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May 16, 1999

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

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-05/20/99--01009--012
*****43.75 *****43.75

Attention: Amendments

Re: MIAMI-DADE EMPOWERMENT TRUST, INC.

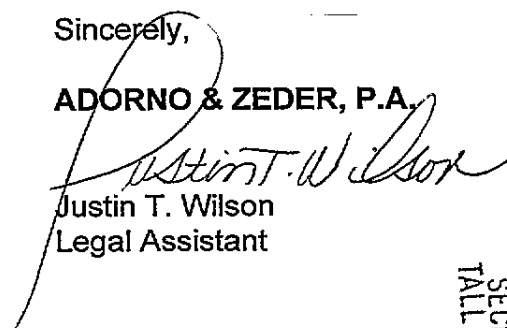
Dear Sir/Madam:

Enclosed please find an originally executed Articles of Amendment to the Articles of Incorporation of the above-referenced entity, as well as a check in the amount of \$43.75 made payable to the Florida Department of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.


Justin T. Wilson
Legal Assistant

FILED
99 MAY 20 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JTW/C.LTRCOV/223431/14219.001

FORT LAUDERDALE

Amend
hfs
5-26-99
WEST PALM BEACH

**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
MIAMI-DADE EMPOWERMENT TRUST, INC.**

**FILED
99 MAY 20 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, President of the Miami-Dade Empowerment Trust, a non-profit corporation organized and existing under and by virtue of the Florida Not-For-Profit Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is Miami-Dade Empowerment Trust, Inc.
2. The following provision of the Articles of Incorporation be and it hereby is amended in the following particulars:

Article I be and it hereby to read in its entirety as follows:

**ARTICLE I
NAME**

The name of the corporation is Miami-Dade Empowerment Trust, Inc. located at 140 West Flagler Street, Suite 1107, Miami, Florida 33130.

Article IV, item (d) be and it hereby to read in its entirety as follows:

**ARTICLE IV
ADVISORY GROUPS**

- (d) Social Services Coordination and Evaluation Group: responsible for monitoring the planning and implementation of social/support service investments, identification of "best practices" and the performance evaluation of organizations funded by the Empowerment Trust, Inc.***

Article VII, Section 2, item (d) be and it hereby to read in its entirety as follows:

ARTICLE VII
INCORPORATING BOARD OF DIRECTORS

Section 2. After filing these Articles of Incorporation, the Incorporating Board of Directors shall undertake all the necessary measures to establish the organizational infrastructure and shall make eleven (11) appointments to the Board of Directors. The initial incorporators will then become Ex-officio members of the Board of Directors and serve as Honorary Co-Chairpersons of the Corporation by virtue of their roles as Mayors of the four Empowerment Zone governmental entities, as well as the nominating entities for Empowerment Zone designation.

Section 3. The Corporation management 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 eight 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 eleven appointments and the Neighborhood Assemblies within the Empowerment Zone population areas have elected eight 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, Section 1 be and it hereby to read in its entirety as follows:

ARTICLE VIII

DIRECTORS

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

Article XIII, Section 1 be and it hereby to read in its entirety as follows:

ARTICLE XIII

PRINCIPAL OFFICE AND REGISTERED AGENT

1. The principal office of this Corporation shall be located at 140 West Flagler Street Suite 1107, Miami, Florida 33130. The location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine.

3. The Corporation has no members.

4. The foregoing amendment was adopted unanimously by all of the directors of the Corporation present at a duly scheduled and noticed meeting on April 5, 1999.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 3rd day of May, 1999.

Miami-Dade Empowerment Trust, Inc.

by: 
Cynthia W. Curry, President/CEO