

TEC N990000 02418

April 8, 1999

Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: Articles of Incorporation  
To Be Filed.**

Dear Sir/Madam:

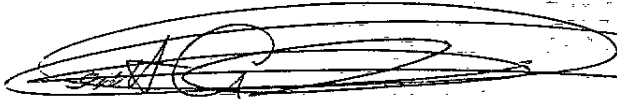
Enclosed please find an original and one copy of the following: Articles of dissolution; Articles of Incorporation; and a Certificates Designating Place of Business. Please file the Articles of dissolution and the Articles of Incorporation and return the certified copy to the undersigned attorney.

Jeannette G. Andrews-Thompson, Esq.  
Tools For Change  
P. O. Box 510605  
Miami, Florida 33151

Thank you for your attention to this matter.

(305) 751-8934

Sincerely,  
TOOLS FOR CHANGE



Jeannette G. Andrews-Thompson, Esq.  
Legal Department

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-04/13/99--01009--028  
\*\*\*\*113.50 \*\*\*\*78.50

Encls.

FILED  
99 APR 19 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
4/19/99

**AFFIDAVIT OF NON-USE OF CORPORATE NAME**

**STATE OF FLORIDA  
COUNTY OF DADE**

**BEFORE ME**, the undersigned authority, on this day personally appeared, BIDNER FLEURINORD, who after being duly sworn, deposes and says as follows:

1. That I am the president of THE HEART OF THE COMMUNITY, INC., a Florida For-Profit Corporation, hereinafter referred to as "the Corporation", that was incorporated on August 18, 1998.
2. That on September 10, 1998 the Board of Directors of the Corporation voted unanimously to dissolve the Corporation as a for profit corporation.
3. That the Board of Directors of the Corporation voted unanimously to release the name of the Corporation, and file a not for profit corporation under the same name.
4. That the Board of Directors of the Corporation do not intend to revoke the dissolution of the Corporation.

FURTHER AFFIANT SAYETH NOT.

  
BIDNER FLEURINORD

**STATE OF FLORIDA  
COUNTY OF DADE**

The foregoing AFFIDAVIT OF NON-USE OF CORPORATE NAME was acknowledged before me this 16 day of April, 1999 by BIDNER FLEURINORD, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced a Florida's Driver's License as identification.

NOTARY PUBLIC:

SIGN: 

JEANNETTE G. ANDREWS-THOMPSON



Jeannette G Andrews-  
Thompson  
My Commission CC813889  
Expires March 2, 2003

ARTICLES OF INCORPORATION  
OF  
THE HEART OF THE COMMUNITY, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION

**FILED**  
99 APR 19 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: THE HEART OF THE COMMUNITY, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 919 NW 100<sup>th</sup> Street, Miami, FL 33150.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation 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), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

#### ARTICLE VI: MEMBERSHIP

The corporation shall be a non-membership.

#### ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 919 NW 100<sup>th</sup> Street, Miami, FL 33150; and BIDNER J. FLEURINORD, is the registered agent of the Corporation at that address.

#### ARTICLE VIII: BOARD OF DIRECTORS

The Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws.

#### ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

#### ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

#### ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

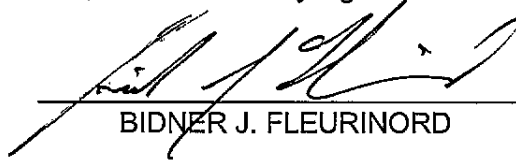
The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

BIDNER J. FLEURINORD  
9920 NW 7<sup>th</sup> Ave.  
Miami, FL xxxxxx

IN WITNESS WHEREOF, I, BIDNER J. FLEURINORD, the undersigned incorporator  
to these Articles of Incorporation, have affixed my signature thereto on April 7<sup>th</sup>, 1999.

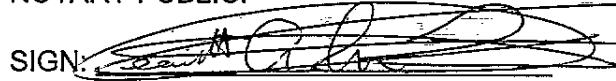
  
BIDNER J. FLEURINORD

STATE OF FLORIDA      )

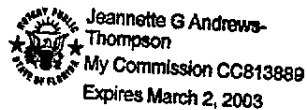
COUNTY OF DADE      )

The foregoing instrument was sworn to before me this 7<sup>th</sup> day of April, 1999, by  
BIDNER J. FLEURINORD, who personally appeared before me at the time of notarization, and who  
is personally known to me or have produced a Florida Identification Card as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Jeannette G. Andrews-Thompson  
STATE OF FLORIDA AT LARGE



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

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Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following  
is submitted in compliance with said Acts:

First--That THE HEART OF THE COMMUNITY, INC., desiring to organize under the laws  
of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of  
Miami, County of Dade, State of Florida, has named BIDNER J. FLEURINORD, located at 919 NW  
100<sup>th</sup> Street, in the City of Miami, County of Dade, State of Florida, as its agent to accept service  
of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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

BY:

  
BIDNER J. FLEURINORD

DATED:

April 7, 1999

FILED  
99 APR 19 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA