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ARTICLES OF INCORPORATION

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OF

MIAMI-DADE UNITED FOR PROGRESS, INC.

ARTICLE I NAME

The name of the corporation shall be Miami-Dade United For Progress, Inc.

ARTICLE II CORPORATE EXISTENCE

The corporate shall have perpetual existence.

ARTICLE III CORPORATE PURPOSE

corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, which purposes shall include the acceptance from any party, from time to time, of contributions and the deriving of income therefrom to be used or applied exclusively for charitable, scientific, literary, religious or educational purposes. The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to benefit of any officer, director, member, or any other person. substantial part of the activities of the Corporation shall be deducted to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign for or on behalf of any candidate for public office.

During any period that the Corporation is a private foundation, as defined by section 509(a) of the Internal Revenue Code, the Corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 49429(a); (2) not engage or be involved in any act of self-dealing as defined in section 4941(d), so as to give rise to any liability for the tax imposed by section 4941(a); (3) not retain any excess business holdings as defined in section 4943(c), so as to give rise to any liability for the tax imposed by section 4943(a); (4) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944, so as to give rise to any liability for the tax imposed by section 4944(a); and (5) not make any taxable expenditures, as defined in section 4945(d), so as to give raise to any liability imposed by section 4945(a). Unless otherwise indicated, as used in this Article III and hereinafter in these Articles Of Incorporation, all section references are to the Internal Revenue Code, including any corresponding provisions of any subsequently enacted federal tax

ARTICLE IV CORPORATE POWERS

The Corporation shall have and exercise all powers accorded corporations non-for profit under the laws of the State Of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III.

ARTICLE V CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE VI MEMBERS

The qualification for members and the manner of their admission shall be required by the Bylaws of the Corporation, which may establish different classes of membership and may limit voting rights to one or more of such classes.

ARTICLE VII BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall he managed under the direction of, a Board of Directors, the member of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporation for profit.

The Board of Directors of the Corporation, set forth below, shall hold office until the first annual meeting of members and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act or death:

DIRECTOR	ADDRESS
Esther Alea	2624 S.W. 32 Court Miami, Fl. 33133
Carlos M. Pardina	2330 S.W. 29 Avenue Miami, Fl. 33145
Dr. Rolando Espinosa	130 S.W. 32nd Avenue Miami, Fl. 33134

ARTICLE VIII AMENDMENTS

These Articles of Incorporation may be amended by majority vote of the voting members of the Corporation in accordance with the procedures provided by the voting members present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or by the voting members without meeting if a consent in writing, signed by the voting members whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those members who have not consented in writing.

ARTICLE IX DISSOLUTION

Upon dissolution, all of the Corporation's assets remaining after payment of all costa and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under section 170, 2055, or 2522 of the Internal Revenue Code as applicable, or to the federal government, or to a state or local government for a public purpose. none of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

ARTICLE X

PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the Principal Office of the Corporation is 2624 S.W. 32 Court, Miami, Fl. 33133 and the name of the Registered Agent is Esther Alea and the address is 2624 S.W. 32 Court, Miami, Florida 33133.

ARTICLE XI

OFFICERS

The Officers of the Corporation, set forth below, shall hold office until their earlier resignation, removal from office, inability to act, or death:

OFFICER	ADDRESS
Esther Alea	2624 S.W. 32 Court
President	Miami, Fl. 33133
Carlos M. Pardina	2330 S.W. 29 Avenue
Treasure	Miami, Fl. 33145
Dr. Rolando Espinosa	130 S.W. 32nd Avenue
Secretary	Miami, Fl. 33134

In witness whereof, the members of the Board of Directors of Esther Alea President Carlos M. Pardina Treasure Dr.Rolando/Espinosa Secretary State of Florida County of Dade The foregoing instrument was acknowledged before me this 26day of February 1999 by Esther Alea as a Director of Miami-Dade United For Progress, Inc., a Florida Corporation not for profit My Commission Expires AMALIA DELGADO Notary Public, State of Florida My Comm. expires Jan 12, 2001 No. 345599000 State of Florida County of Dade The foregoing instrument was acknowledged before me this <u>Ala</u> day of <u>Fubruary</u> 1999 by Carlos M. Pardina as a Director of Miami-Dade United For Progress, Inc., a Florida Corporation not for profit.

My Commission Expires:

AMALIA DELGADO Notary ^public, State of Florida Vy Comm. expires Jan 12, 2001 No. 345599000 State of Florida

County of Dade

The foregoing instrument was acknowledged before me this <u>a6</u> day of <u>Normann</u> 1999 by Dr. Rolando Espinosa as a Director of Miami-Dade United For Progress, Inc., a Florida Corporation not for profit.

My Commission Expires:

AMALIA DELGADO Notary Public, State of Florida My Comm. expires Jan 12, 2001 No. 345599000 Notary Public

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