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TRANSMITTAL LETTER

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

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-11/12/98--01045--022
*****87.50 *****87.50

SUBJECT: Recruitment and Training Project Economic Development Corporation
(Proposed corporate name - must include suffix)
(R.T.P.E.D.C.)

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: Samuel Mason, Sr.
Name (Printed or typed)
17301 N. W. 24th Avenue
Address
Miami, Florida 33056
City, State & Zip
305.620.5496
Daytime Telephone number

FILED
98 NOV 18 PM 3:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

NOV 23 1998
NOV 17 1998
17



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 17, 1998

SAMUEL MASON, SR.
17301 N.W. 24TH AVENUE
MIAMI, FL 33056

SUBJECT: RECRUITMENT AND TRAINING PROJECT ECONOMIC
DEVELOPMENT CORPORATION (R.T.P.E.D.C.)
Ref. Number: W98000025875

We have received your document for RECRUITMENT AND TRAINING PROJECT ECONOMIC DEVELOPMENT CORPORATION (R.T.P.E.D.C.) and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 898A00055240

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: Recruitment and Training Project Economic Development Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5524 Northwest 7th Avenue
Miami-Dade, Florida 33127

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is(are):
exclusively charitable, educational, and scientific and consist of the following:
(see attached sheet)

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is: The affairs of the Corporation shall be managed by the Board of Directors who shall serve three years. Officers will be elected in February of each year. The Board of Directors shall appoint as officers of the Corporation, a Chairman, Vice Chairman, Secretary, and Treasurer, all of whom shall (cont.)

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Samuel Mason 17301 N. W. 24th Avenue, Miami, FL 33056
17301 N. W. 24th Avenue, 13th Court, Miami, FL 33169
Miami, FL 33056

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Samuel Mason 17301 N. W. 24th Avenue, Miami, FL 33056
Addie Moore 17610 N. W. 13th Court, Miami, FL 33169
Sarah Douglas 17301 N. W. 24th Avenue, Miami, FL 33056

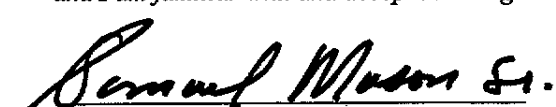

Signature/Incorporator

October 9, 1998

Date

(An additional article must be added if an effective date is requested.)

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/Registered Agent

October 9, 1998

Date

ARTICLES OF INCORPORATION

RECRUITMENT AND TRAINING PROJECT

Article IV (continued)

hold office until removed by the Board of Directors.

ARTICLE VII

The corporation is organized pursuant to the provisions of the General Nonprofit Corporation Law of the State of Florida. The Term of the Corporation shall be perpetual.

2. To raise the economic, educational and social levels of underprivileged residents of the Model City/Liberty City area which have substantial unemployment or low-income families. The primary target areas of the Corporation will be the Model City area, which is defined as the area bounded on the North by Seventy-Ninth Street (79th), on the West by Thirty-Seventh Avenue (37th), the East by Interstate Ninety-Five (I-95), and the South by the Airport Expressway.

To foster and promote local interest and concern for the problems of the community to the end that racial tensions, prejudice, and discrimination, economic and otherwise, may be eliminated; sickness, poverty and crime may be lessened; and educational and economic opportunities may be expanded among the residents of this community.

3. To expand the opportunities available to said residents and groups to own, manage, and operated business enterprises in this economically underprivileged or depressed area; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises by said residents and groups in obtaining such financial support from other sources.
4. To expand the opportunities available to said residents and groups to obtain adequate low-cost housing accommodations.

5. To aid, support and assist by gifts, contributions or otherwise, other corporations, community chest, funds and foundations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, no part of the net earnings of which insures 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.

6. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment 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, associations, foundations, or governmental bureaus, departments or agencies.

B. In Furtherance, but not in limitation, of the foregoing charitable, educational, and scientific purposes, the Corporation shall have the following powers:

1. To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property, or rights of services so acquired for the purposes above mentioned:

2. To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for monies borrowed, or in payment for property acquired or for any of the purposes of the corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement of or agreement in regard to all or any part of the property, rights or privileges of the Corporation;
3. To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred or common stock, and any other securities of any kind whatsoever, and property, real, personal or mixed, tangible or intangible, all as the Corporation's Board of Directors shall deem advisable and as may be permitted by law;
4. To provide advice, support, credit, funds, capital, gifts and other lawful forms of assistance, financial and otherwise, to or for use in business enterprises owned, or destined to be owned, by said residents and groups;
5. To furnish management, administrative and other business advice, support, training and technical assistance to said residents and groups in order to enable them to develop necessary skills successfully to operate business ventures;
6. To encourage and voluntarily assist said residents and groups to organize, create, acquire, obtain financing for own, manage and operate business enterprises;

7. To obtain information and conduct research, studies and analysis of the problems of said community, and prepare and publish reports, as to any and all matters that may be of use in furthering the expansion of business enterprises owned or operated by said residents and groups, including information, research, studies, analysis and reports, as to markets, products, services, skills, sources of financing and any and all other matters;
8. To conduct educational and other efforts to eliminate prejudice and discrimination in the business and financial communities and to foster the establishment of sound and constructive relationships between the business and financial communities and said residents and groups seeking opportunities in business;
9. To aid, support and assist by gifts, contributions, loans, investments and other lawful forms of assistance other persons or organizations seeking to expand the opportunities for business ownership by said residents and groups in organizing, creating, acquiring, obtaining financing for, owning, managing and operating business enterprises;
10. To conduct educational activities designed to provide instruction or training of said residents and groups for the purpose of improving or developing their capabilities, language and job skills, and the instruction of the public on subjects useful to said residents and groups and beneficial to the community as a whole;
11. To engage in housing production and related activities in order to improve the living conditions of said residents;

A. Membership in General

There shall be two classes of Members of the Corporation. The first class of Members shall be known as Individual Members and the second class as Organizational Members. Except as otherwise provided in the By-Laws of the Corporation, the Corporation the voting, and other rights, privileges, and interests of Individual and Organizational Members shall be equal. Any referenced to Members shall be construed to include both Individual and Organizational Members, unless otherwise limited.

B. Membership Qualifications

1. Individual Membership: Individual membership shall be open to any natural person eighteen years of age or older who resides in the Model City/Liberty City Area.
2. Organizational Membership: Membership shall be open as Organizational Membership to those who meet any of the following qualifications:
 - (1) Any individual, corporation, partnership, association or organization located in the Model City/Liberty City area owning property, employing residents or providing services to residents of the area or whose stated purposes are consistent with or supportive of the purposes of this Corporation.
 - (2) Representative of public quasi-public, or governmental bodies, agencies, departments, bureaus or financial institutions which have an interest in or is supportive of the purposes of this Corporation with the provision that such membership from the aforesaid organizations will not represent a majority of the membership of this Corporation.

12. To engage in the activity of operating business ventures for the purpose of providing job training, employment and managerial development opportunities to said residents for the charitable purpose of furthering the economic development of the community
13. To engage in any and all other activities which will directly or indirectly improve the welfare and economic conditions of said residents and groups; and
14. To exercise all other rights and powers conferred upon corporations formed under the General Nonprofit Corporation Law of the State of Florida, provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable, educational, scientific purpose(s) of the corporation

C. All of the foregoing purposes and powers shall be exercised exclusively for charitable, educational, and scientific purposes(s) in such manner that the Corporation shall qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 and State of Florida, as they are currently and shall hereafter be in force and effect.

ARTICLE 8

The corporation is to be organized in a nonstock, certificate of membership basis. Such membership shall be non-redeemable, non-transferable and non-dividend bearing.

- (3) Any individual, corporation, partnership, association or organization, not necessarily located in the Model Cities/Liberty City Area who has contributed to or is supportive of the corporation's programs in a financial or non-financial form, or who has demonstrated expertise in one of the Corporation's fields of program priority as defined by the Board of Directors. Such fields of expertise may include but not be limited to: Finance, accounting, architecture, engineering, human resources, training, development, and grantsmanship, etcetra.

C. Admission to Membership:

1. Any person may become a member if he or she is 18 years or older and is a resident of the Model Cities/Liberty City Area.
2. Indicates an interest and desire to become a member by signing and returning to the Secretary of the Corporation a membership application form.
3. Any individual, corporation, partnership, association, organizations or representatives from organizations as delineated in Article V (A) (2)&(3) may become a member by making written application to the Corporation in a form prescribed by the Board of Directors. If a majority of the members of the Board of Directors or a majority of a quorum of the Corporation's membership vote affirmatively to admit such applicants, said applicants shall become members.

ARTICLE 9

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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 on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a

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corporation exempt from federal and state income taxes under Section 501(c) (3) of the Internal Revenue Code of 1954 and appropriate section of applicable state law as the same may be amended from time to time.

ARTICLE 10

Section 1 - Number. The number of persons constituting the Board of Directors shall not be less than seven (7) members, the exact number to be fixed from time to time by the Board of Directors.

Section 2 - Meetings. The Board of Directors shall hold at least twelve (12) meetings during the year at such time and place as shall be fixed by the Board of Directors at the beginning of one year. Special meetings of the Board of Directors may be called by the Chairperson and shall be immediately called by the Chairperson upon written petition to him by 1/5 of the members of the Board of Directors. Notice of each special meeting shall be given by the Secretary to each Director not less than five days before the meeting, which notice specify the purpose of such meeting.

Section 3 - Quorum. The presence of 1/3 of all of the Directors who responded in the affirmative to attending any meeting, shall be necessary at said meeting to constitute a quorum to transact business.

Section 4 - Absence. Any member of the Board of Directors who shall be absent from three consecutive meetings, or who accumulates three unexcused absences per fiscal year, shall thereby cease to be a Director.

The number of Directors may be fixed or changed from time to time by amendment of the Articles of Incorporation of this Corporation, or by amendment of the By-Laws of this Corporation adopted by the vote or written assent of the Members of the Corporation entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of Members called pursuant to the By-Laws.

ARTICLE VIII - PRESIDENT

Section 1 - Duties. The President shall be the Chief Administrator of the corporation charged with the duty of supervising all of its functions, subject to the orders and directions of the Board of Directors. And shall be an ex-officio member of all committees.

Section 2 - Employment. The President shall be employed by the Board of Directors from among qualified nominees.

ARTICLE 11

The affairs of the Corporation shall be managed by the Board of Directors who shall serve ^{one} three years. Officers will be elected in February of each year. The Board of Directors shall appoint as officers of the Corporation, a Chairman, Vice Chairman, Secretary, and Treasurer, all of whom shall hold office until removed by the Board of Directors.

ARTICLE 12

The address of the Corporation's initial registered office is 17301 N.W. 24th Ave Miami, Florida 33127, and the name of its initial registered agent at such address is:

Samuel Mason

ARTICLE 13

The authorized number and qualifications of Members of the Corporation, the different classes of membership, if any, the poverty, voting and other rights and privileges of Members and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the By-Laws.

ARTICLE 14

The Corporation is formed solely for charitable, educational and scientific purposes. The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to the Members thereof, or to any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and assets, profits, and net income of the Corporation are irrevocably dedicated to charitable, educational and scientific purposes, and no part of the profit or net income of the Corporation shall inure to the benefit of any Director, Officer, or Member thereof or to the benefit of any individual.

ARTICLE 15

Upon winding up a dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization and used exclusively to accomplish the general purposes for which this Corporation is

organized. If the Corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE 16

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.

ARTICLE 17

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 Officer (or such heirs executors or administrators) may be entitled apart from this Article.

ARTICLE 18 - RULES OF ORDER 12

"Roberts' Rules of Order" shall determine the rules of order in all meetings of the members and the Board of Directors unless in conflict with any of the terms hereof.

ARTICLE 19 - AMENDMENTS 13

The By-Laws may be adopted, amended, altered or repealed by a majority vote of the members of the organization or by a majority vote of the Board of Directors at any annual or special meeting called for such purpose provided that the purpose, date and place of the meeting, is announced at least twenty days prior to the date of said meeting.