

# N99000002693

Prepared by:  
Phillip J. Brutus, Esq.  
645 N.E., 127 Street  
Miami, Florida 33161  
Florida Bar No. 660711

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Joint Center of Economic Research And  
(Corporation Name) (Document #)
2. Implementation, INC.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
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*Dmc 4/19/99*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 20, 1999

PHILLIP J. BRUTUS, ESQ.  
645 NE 127 STREET  
MIAMI, FL 33161

SUBJECT: JOINT CENTER OF ECONOMIC RESEARCH AND  
IMPLEMENTATION, INC.  
Ref. Number: W99000009370

We have received your document for JOINT CENTER OF ECONOMIC RESEARCH AND IMPLEMENTATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 099A00020475

**ARTICLES OF INCORPORATION  
OF  
JOINT CENTER OF ECONOMIC RESEARCH AND IMPLEMENTATION, INC.**

The undersigned, all being of full age, have associated themselves together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters 607 and 617, Florida Statutes and do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation is **JOINT CENTER OF ECONOMIC RESEARCH AND IMPLEMENTATION, INC.** the Center's mailing address is :4929 N.W. 17 Avenue, Miami Florida 33142.

**ARTICLE II - CORPORATE PURPOSE**

1. The purposes For Which the organization is organized are exclusively, charitable, scientific, literary and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue law. In addition, the Center shall provide the community with an information clearing house to disseminate information to the citizens regarding community development, economic empowerment and general community infrastructure needs

2. Notwithstanding any other PROVISIONS of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempted 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.

3. 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, or corresponding section 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 by competent jurisdiction of the county of which the principal office of the organization is

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then located, exclusively for such purposes.

### **ARTICLE III - MEMBERSHIP**

Section 1: Eligibility. Any person shall be eligible for membership in this Corporation upon application to and approval provided in the Bylaws of the Corporation.

Section 2: Application for Membership: Any applicant meeting the qualification set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues to the Board of Directors.

Section 3: Termination of Membership: Membership may be terminated by expulsion for a just cause or by resignation with thirty (30) days prior written notice to the Board of Directors.

### **ARTICLE IV - DURATION**

The Corporation shall have perpetual existence.

### **ARTICLE V - MANAGEMENT**

Section 1: The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than four and not more than eight persons. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

Section 2: The Officers of the Corporation shall be a President, one or more vice-presidents, a Treasurer, an Assistant Treasurer, a Secretary, and an Assistant Secretary. These officers shall be nominated and shall hold office in the manner provided in the Bylaws of the Corporation.

### **ARTICLE VI - INITIAL OFFICERS AND DIRECTORS**

The names and street addresses of the officers and directors who are to manage all of the affairs of the Corporation until the first annual meeting are:

<b>NAME</b>	<b>TITLE</b>	<b>STREET ADDRESS</b>
Milton Smith	President	2201 S. Sherman Circle Miami, Florida 33025

Joseph Cook	Vice-President	1831 N.W. 170 Street Miami, Florida 33054
Henry Crespo, Jr.	Secretary	219 N.W. 14 Terrace Miami, Florida 33136
Monica Russo	Asst. Secretary	1405 N.W. 167 Street Miami, Florida 33169
Louella Grayson	Treasurer	8465 N.W. 12 Avenue Miami, Florida 33150

## **ARTICLE VII - BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting at which such alteration to the Bylaws is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two-thirds vote of the members of the Board of Directors present or voting by a proxy at any meeting thereof; provided that notice thereof; which shall include the text of the change of the Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to the articles of incorporation of non-profit corporations.

## **ARTICLE VIII- GENERAL**

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purpose selected by the board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, and officers, or incorporators; provided that the corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered and may confer benefits upon its members in conformity with its purposes.

#### **ARTICLE IX - SUBSCRIBERS**

The subscribers of this corporation are the same individuals whose names and addressees are enumerated in Article 6 above.

#### **ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT**

The above-named incorporators, desiring to organize this Corporation under the laws of the State of Florida, hereby designate the Corporation's Registered Office to be located at *645 NE 127th St, N. Miami, FL 33161* and hereby designate and appoint *Philip J. Brutus* as the Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until his successor is selected and designated.

#### **ARTICLE XI - INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

#### **ARTICLE XII - PROHIBITED ACTIVITIES**

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, directors or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
3. Participate to any extent in any political campaign for or against any candidate for public office.
4. Conduct any activities not permitted to be carried on by organizations exempt under

Section 501 (C) (3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under section 170 (c) (2) of such code and regulations as they now exist or as they may hereafter be amended.

### ARTICLE XIII - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 601 (c) (3) and 170 (c) (2) of the Internal Revenue code of 1954 or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose.

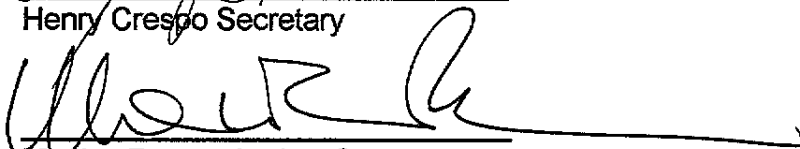
**IN WITNESS WHEREOF**, the undersigned have subscribed their names under seal this

29<sup>th</sup> day of March, 1999.

  
Milton Smith, President

  
Joseph Cook, Vice President

  
Henry Crespo Secretary

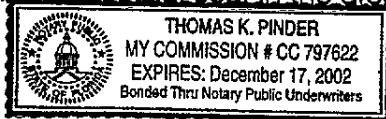
  
Monica Russo, Assist. Secr.

STATE OF FLORIDA)

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared the above individuals who presented duly issued Florida driver's licenses showing them to be the persons described in and who executed the foregoing instrument, and they acknowledge before me that they executed said instrument.

WITNESS my hand and official seal in the aforesaid County and State, this 29 day of March 1999.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires

**REGISTERED AGENT'S CERTIFICATE**

Having been named to accept service of process for the above stated corporation, at the place designated in this capacity, I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 03-30-99

  
Phillip J. Brunas, Esquire

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