

# N98000004319

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Little Haiti Gateway, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

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(Corporation Name) (Document #)

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Certified Copy

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Certificate of Statu

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DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" 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

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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

P. Hall  
JUL 27 1998  
(7)

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**LITTLE HAITI GATEWAY, INC.**

**A Florida Not-For-Profit Corporation**

**FILED**

**98 JUL 27 PM 1:22**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit, non-stock, perpetually existing corporation pursuant to Florida Statutes Chapter 617, as amended.

**ARTICLE I - NAME AND PRINCIPAL ADDRESS**

The name of this Corporation is LITTLE HAITI GATEWAY, INC. The principal address and office of the Corporation is 200 S.E. First Street, Suite 704, Miami, Florida 33131.

**ARTICLE II - NATURE OF CORPORATION**

This is a not-for-profit Corporation, organized solely for general charitable purposes pursuant to the Florida Not-For-Profit Corporation Act as set forth in Florida Statutes Chapter 617.

**ARTICLE III - PURPOSE**

A. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax laws.

B. Without in any way limiting the foregoing general purposes, the specific purpose for which this Corporation is formed is to acquire, rehabilitate, own, and operate as residential housing that certain property located at 6201 NE 2nd Avenue, Miami, Florida, such property to serve as affordable housing in Miami-Dade County, Florida. Such housing shall be affordable to persons whose income levels fall within the definition of "low income" or "very low income" as defined by applicable federal and state laws.

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

**ARTICLE IV - DURATION**

This Corporation is to exist perpetually.

**ARTICLE V - MEMBERSHIP**

The membership of the Corporation shall be open to all persons regardless of race, color, creed, sex or national origin. The qualifications for membership and the manner of admission to membership and removal therefrom shall be governed and regulated by the Bylaws of the Corporation which shall provide, among other things, that the Corporation has both voting members and non-voting members.

Until such time as the Corporation has voting members, the Corporation shall be governed by the initial Board of Directors.

**ARTICLE VI - NONSTOCK CORPORATION**

This Corporation shall not have or issue shares of stock, however, it may have and issue membership certificates which shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not-for-profit corporation.

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Gary J. Cohen, Esq.  
Shutts & Bowen LLP  
201 South Biscayne Blvd.  
Suite 1500  
Miami, Florida 33131

**ARTICLE VIII - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 200 S.E. First Street, Suite 704, Miami, Florida 33131 and the name of the initial registered agent of the Corporation is Maria S. Pellerin located at the address of the registered office.

**ARTICLE IX - MANAGEMENT OF CORPORATE AFFAIRS**

- A. The business and affairs of the Corporation shall be managed by a Board of Directors.

B. The names and addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the First Meeting of the Members, and thereafter until their successors are elected and qualified, is as follows:

Mr. Stephen Danner	1101 Brickell Ave., Suite 1402 Miami, Florida 33131
Judge Jeff Rosinek	1351 N.W. 12 Street, Room 308 Miami, Florida 33125
Ms. Elena Del Valle	11767 S. Dixie Highway, #363 Miami, Florida 33156
Mr. Jerry Brooks	12368 S.W. 94th Terrace Miami, Florida 33186
Mnsgr. Franklyn Casale	16400 N.W. 32 Avenue Miami, Florida 33054-6492
Mr. Jerry Coleman	2136 N.W. 8 Avenue Miami, Florida 33137
Mr. J. Ed Bell	1891 N.W. 107 Avenue Miami, Florida 33172
Ms. Marta Gutierrez	145 N.W. 71st Street Miami, Florida 33150
Ms. Donna MacDonald	1525 Lennox Avenue Miami Beach, Florida 33139
Ms. Fatima Gonzalez	3850 West Flagler Street Miami, Florida 33134
Ms. Janet McAliley	2025 S.E. Coffee Street Miami, Florida 33132
Mr. Alan Ojeda	848 Brickell Avenue, Suite 1010 Miami, Florida 33131
Mr. Neill Robinson	7900 NE Second Avenue, 6th Floor Miami, Florida 33138
Ms. Sandy Robinson	5750 Sunset Drive South Miami, Florida 33143

Mr. Allen Shaklan

8900 N.W. 18 Terrace  
Miami, Florida 33172-2696

Dr. George Simpson

3619 Percival Avenue  
Miami, Florida 33133

C. The number of Directors of this Corporation shall not be less than 3 nor more than 20. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

D. Directors shall be elected, removed and hold office as provided in the Bylaws.

E. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer and Secretary and such other Officers as the Bylaws of the Corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

#### **ARTICLE X - BYLAWS**

Subject to the limitations contained in the Bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act concerning corporate action that must be authorized or approved by a majority of the voting members of the Corporation, the Bylaws of the Corporation may be altered, amended or repealed and new Bylaws adopted, by the Board of Directors.

#### **ARTICLE XI - DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member or officer of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth in Article III hereof, and no member or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the corporation provided, however, that the Corporation may confer benefits in the form of distributions and dissolution or otherwise in the manner set forth in Article XI hereof.

#### **ARTICLE XII - DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation, shall be distributed to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes, which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or corresponding

provisions of any prior or future Code or to the federal, state or local government exclusively for public purposes.

**ARTICLE XIII - AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by the voting members in accordance with the procedures set forth in Chapter 617 of the Florida Statutes, as amended. The Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), Director, or officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal this 23<sup>d</sup> day of July, 1998.

**INCORPORATOR:**

  
\_\_\_\_\_  
Gary J. Cohen

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

**FILED**

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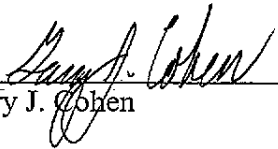
In compliance with Florida Statute Section 608.0501, the following is submitted:

LITTLE HAITI GATEWAY, INC. desiring to organize as a not-for-profit corporation under the laws of the state of Florida, has designated 200 S.E. First Street, Suite 704, Miami, Florida 33131 as its initial registered office and has named Maria S. Pellerin located at said address as its initial registered agent.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DATED THIS 23<sup>rd</sup> DAY OF JULY, 1998.

INCORPORATOR:

  
\_\_\_\_\_  
Gary J. Cohen

Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

DATED THIS 23<sup>rd</sup> DAY OF JULY, 1998.

  
\_\_\_\_\_  
Maria S. Pellerin, Registered Agent