

N99000000835

LOW OFFICES OF
COSTELL WALTON, JR.

1339 N.E. 4TH AVENUE, SUITE N
FORT LAUDERDALE, FLORIDA 33304

COSTELL WALTON, JR.

TELEPHONE
(954) 763-5336
FAX
(954) 763-5331

January 29, 1999

Division of Corporation
Florida Department of State
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32399

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*****78.50 *****78.50

ATTENTION: DORIS BROWN - NEW FILING

RE: ARTICLES OF INCORPORATION FOR MAD DADS
OF BROWARD, INC. - A NON-PROFIT CORPORATION

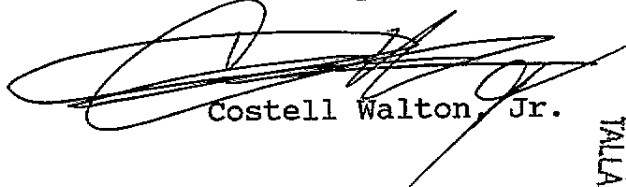
Dear Ms. Brown:

Enclosed please find the following:

1. The original and one (1) copy of the Articles of Incorporation for Mad Dads of Broward, Inc.
2. My check in the amount of Seventy Eight Dollars and Fifty Cents (\$78.50), payable to the Secretary of State, which represents filing fee and request for a certified copy.

Your prompt attention to this matter is appreciated.

Sincerely,


Costell Walton, Jr.

Encl:

DMC
2-10-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB - 8 PM 1:01

FILED

Called 2-10-99
Manner of elections
by the membership.

FILED

99 FEB -8 PM 1:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MAD DADS OF BROWARD, INC.

A NOT FOR PROFIT FLORIDA CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator acknowledges and files this Certificate for the purpose of forming a corporation under laws of the State of Florida, pursuant to Chapter 617, Florida Statutes.

NAME OF CORPORATION

FIRST: The name of the Corporation shall be MAD DADS OF BROWARD, INC. a not for profit Florida corporation.

OBJECTIVE OR OBJECTS OF CORPORATION

SECOND: To transact any or all lawful business for which corporations may be organized which is not prohibited by law nor required to be specifically stated in the Articles.

LOCATION

THIRD: The principal office of the Corporation in the State of Florida, County of Broward, shall be located at 5991 N.W. 14th Court, Sunrise, Florida 33313.

ARTICLE I

Name. The name of the proposed Corporation is MAD DADS OF BROWARD, INC., Inc.

ARTICLE II

Duration. The duration of the corporation shall be perpetual.

ARTICLE III

Offices. The location of the corporation is in the City of Fort Lauderdale, County of Broward, and State of Florida. The address of the principal office and registered office shall be c/o ARLON KENNEDY, 5991 N.W. 14th Court, Sunrise, Florida 33313. The name of the registered agent at said address is Arlon Kennedy.

ARTICLE IV

Purpose. The Corporation is organized as a not for profit Florida Corporation for the following purposes:

(A) The specific and primary purposes are:

- (1) To raise the economic, educational and social levels of the underprivileged residents of Broward County, Florida, and other similar communities, who are substantially under-employed and have low income, who are purportionately more often the victims of crime, by fostering and promoting community-wide interest and concern for the problems of such residents, and to that end;
 - (a) Racial tension, prejudice, and discrimination, economic and otherwise, may be eliminated;
 - (b) Sickness, poverty and crime may be lessened; and
 - (c) Educational and economic opportunities may be expanded among the residents of Broward

County, Florida.

- (2) To expand the opportunities available to said residents to control, manage, and eliminate crime, sickness and poverty; to assist said residents and groups in developing skills necessary for the successful elimination of crime, poverty and sickness; to provide financial support for the successful efforts of said residents and to assist said residents in obtaining such financial support from other sources.
- (3) To expand the opportunities available to said residents to obtain adequate low-cost housing accommodations.
- (4) To aid, support and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholders 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 attainment of the foregoing purposes, either directly or indirectly, and either along or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature such as corporations, firms, associations, trust, institutions, foundations or governmental bureaus, departments or agencies.

(B) In furtherance, but not in limitation, of the foregoing charitable, and educational 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, expand, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purpose 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 a payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment 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 and 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 all 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 to

successfully 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 efforts of said residents and groups to eliminate crime, poverty and sickness.
- (8) To conduct educational and other efforts to eliminate crime, poverty and sickness and to foster the establishment of sound and constructive relationships between the various components of communities of Broward County, Florida and other similiar communities, including but not limited to educational, religious, social, business and financial communities.
- (9) To aid, support and assist by gifts, contributions, loans, investments and other lawful forms of assistance other persons or organization seeking to expand the opportunities for business ownership by said residents and groups in organizing, creating,

acquiring, obtaining financing for, and managing the effort to eliminate crime, poverty and sickness;

- (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 or subjects useful to said residents and groups, and beneficial to the community as a whole;
- (11) To engage in housing construction and related activities in order to improve the living conditions of said residents;
- (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 power conferred upon corporations formed under the General Non-

profit Corporation Law of the State of Florida,
provided, however, that the Company 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, and educational purposes of
the corporation.

- (C) All of the foregoing purposes and powers shall be
exercised exclusively for the charitable and
educational purposes in such manner that the
company shall qualify as an exempt organization
under section 501 (c) (3) of the Internal Revenue
Code of 1954.

ARTICLE V

Qualification of Members. Any person 18 years of age or
older who resides, or who is employed or who does business in the
Broward County, Florida, and other similar communities, is eligible
for membership in this Corporation.

The Corporation request a \$25.00 a year membership fee from
those who can afford to pay it, but the \$25.00 membership fee is
not a criteria for membership.

ARTICLE VI

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 provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal and state income taxes under section 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE VII

Incorporators. The name and address of the incorporators are:

Eric Jones
5541 S.W. 20th Street
Hollywood, Florida 33023

Jonathan Anderson
5660 Flagler Street
Hollywood, Florida 33023

Arlon Kennedy
5991 N.W. 14th Court
Sunrise, Florida 33313

ARTICLE VIII

Officers: The name of the officers chosen at the initial meeting and who will serve until his respective successor is elected at the subsequent meeting is as follows:

Chairman	- Eric Jones
President/CEO	- Arlon Kennedy
Secretary/Treasurer	- Jonathan Anderson

The officers of the corporation shall be elected by the Board of Directors of the corporation and each officer must be a member in good standing.

ARTICLE IX

Board of Directors. The name and address of the initial director until the first meeting of the corporation is:

Chairman	-	Eric Jones
President/CEO	-	Arlon Kennedy
Secretary/Treasurer	-	Jonathan Anderson

ARTICLE X

The Board of Directors shall have the power to make, alter or rescind the By-laws of the corporation by the affirmative vote of a majority of the Directors at any meeting called pursuant to the By-laws. The Board of Directors will manage the affairs of the Corporation and will be elected annually by the membership.

ARTICLE XI

The Board of Directors shall have the power to amend these Articles of Incorporation by the affirmative vote of a majority of Directors, provided that any such action be undertaken in accordance with the laws of the State of Florida.

ARTICLE XII

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be

distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE XIII

Upon winding up and 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 appropriate Court of Broward 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 XIV

In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code of 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;


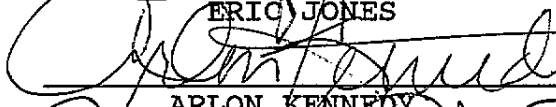
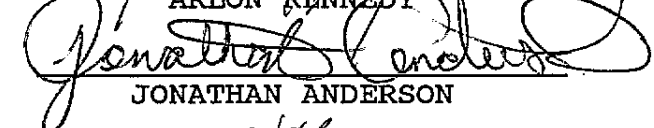
shall not engage in any act of self-dealing as defined in section 494 (d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in the section 4945 (d) of the Internal Revenue Code.

ARTICLE XV

Any person (and the heir, 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 attorneys' fees and disbursements, incurred by him (or by his heir, 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 heir, executors or

administrators) may be entitled apart from this Article.

IN WITNESS WHEREOF, the Directors have signed these Amended Articles of Incorporation on the 26th day of January, 1999.


ERIC JONES

ARLON KENNEDY

JONATHAN ANDERSON

SWORN TO AND SUBSCRIBED before me on this 26th day of January, 1999.



COSTELL WALTON JR
My Commission CC452493
Expires Apr. 12, 1999
Bonded by HAI
800-422-1858


Notary Public, State of Florida
At Large

MY COMMISSION EXPIRES:

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

Accepted:


Registered Agent

99 FEB -8 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED