

N99000001028

CWC & Associates, Inc.

Corporate and Public Business Consulting

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

100002777941--1
-02/17/99--01035--009
*****87.50 *****87.50

SUBJECT: MIAMI-DADE EMPOWERMENT TRUST, INC.

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 of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: CYNTHIA W. CURRY
Name (Printed or typed)
150 S.E. 2ND AVE., SUITE 913
Address
MIAMI, FLORIDA 33131
City, State & Zip
305 - 829-7985
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB 17 AM 9:28

FILED

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

SD
2/18

ARTICLES OF INCORPORATION
OF
MIAMI-DADE EMPOWERMENT TRUST, INC.

□

The undersigned hereby associate themselves to form a corporation not-for-profit for the purpose of conducting their business and promoting the purposes hereinafter stated, under the provisions of Part I of Chapter 617 of the Florida Statutes, and for these purposes to adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is Miami-Dade Empowerment Trust, Inc. located at 150 S.E. 2nd Avenue, Suite 913, Miami, Florida 33131.

ARTICLE II
PURPOSE

1. This not-for-profit corporation is organized for the following purposes:

□

To leverage private, public and non-profit sector funding, commitments and existing initiatives for the maximum impact in transforming the Empowerment Zone into thriving centers of economic, social and civic activity.

To oversee and direct the day-to-day administration and implementation of the Empowerment: One Community One Goal® Creating Jobs and Businesses for the Miami-Dade Urban Community Strategic Plan.

To catalyze economic growth through the creation of businesses and jobs in the Miami-Dade Empowerment Zone.

To create opportunities within the Empowerment Zone for Zone residents to transition from poverty to prosperity by facilitating access to and from the workplace and fostering the creation of sustainable communities.

To foster inclusion of members of our diverse community in the cultural, recreational, educational and economic life of our community through local supportive services.

To enhance the educational attainment of Empowerment Zone residents.

To develop the capacity of Empowerment Zone residents to plan, implement and manage strategic plans for development in the Empowerment Zone.

FILED
99 FEB 17 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To equip Empowerment Zone residents with the skills necessary to take responsibility for creating and sustaining change.

To oversee and direct the day to day administration and implementation of the Federal Enterprise Community Strategic Plan as may be requested subject to the mutual agreement of USHUD, the State of Florida, Miami-Dade County, and the cities of Miami, Homestead and Florida City.

2. The Corporation is organized and shall be operated exclusively for purposes for which a corporation not-for-profit may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter the "Code") and the Regulations thereunder, and not for pecuniary profit or financial gain.

3. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

4. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c)(3) of the Code and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

ARTICLE III

POWERS, AND LIMITATIONS OF POWERS

Section 1. Powers. The Corporation shall have the power:

- (a) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal. Except that any real property owned, acquired, conveyed, exchanged, leased or mortgaged by the Miami-Dade Empowerment Trust, Inc. shall be located within the boundaries of the Empowerment Zone unless approved by a 2/3 majority of the Regular Members of the Board of Directors;
- (b) To contract debts and to secure the payment or performance of its obligations.
- (c) To receive and administer (including the submittal of all required reports) federal, state and local government funding designated for Empowerment Zones and Enterprise Communities.
- (d) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.
- (e) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.
- (f) To conduct any and all fund raising efforts and campaigns deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs.
- (g) To hire a President & CEO to conduct the day-to-day administration and implementation of the Empowerment: One Community One Goal® Creating Jobs and Businesses for the Miami-Dade Urban Community Strategic Plan.
- (h) To perform every act necessary or proper for the accomplishment of the objects and purposes of the corporation or for the protection and benefit of the corporation.

Section 2. Limitations of Powers. Notwithstanding any of the powers of this corporation through its Articles of Incorporation, By-Laws, or the laws of the State of Florida, the following limitations of powers shall

apply:

(a) This Corporation is organized and shall be operated exclusively for the purposes contained in Article II of these Articles of Incorporation.

(b) No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) of the Code. However, reimbursement for expenditures shall not be deemed to be a distribution of income or principal.

(c) In the event of the complete or partial liquidation or dissolution of the Corporation whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for the purposes within those hereinabove set forth and within the intent of Section 501(c)(3) of the Code and its Regulations as the same now exists or as they may be hereafter amended from time to time.

ARTICLE IV

ADVISORY GROUPS

This not-for-profit corporation shall have four permanent Advisory Groups and as many ad-hoc advisory groups as may from time to time be deemed necessary by the Board of Directors. Advisory Groups shall, within their respective areas of responsibility, make recommendations to the Board of Directors which

recommendations shall be deliberated and voted upon by the Board of Directors. The responsibilities of the four permanent Advisory Groups are set forth below:

- (a) Education Workforce & Business Partnership: responsible for monitoring the commitment of 5,000 jobs and ensuring that Empowerment Zone residents are connected to them;
- (b) Financing, Trade and Investment Group: responsible for monitoring the nearly \$400 million in financial and other commitments dedicated to the Miami-Dade Empowerment Zone in the first two years and responsible for monitoring any additional financial commitments over the ten year Empowerment Zone designation period;
- (c) Physical Planning and Development Group: responsible for monitoring the coordination with regional planning organizations and public and private development groups that conduct development within the Zone and Developable Sites; and
- (d) Social Services Coordination and Evaluation Group: responsible for monitoring the planning of social service investments, identification of "best practices" and the performance evaluation of organizations funded by the Empowerment Trust, Inc.

Membership in the Advisory Groups shall be open to all Miami-Dade County residents and shall be subject to any other eligibility criteria which may be delineated in the By-laws.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

INCORPORATORS

The names and addresses of the Incorporators of the Corporation are:

The Honorable Alex Penelas, Mayor, Miami-Dade County
111 Northwest 1st Street, Suite 2910, Miami, FL 33128

The Honorable Joe Carollo, Mayor, City of Miami
3500 Pan American Drive, Miami, FL 33133

The Honorable Steve Shiver, Mayor, City of Homestead
790 Homestead Boulevard, Homestead, FL 33030

The Honorable Otis T. Wallace, Mayor, City of Florida City
404 West Palm Avenue, P.O. Box 3001, Florida City, FL 33034

ARTICLE VII

INCORPORATING BOARD OF DIRECTORS

Section 1. The initial Directors of this Corporation shall be the Incorporators and shall be referred to as the "Incorporating Board of Directors."

Section 2. After filing these Articles of Incorporation, the Incorporating Board of Directors shall make eleven joint appointments.

Section 3. The Incorporators shall organize and/or designate Neighborhood Assemblies within the Empowerment Zone population areas (Liberty City/Model City, Core Zone and Homestead/Florida City). Thereafter, the Neighborhood Assemblies shall elect sixteen Regular Members of the Empowerment Trust, Inc. Board of Directors as provided in the By-Laws. The number of Directors may be changed from time to time in accordance with the By-Laws.

Section 4. After the Incorporating Board of Directors has made appointments and organized and/or designated Neighborhood Assemblies within the Empowerment Zone population areas which have elected sixteen Regular Members of the Empowerment Trust, Inc. Board of Directors, persons who shall be

interested in furthering the purposes of the Corporation through participation in the activities of the Corporation shall be eligible for membership in accordance with the terms and provisions of the By-Laws.

ARTICLE VIII

DIRECTORS

Section 1. The members of the Board of Directors shall be elected or appointed in the manner and hold office for such terms as the By-Laws shall provide.

Section 2. The Board of Directors shall hold meetings at such time and place as the By-Laws may prescribe.

Section 3. All decisions of the Board of Directors shall be made by simple majority vote of the members of the Board present at the meeting, unless otherwise provided in these Articles of Incorporation or the By-Laws.

ARTICLE IX

OFFICERS

Section 1. The officers of the Board of Directors of the Miami-Dade Empowerment Trust, Inc. shall be Chairperson, Vice-Chairperson and Chairperson Elect, Secretary/ Treasurer, and such other officers or assistant officers as may be necessary. No two or more offices may be held by the same person.

Section 2. The officers shall be elected annually by the Board of Directors at such time and in such manner as provided in the By-Laws.

ARTICLE X
MANAGEMENT

The affairs of the Corporation are to be managed by a President & CEO with such administrative and clerical staff as may be necessary. The President and CEO shall have day-to-day authority in operations, hiring, firing, and the corporation's finances.

ARTICLE XI
BY-LAWS

The By-Laws may be adopted, amended, altered, or rescinded by a two-thirds (2/3) majority vote of the members of the Board of Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose. Any such adoption, amendment, alteration, or rescission must be ratified by at least twenty-five (25) percent of the regular members.

ARTICLE XII
AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any member and must be adopted by a 2/3 majority vote of the regular members.

ARTICLE XIII

PRINCIPAL OFFICE AND REGISTERED AGENT

1. The principal office of this Corporation shall be located at 150 S.E. 2nd Avenue, Suite 913, Miami, Florida 33131. The location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine.

2. The initial Registered Agent of this Corporation shall be Cynthia W. Curry. The initial Registered Office shall be 150 S.E. 2nd Avenue, Suite 913, Miami, Florida 33131.

ARTICLE XIV

MEETING OF MEMBERS

Section 1. The annual meeting of members of the Board of Directors shall be held at such time and in such manner as the By-Laws shall provide.

Section 2. The Corporation may provide in its By-Laws for regular meetings and special meetings of members, in addition to the annual meeting of members, and for due notice of all meetings of members.

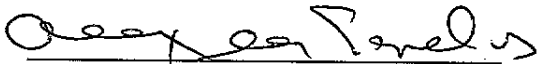
Section 3. Fifty-one percent of members shall constitute a quorum for the holding of any meeting of members.

ARTICLE XV

DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directs shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 12th day of February, 1999, for the purpose of forming this Corporation not-for-profit under the laws of the State of Florida.



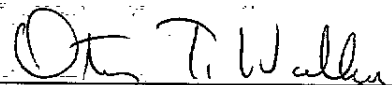
The Honorable Alex Penelas
Mayor, Miami-Dade County
Incorporator



The Honorable Joe Carollo
Mayor, City of Miami
Incorporator



The Honorable Steve Shiver
Mayor, City of Homestead
Incorporator



The Honorable Otis T. Wallace
Mayor, City of Florida City
Incorporator

SWORN TO AND SUBSCRIBED before me this 12th day of February, 1999.

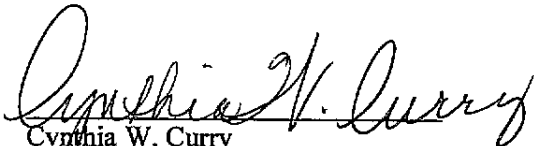
Notary Public



My Commission Expires: June 4, 2002

Having been named in these Articles of Incorporation to accept service of process for the within stated Corporation, at the place designated therein, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 12th day of February, 1999


Cynthia W. Curry
Registered Agent

FILED
99 FEB 17 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA