

N98000003526

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Lucille N. Smiley Charity Foundation, Inc.
(Proposed corporate name - must include suffix)

100002559701--3
-06/15/98--01067--010
****131.25 ****131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jim Walker
Name (Printed or typed)

9300 Little River Drive
Address

Miami, FL 33147
City, State & Zip

(305) 576-0080 ext 375
Daytime Telephone number

FILED
98 JUN 15 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

JN 6-17-98

ARTICLES OF INCORPORATION
OF
THE LUCILLE N. SMILEY CHARITY FOUNDATION, INC.
A Florida "Not for Profit" Corporation

FILED
98 JUN 15 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

1. NAME OF CORPORATION:

The name of the corporation is The Lucille N. Smiley Charity Foundation, Inc.

2. PRINCIPAL OFFICE:

The principal office of the corporation is located at 9231 Little River Drive, Miami, FL 33147.

3. MAILING ADDRESS:

The mailing address of the corporation is 9231 Little River Dr., Miami, FL 33147.

4. REGISTERED AGENT

The name of the registered agent of the corporation is Jim Walker. The address of this registered agent is 9300 Little River Drive, Miami, FL 33147.

5. DURATION/MEMBERSHIP:

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

6. BOARD OF DIRECTORS

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

7. INCORPORATORS

The name and address of the incorporators are:
Lavonda Baker, 9231 Little River Drive, Miami, FL 33147
Mureen Bethel, 16015 NW 28 Place, Miami, FL 33054
Lanita Moss, 9231 Little River Drive, Miami, FL 33147
Keisha Robinson, 9135 Little River Drive, Miami, FL 33147

B.T. Smart, 1201 Little River Drive, Miami, FL 33147
Levon Smiley, 9231 Little River Drive, Miami, FL 33147
Levon Smiley, Jr. 9231 Little River Drive, Miami, FL 33147
Rowena A. Sutton, 4518 Shady Leaf Lane, Decatur, GA
30034
Rosetta J. Vickers, 1050 NW 87 Street, Miami, FL 33150
Jim Walker, 9300 Little River Drive, Miami, FL 33147

8. CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following: The Foundation shall provide scholarships and/or grants to students and individuals involved in the neighborhood schools, Northshore Community Association and Friendship Missionary Baptist, and other deserving individuals and organizations.

1.) To raise the economic, educational and social levels of the youth residents of Dade County Florida, including members of the minority community, who are substantially unemployed, underemployed, 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 lessened; and (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated.

2.) To assist Northshore Community area residents and certain church groups in developing entrepreneurial 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.

3.) 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 educational and spiritual discourse, promote and expand cultural field trips and scholarships and to thus lessen the burdens of government and promote the social welfare.

4.) To aid, support, and assist by gifts, contributions, 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, or 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 or agencies.

6.) All of the foregoing purposes shall be exercised exclusively for 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 or the corresponding provision of any future United States Internal Revenue law.

9. **501(C) (3) LIMITATIONS:**

a. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c) (3) of the Internal Revenue Code of 1998 or the corresponding provision of any future United States Internal Revenue law.

b. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

c. **NO PRIVATE INUREMENT:** 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 Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

d. **LOBBYING AND POLITICAL CAMPAIGNS:** 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.

e. **DISSOLUTION:** 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 of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

- f. **PRIVATE FOUNDATION STATUS:** 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 expenditures as defined in section 4945(d) of the Internal Revenue Code.

10. **INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or 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 him (or by his 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.

Execution

These Articles of Incorporation are hereby executed by the incorporators on this 10 day of June, 1998.

STATE OF FLORIDA]

ss:

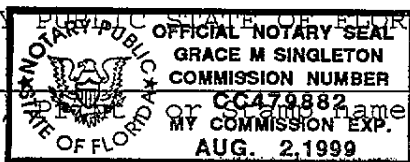
COUNTY OF DADE]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Jim Walker who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the 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 10th day of June, 1998.

Grace M. Singleton
Signature

NOTARY PUBLIC STATE OF FLORIDA



(Type, print or write name)

(Serial Number, if any)

REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

I Jim Walker, hereby accept my appointment as registered agent for the Lucille N. Smiley Charity Foundation, Inc. Florida not for profit corporation.

Jim Walker

Signature/Registered Agent

6/10/98

Date

FILED
98 JUN 15 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA