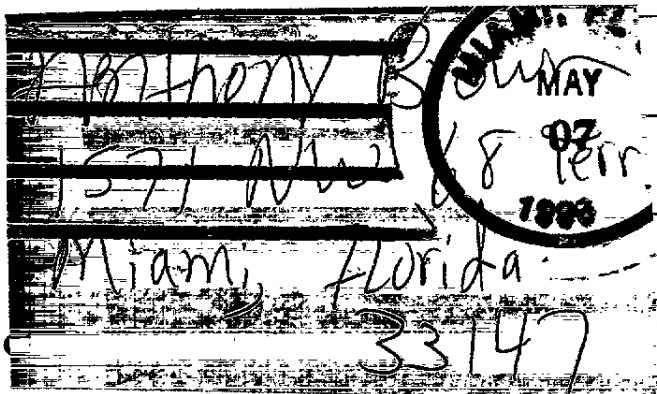


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MBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
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| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|----------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

TS 5/14/98
W98-10955

6/4

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 14, 1998

ANTHONY BROWN
1571 NW 68 TERR.
MIAMI, FL 33147

SUBJECT: THE BETHEL COMMUNITY DEVELOPMENT CORPORATION
Ref. Number: W98000010955

We have received your document for THE BETHEL COMMUNITY DEVELOPMENT CORPORATION and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 698A00026818

New Bethel Baptist Church

1571 N.W. 68th TERRACE
MIAMI, FLORIDA 33147
Anthony Brown, Pastor
Church Phone: 696-1495 Office: 693-8540

TO: SHARON TALA
 DOCUMENT SPECIALIST SUPERVISOR
 FLORIDA DEPARTMET OF STATE

FROM: REV.ANTHONY BROWN,PASTOR
 NEW BETHEL BAPTIST CHURCH
 MIAMI,FLORIDA 33147

RE: REQUESTED INFORMATION

AS PER OUR CONVERSATION, MON. JUNE 1st,1998, I AM ENCLOSING A COPY OF THE ORIGINAL CORRESPONDENCE FROM YOUR OFFICE BY DOCUMENT SPECIALIST TRACY SMITH.. AS THE LETTER INDICATES OUR FILING FEE OF \$131.25 WAS RECEIVED. OUR DOCUMENT WAS NOT FILED BECAUSE THE CHOSEN NAME WAS UNAVAIABLE TO US. WE ARE UNCERTAIN OF THE ADDITIONAL \$70.00 FEE. WE WOULD GREATLY APPRECIATE AN EXPLANATION, AS WE ARE MOST ANXIOUS TO GET OUR PROJECT UNDERWAY.

I AM ALSO ENCLOSING PAPERS THAT WERE ERRONEOUSLY SENT TO US.
WE THANK YOU IN ADVANCE FOR YOUR PROMPT ATTENTION TO THIS MATTER.

SINCERELY YOURS,



ANTHONY BROWN,PASTOR

ARTICLES OF INCORPORATION
OF
NEW BETHEL COMMUNITY DEVELOPMENT CORPORATION
A FLORIDA "not for profit" CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -4 AM 10:08

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA STATUTES, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

THE NAME OF THE CORPORATION IS NEW BETHEL COMMUNITY DEVELOPMENT CORPORATION THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED AT 1571 N.W. 68 TERR. MIAMI, FLORIDA THE MAILING ADDRESS OF THE CORPORATION 1571 N.W. 68 TERR. MIAMI, FLORIDA 33147.

ARTICLE II

THE PERIOD OF DURATION IS PERPETUAL. THE CORPORATION IS ORGANIZED PURSUANT TO THE NOT FOR PROFIT CORPORATION LAWS OF THE STATE OF FLORIDA. THE QUALIFICATIONS FOR MEMBERS, IF ANY, AND THE MANNER OF THEIR ADMISSION SHALL BE REGULATED BY THE BYLAWS.

ARTICLE III

THE PURPOSES FOR WHICH THIS CORPORATION IS FORMED ARE EXCLUSIVELY CHARITABLE, EDUCATIONAL AND SCIENTIFIC AND CONSIST OF THE FOLLOWING:

1.) TO RAISE THE ECONOMIC, EDUCATIONAL AND SOCIAL LEVELS OF THE RESIDENTS OF DADE COUNTY FLORIDA, INCLUDING MEMBERS OF THE MINORITY COMMUNITY, WHO ARE SUBSTANTIALLY UNEMPLOYED, UNDER-employed, or whose income is below federal poverty guidelines, to foster and promote community wide interest and concern for the problems of said residents to the end that (a) EDUCATIONAL AND ECONOMIC

OPPORTUNITIES MAY BE EXPANDED: (b) SICKNESS, POVERTY, CRIME, AND ENVIRONMENTAL DEGRADATION MAY BE LESSEDED: AND (c) RACIAL TENSION, PREJUDICE, AND DISCRIMINATION, ECONOMIC, AND OTHERWISE, MAY BE ELIMINATED.

2.) TO EXPAND THE OPPORTUNITIES AVAILABLE TO SAID RESIDENTS AND GROUPS TO OWN, MANAGE, AND OPERATE BUSINESS ENTERPRISES IN ECONOMICALLY DEPRESSED AREAS: TO ASSIST SAID RESIDENTS AND GROUPS IN DEVELOPING ENTERPRENEURIAL AND MANAGEMENT SKILLS NECESSARY FOR THE SUCCESSFUL OPERATION OF BUSINESS ENTERPRISES: AND TO ASSIST SAID RESIDENTS AND GROUPS IN OBTAINING FINANCIAL SUPPORT FROM OTHER SOURCES: TO ASSIST SADI RESIDENTS AND GROUPS IN YOUTH, HOMELESS DEVELOPMENT PROGRAM.

3.) TO EXPAND OPPORTUNITIES AVAILABLE TO SAID RESIDENTS AND GROUPS TO OBTAIN ADEQUATE LOW-COST HOUSING ACCOMMODATIONS BY CONSTRUCTING, REHABILITATING, AND PROVIDING DECENT, SAFE AND SANITARY HOUSING IN DADE COUNTY FOR PERSONS AND FAMILIES OF LOW-INCOME WHO OTHERWISE, WOULD NOT BE ABLE TO FIND OR AFFORD A SUITABLE PLACE TO LIVE. IT IS THE PURPOSE OF THE CORPORATION THEREBY TO RELIEVE THE POOR, DISTRESSED, UNDERPRIVILEGED AND INDIGENT BY ENABLING THEM TO SECURE THE BASIC HUMAN NEEDS OF DECENT SHELTER AND TO THUS LESSER THE BURDENS OF GOVERNMENT AND PROMOTE SOCIAL WELFARE. TO PROVIDE SUCH HOUSING THROUGH REHABILITAION OF EXISTING SUBSTANDARD BUILDINGS AND CONSTRUCTION OF NEW FACILITIES IN THE PLACE OF BLIGHTED STRUCTURES OR BLIGHTED VACANT SITES FOR THE PURPOSE OF COMBATTING THE DETERIORATION OF THE COMMUNITY AND CONTRIBUTING TO ITS PHYSICAL IMPROVEMENT.

4.) TO AID, SUPPORT, AND ASSIST BY GIFTS, CONTRIBUTION, OR OTHERWISE, OTHER CORPORATIONS, COMMUNITY CHESTS, FUNDS AND FOUNDATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL OR SCIENTIFIC PURPOSES, NO PART OF THE NET EARNINGS OF WHICH INURES TO THE BENEFIT OF ANY PRIVATE SHAREHOLDER OR INDIVIDUAL, AND NO SUBSTANTIAL PART OF THE ACTIVITIES OF WHICH IS CARRYING ON PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION.

5.) TO DO ANY AND ALL LAWFUL ACTIVITIES WHICH MAY BE NECESSARY, USEFUL, OR DESIRABLE FOR THE FURTHERANCE, ACCOMPLISHMENT, FOSTERING, OF ATTAINING OF THE FOREGOING PURPOSES, EITHER DIRECTLY OR INDIRECTLY, AND EITHER ALONE OR IN CONJUNCTION OR COOPERATION WITH OTHERS, WHETHER SUCH OTHERS BE PERSONS OR ORGANIZATIONS OF ANY KIND OR NATURE, SUCH AS CORPORATIONS, FIRMS, ASSOCIATION, TRUSTS, INSTITUTION, FOUNDATIONS, OR GOVERNMENTAL BUREAUS, DEPARTMENTS OF AGENCIES.

6.) ALL OF THE FOREGOING PURPOSES SHALL BE EXERCISED EXCLUSIVELY CHARITABLE AND EDUCATIONAL PURPOSES IN SUCH A MANNER THAT THE CORPORATION WILL QUALIFY AS AN EXEMPT ORGANIZATION UNDER SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE OF 1986 OF THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW.

ARTICLE IV

NOT WITH STANDING ANY OTHER PROVISION OF THESE ARTICLES, THIS ORGANIZATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE ARRIED ON BY AN ORGANIZATION EXEMPT FROM FEDERAL AND STATE 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.

ARTICLE V

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 431 N.W. 184 TERR. MIAMI, FLORIDA 33169
REGISTERED AGENT AT THIS ADDRESS IS ANTHONY BROWN.

ARTICLE VI

1.) THERE SHALL BE 5 DIRECTIONS ON THE INITIAL BOARD OF DIRECTORS.

2.) THE METHOD OF ELECTION OF THE BOARD OF DIRECTORS SHALL BE STATED IN THE BYLAWS.

3.) THE NAMES AND ADDRESS OF THE INITIAL BOARD OF DIRECTORS
ARE:

IRENE HAMRICK
19610 N.W. 11 AVE
MIAMI FLORIDA 33169

WALTER HODGE
821 N.W. 167th Terr.
MIAMI, FLORIDA

FRANKLIN SIMMONS
1554 N.W. 68 TERR.
MIAMI, FLORIDA 33147

BEATRICE BURNS
2338 N.W. 55 TERR.
MIAMI, FLORIDA 33142

PAULA STAFFORD
1960 N.W. 82 STREET
MIAMI, FLORIDA 33147

ARTICLE VII

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES. THE CORPORATION IS NOT ORGANIZED NOR SHALL IT BE OPERATED FOR THE PRIMARY PURPOSE OF GENERATING PECUNIARY GAIN OR PROFIT. THE CORPORATION SHALL NOT DISTRIBUTE ANY GAINS, PROFITS OR DIVIDENDS TO THE DIRECTORS, OFFICERS, OR MEMBERS THEREOF, OR TO ANY INDIVIDUAL, EXCEPT AS REASONABLE COMPENSATION FOR SERVICES ACTUALLY PERFORMED IN CARRYING OUT THE CORPORATIONS CHARITABLE AND EDUCATIONAL PURPOSES. THE PROPERTY, ASSETS, PROFITS AND NET INCOME OF THE CORPORATION ARE IRREVOCABLE DEDICATED TO CHARITABLE AND EDUCATIONAL PURPOSES NO PART OF WHICH SHALL INURE TO THE BENEFIT OF ANY INDIVIDUAL.

ARTICLE VIII

NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL CONSIST OF THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN, ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE.

ARTICLE IX

UPON WINDING UP AND DISSOLUTION OF THE CORPORATION THE ASSETS OF THE CORPORATION REMAINING AFTER PAYMENT OF ALL DEBTS AND LIABILITIES SHALL BE DISTRIBUTED TO AN ORGANIZATION RECOGNIZED AS EXEMPT UNDER SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE OF 1986 TO BE USED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES. IF THE CORPORATION HOLDS ANY ASSETS IN TRUST, SUCH ASSETS SHALL BE DISPOSED OF IN SUCH A MANNER AS MAY BE DIRECTED BY DECREE OF THE CIRCUIT COURT UPON PETITION THEREOF BY THE ATTORNEY GENERAL OR BY ANY PERSON CONCERNED IN THE LIQUIDATION.

ARTICLE X

IN THE EVENT THAT THIS CORPORATION SHALL BECOME A "PRIVATE FOUNDATION" WITHIN THE MEANING OF SECTION 509 OF THE INTERNAL REVENUE CODE 1954, THE CORPORATION SHALL DISTRIBUTE ITS INCOME FOR EACH TAXABLE YEAR AT SUCH TIME AND IN SUCH MANNER AS NOT TO SUBJECT IT TO TAX UNDER SECTION 4942 OF THE INTERNAL REVENUE CODE: SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941 (d) OF THE INTERNAL REVENUE CODE: SHALL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943 (c) OF THE INTERNAL REVENUE CODE: SHALL NOT MAKE ANY INVESTMENTS IN SUCH MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4944 OF THE INTERNAL REVENUE CODE: AND SHALL NOT MAKE ANY TAXABLE DISBURSURES AS DEFINED IN SECTION 4945 (d) OF THE INTERNAL REVENUE CODE.

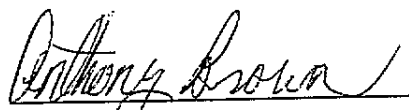
ARTICLE XI

ANY PERSON (and HTE HEIRS, EXECUTORS AND ADMINISTRATORS OF SUCH PERSON) MADE OR THREATENED TO BE MADE PARTY TO ANY ACTION, SUIT OF PROCEEDING BY REASON OF THE FACT THAT HE IS OR WAS A DIRECTOR OR OFFICER OF THE CORPORATION SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ANY AND ALL LIABILITY AND THE REASONABLE EXPENSES, INCLUDING ATTORNEY'S FEES AND DISBURSEMENTS, INCURRED BY HIS/HER (or BY HIS/HER HEIRS, EXECUTORS OR ADMINISTRATORS) IN CONNECTION WITH THE DEFENSE OR SETTLEMENT OF SUCH ACTION, SUIT OR PROCEEDING, OR IN CONNECTION WITH ANY APPEARANCE THEREIN, EXCEPT IN RELATION TO MATTERS AS TO WHICH IT SHALL BE ADJUDGED IN SUCH ACTION, SUIT OR PROCEEDING THAT SUCH DIRECTOR OR OFFICER IS LIABLE FOR NEGLIGENCE OR MISCONDUCT IN THE PERFORMANCE OF HIS DUTIES. SUCH RIGHT OF INDEMNIFICATION SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH SUCH DIRECTOR OR OFFICE (or such heirs, executors of administrators) MAY BE ENTITLED APART FROM THIS ARTICLE.

ARTICLE XII

THE NAME AND ADDRESS OF THE INCORPORATOR IS: ANTHONY BROWN
431 N.W. 184 TERR. MIAMI, FLORIDA 33169

THESE ARTICLES OF INCORPORATION ARE HEREBY EXCUTED BY THE
INCORPORATOR ON THIS 30 DAY OF April, 1998.


ANTHONY BROWN

STATE OF FLORIDA

SS:

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the Stat aforesaid and in the County aforesaid to take acknowledgements, personally appeared ANTHONY BROWN to me known to be the person described in and who executed the foregoing instrument as incorporator and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of May, 1998.



L. B. Johnson
Att COMMISSION # CC633541 EXPIRES
April 10, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

L. B. Johnson

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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:

NEW BETHEL COMMUNITY DEVELOPMENT CORPORATION, INC.

(must include suffix)

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

Anthony Brown

(NAME)

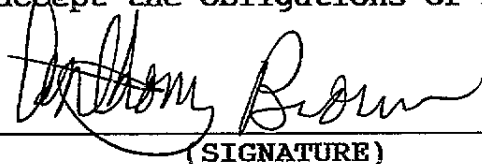
431 N.W. 184 TERR.

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami, Florida 33169

(CITY/STATE/ZIP)

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.



(SIGNATURE)

5-18-98

(DATE)

FILED STATE
SECRETARY OF CORPORATIONS
98 JUN -14 AM 10:08