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TRANSMITTAL LETTER

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

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-12/03/98--01107--002  
\*\*\*\*\*131.25 \*\*\*\*\*87.50

SUBJECT: Soul Builders, Inc.  
(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: Kenneth David Daniel  
Name (Printed or typed)

5915 Ponce De Leon Blvd, Suite 28  
Address

Coral Gables, FL 33146  
City, State & Zip

305-284-5486  
Daytime Telephone number

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

98 DEC -3 AM 8:42  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS  
98 DEC -3 AM 8:42

CERTIFICATE OF INCORPORATION

OF

SOUL BUILDERS, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: SOUL BUILDERS, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 5915 Ponce De Leon Blvd., Suite 28, Coral Gables, Florida, 33146.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal 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), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the

corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

#### ARTICLE VI: MEMBERSHIP

The corporation shall be a non-membership organization.

#### ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 5915 Ponce De Leon Blvd., Suite 28, Coral Gables, Florida 33146; and KENNETH DAVID DANIEL, is the registered agent of the Corporation at that address.

#### ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. The following persons shall constitute the initial Board of Directors:

BERNARD PERLMUTTER  
P.O. Box. 248296  
Coral Gables, FL 33124

CAROLYN SALISBURY  
P.O. Box 248296  
Coral Gables, FL 33134

SUSAN STEFAN  
Univ. Of Miami, School of Law  
Coral Gables, FL 33124

#### ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, 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 charitable and educational purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

KENNETH DAVID DANIEL  
5915 Ponce De Leon Blvd., Suite 28  
Coral Gables, Florida 33146

IN WITNESS WHEREOF, I, KENNETH DAVID DANIEL, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on November, 30, 1998.

  
KENNETH DAVID DANIEL

STATE OF FLORIDA       )  
COUNTY OF DADE       )

The foregoing instrument was sworn to before me this 30 day of NOVEMBER 1998, by KENNETH DAVID DANIEL, who personally appeared before me at the time of notarization, and who is personally known

to me or have produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN:

*Adela M. Maruri*

PRINT:

ADELA M. MARURI

STATE OF FLORIDA AT LARGE



ADELA M. MARURI  
MY COMMISSION # CC484673 EXPIRES  
July 30, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:


First--That SOUL BUILDERS, INC., desiring to organize under the laws of the State of Florida with its principal office at 5915 Ponce De Leon Blvd., Suite 28, Coral Gables, Florida 33146, as indicated in the Articles of Incorporation at City of CORAL GABLES, County of DADE, State of FLORIDA, has named KENNETH DAVID DANIEL, located at 5915 Ponce De Leon Blvd., Suite 28, Coral Gables, Florida, 33146, in the City of CORAL GABLES, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY:

  
KENNETH DAVID DANIEL

DATED:

11-30-98

98 DEC -3 AM 8:42

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS