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ACCOUNT NO. : 072100000032

REFERENCE : 180676 7149102

AUTHORIZATION :

COST LIMIT : \$ 87.50

*Patricia Pignatelli*

ORDER DATE : March 24, 1999

ORDER TIME : 10:52 AM

ORDER NO. : 180676-005

CUSTOMER NO: 7149102

CUSTOMER: Teresa J. Reed, Secretary  
CENTRES INC.  
CENTRES INC.  
Two Datron Center, Suite 1528  
9130 S. Dadeland Boulevard  
Miami, FL 33156

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NAME: HELPING TO KEEP DREAMS ALIVE  
CORPORATION

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

*gf 3/24/99*

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**ARTICLES OF INCORPORATION**

**OF**

**HELPING TO KEEP DREAMS ALIVE CORPORATION**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned serves as incorporator, for the purpose of forming a corporation not-for-profit and does hereby certify:

**ARTICLE I: NAME OF CORPORATION**

The name of the corporation is Helping To Keep Dreams Alive Corporation (hereinafter called the "Corporation").

**ARTICLE II: PRINCIPAL OFFICE OF THE CORPORATION**

The address of the principal office of the Corporation shall be 11403 Woodchuck Lane, Boca Raton, Florida 33428, and the mailing address shall be 11403 Woodchuck Lane, Boca Raton, Florida 33428.

**ARTICLE III: REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 11403 Woodchuck Lane, Boca Raton, Florida 33428. The name of the initial registered agent at that address is Edward Fineman.

**ARTICLE IV: PURPOSES AND POWERS OF THE CORPORATION**

This Corporation does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are as follows:

(1) exclusively for charitable, educational, religious and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax-exempt; and

(2) except as limited by the Articles of Incorporation and the Bylaws, the Corporation will have and exercise all rights and powers in furtherance of its purposes as are or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law; and

(3) initially the Corporation will devote its efforts and resources to (i) educating at-risk and underprivileged children in impoverished areas of Dade County (including Overtown, Carol City and Liberty City) regarding aspects of life and opportunities that they otherwise would not see or experience, (ii) assisting the aforementioned children in realizing that the negative influences and

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surroundings in their lives can be overcome, and (iii) giving the aforementioned children hope that their futures can be happy and successful despite the negative influences. Eventually the Corporation intends to expand its efforts to help similarly impoverished areas throughout the State of Florida.

Notwithstanding any other provision of these Articles of Incorporation, this Corporation 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, as amended, or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE V: MEMBERSHIP

This Corporation shall not have members.

#### ARTICLE VI: BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by its Board of Directors. The initial Board of Directors shall be composed of three (3) members whose replacements shall be named pursuant to the method of election or appointment of the Board of Directors as stated in the Bylaws of the Corporation. The names and addresses of the initial Board of Directors are set forth below:

Ben Hanks  
3515 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

Tony Fineman  
3515 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

Edward Fineman  
11403 Woodchuck Lane  
Boca Raton, Florida 33428

#### ARTICLE VII: DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII: DURATION

The Corporation shall exist perpetually.

ARTICLE IX: AMENDMENTS

A majority vote of the Board of Directors may amend the Articles of Incorporation.

ARTICLE X: BYLAWS

The Bylaws of this Corporation shall be adopted by the Board of Directors on behalf of the Corporation and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

ARTICLE XI: INCORPORATOR

The name and address of the incorporator is:

Tony Fineman  
3515 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Corporation, executed these Articles of Incorporation this 14<sup>th</sup> day of March, 1999.

  
\_\_\_\_\_  
Tony Fineman

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Helping To Keep Dreams Alive Corporation, desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 11403 Woodchuck Lane, City of Boca Raton, County of Palm Beach, State of Florida has named Edward Fineman, whose address is 11403 Woodchuck Lane, City of Boca Raton, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not for Profit Business Corporation Act relative to keeping open the registered office.



Edward Fineman  
Registered Agent

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