

TRANSMITTAL LETTER

N980000004652

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

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-08/10/98--01084--003
***131.25 ***131.25

SUBJECT: A & M COCHRAN DEVELOPMENT, INCC.
(Proposed corporate name - must include suffix)

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: Antonio Cochran
Name (Printed or typed)

3085 N.W. 51st St.
Address

Miami, FL 33142
City, State & Zip

Daytime Telephone number

FILED
98 AUG 10 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

AM 8-12-98

**ARTICLES OF INCORPORATION
OF
A & M COCHRAN DEVELOPMENT, INC.**


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98 AUG 10 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ONE: The name and address of this principal corporation is A & M Cochran Development, Inc., 3085 N.W. 51st Street, Miami, Florida 33142, in Dade County The corporation is organized pursuant to the **FLORIDA** Nonprofit Corporation Code.

TWO This corporation is a nonprofit mutual benefit corporation. The corporation is organized under the Nonprofit Mutual Benefit Profit Corporation Law for real estate, real estate transactions, and mortgage brokerage purposes.

THREE: The duration of this corporation shall be perpetual, no stock and shall have no members.

FOUR: The address of the Registered office is: 3085 N.W. 51st Street, Miami, Florida 33142, and the name and address of the registered agent of the registered agent of the corporation shall be:

 (Signature)
Antonio Cochran
3085 N.W. 51st St.
Miami, FL 33142

FIVE:

(a) This corporation is organized and operated exclusively for Educational and Charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to carry on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(1)


SIX: The Directors are elected in accordance with the Bylaws. The name and address of the persons appointed to act as the initial Directors of this corporation are:

NAME	ADDRESS
Antonio Cochran President	3085 N.W. 51 st St. Miami, FL 33142
Minga Cochran Secretary	Same
Gwendoyne Edgecomb Treasurer	1020 N.W. 51 st St. Miami, FL 33142

SEVEN: The property of this corporation is irrevocably dedicated to Charitable and Educational purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or the benefit of any private person.

EIGHT: On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts, and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for, Educational and Charitable under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such asset not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is located, exclusive for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

NINE: Executed on July 9, 1998. The name and address of the incorporator of this corporation shall be:

 (Signature)
Antonio Cochran
3085 N.W. 51st St.
Miami, FL 33142

**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:

A & M COCHRAN DEVELOPMENT, INC.

(must include suffix)

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

Antonio Cochran

(NAME)

3085 N.W. 51st ST.

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

Miami, FL 33142

(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 10 PM 2: 25

FILED

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)

7/17/98

(DATE)