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March 2, 1999

Department of State  
Division of Corporations  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32301

RE: Somebody Cares Community Center, Inc.

Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above-referenced corporation, together with check in the amount of \$122.50.

Please file the original and return a certified copy to the undersigned.

Sincerely,

9000002796679--6  
-03/05/99-01115--012  
\*\*\*\*122.50 \*\*\*\*\*78.75

*Jacquie Shaw*  
Jacquie Shaw  
Legal Assistant to  
W. George Allen, Esq.

Encs.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SOMEBODY CARES COMMUNITY CENTER, Inc.

A FLORIDA NON PROFIT CORPORATION

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be: SOMEBODY CARES COMMUNITY CENTER, Inc.

ARTICLE II - CORPORATE NATURE

This is a nonprofit corporation, organized solely for general welfare and educational purposes pursuant to the Florida Corporations Not For Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV- GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

a) To provide "At-Risk" students with a safe and stimulating alternative educational environment conducive to developing a positive self-concept and love for learning through the combined efforts of staff, parents and community.

b) To reduce crime in the neighborhood by utilizing the efforts of the Center.

c) To use all available resources to promote educational betterment of youth and their families.

d) To tutor students after school and assist with homework

and enforce good study habits.

e) To prepare students for the work force.

f) The purpose for which the corporation is organized are exclusive religious, charitable, scientific, literary and educational within the meaning of section 501 (C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

g) Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

h) 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 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 a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

#### ARTICLE V - ADMINISTRATION

Section 1. The Center's business and fiscal affairs shall be governed by a Board of Directors, herein referred as the Board which shall have complete authority to set policy for the Association.

Section 2. The By-laws shall set forth all provisions concerning the number of persons to sit on the Board and the manner of their selection.

Section 3. Within the Board of Directors there shall be an Executive Committee as set forth in the By-laws

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Jeffrey London	2790 Somerset Drive Apt. Q305 Lauderdale Lakes, FL 33311
Tiffany Williams	4071 N. Dixie Highway Apt. 2 Oakland Park, FL 33334
Brenda James	10703 N.W. 14 Street Apt. 164 Plantation, FL 33322

b) Corporate officers. The Board of Directors shall elect the following officers: President, Secretary and Treasurer. They shall be elected at the annual meeting. Until such election is held, the following persons shall serve as corporate officers:

	<u>Name</u>	<u>Address</u>
President	Jeffrey London	2790 Somerset Drive Apt. Q305 Lauderdale Lakes, FL 33311
Treasurer	Tiffany Williams	4071 N. Dixie Highway Apt. 2 Oakland Park, FL 33334
Secretary	Brenda James	10703 N.W. 14 Street Apt. 164 Plantation, FL 33322

#### ARTICLE VI - EARNINGS AND ACTIVITIES OF CORPORATION

- a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or their private persons, except that the compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.
- b) 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 (including the publishing or distribution of statements) any political

campaign on behalf of any candidate for public office.

- c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.
- e) In the event any salaries, wages, together with fringe benefits or other forms of compensation, (housing, transportation and other allowances) are paid to or provided to the employees of SOMEBODY CARES COMMUNITY CENTER, said salaries, wages or benefits shall not exceed a value which is reasonable and commensurate with the duties and working hours associated with the position or its duties and said compensation shall not exceed the salary or compensation of ordinarily paid workers with similar positions or duties.

#### **ARTICLE VII - DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VIII - MEMBERSHIP**

Membership in this Center shall be composed of students who are deemed by the Center to be "At-Risk" and in need of a safe and stimulating alternative educational environment.

#### ARTICLE IX - MEETINGS

- Section 1. A general meeting of the Association shall be held annually at a place designated by the organization.
- Section 2. Special meetings of the Association may be called at times and places as the Board may direct, except that, a special meeting must be called upon written request of a majority of members eligible to vote.
- Section 3. Unless otherwise provided by the Constitution and By-laws every question which shall come before an official membership meeting shall be decided by a majority vote of members eligible to vote.
- Section 4. At any meeting of the Association a majority of Delegates registered for said meeting shall constitute a quorum.
- Section 5. Members in good standing shall have the right to participate, and shall have the right to vote.

#### ARTICLE X - SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Jeffrey London	2790 Somerset Drive Apt. Q305 Lauderdale Lakes, FL 33311
Tiffany Williams	4071 N. Dixie Highway Apt. 2 Oakland Park, FL 33334
Brenda James	10703 N.W. 14 Street Apt. 164 Plantation, FL 33322

#### ARTICLE XI - AMENDMENTS TO BY-LAWS

- Section 1. Amendments of this Constitution and By-Laws may be proposed by the Board of Directors or by petition requesting their ratification by any Member and by a majority vote of the membership.

ARTICLE XII - AMENDMENT TO THE CONSTITUTION

Section 1. Amendments to the Constitution shall require an affirmative vote of two-thirds of the votes cast in the ratification election at the Annual Meeting with more than fifty percent of the Association's total registered votes being cast.

ARTICLE XIII - INITIATIVE, REFERENDUM AND RECALL PROCEDURES

All provisions for Initiative, Referendum and Recall measures undertaken by either the Board or general membership are set forth in and shall be governed by the By-Laws.

ARTICLE XIV - DECLARATION OF ASSETS


The property of this corporation is irrevocably dedicated to welfare 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 individual.

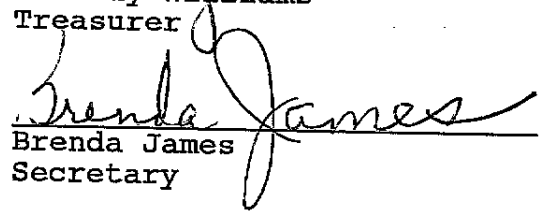
ARTICLE XV - REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 2862 N.W. 6th Street, Hallandale, FL 33311, and the name of its registered agent at said office shall be Jeffrey London.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the law of the State of Florida, have executed these Articles of Incorporation this 22<sup>ND</sup> day of February, 1999.

  
Jeffrey London  
President

  
Tiffany Williams  
Treasurer

  
Brenda James  
Secretary

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Jeffrey London, Tiffany Williams and Brenda James who are [ ]

personally known to me or who have produced Florida's Drivers License  
as identification(s) to be the persons who executed the foregoing  
Articles of Incorporation and they acknowledged to and before me  
that they executed such instrument.

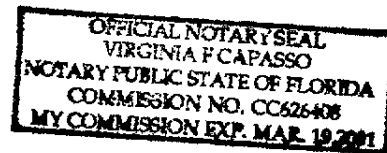
IN WITNESS WHEREOF, I have hereto set my hand and seal this  
22<sup>ND</sup> day of February, 1999.

Virginia F. Capasso  
Notary Public

Printed Name: VIRGINIA F. CAPASSO

My commission expires:

March 19, 2001





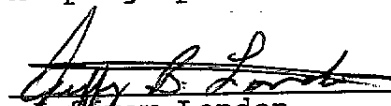
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM SERVICE MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act.

First: That SOMEBODY CARES COMMUNITY CENTER, <sup>Inc.</sup> desiring to  
organize under the laws of the State of Florida with its principal  
office as indicated in the Articles of Incorporation at 2862 N.W.  
6th Street, Hallandale, FL 33311, and Jeffrey London, as agent to  
accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above  
stated corporation, at 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.

  
Jeffrey London  
Registered Agent

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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