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Marlon E. Bryan*
Thomasina H. Williams

* Also Admitted to New Jersey Bar

N 99000002887
May 3, 1999

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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-05/06/99--01086--006
*****78.75 *****78.75

SUBJECT: THE CAROL CITY COMMUNITY CENTER, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing fee

☒ \$78.75
Filing fee
& Certificate

☐ \$122.50
Filing fee
& Certificate
(ADDITIONAL COPY REQUIRED)

☐ \$131.25
Filing fee, Certified Copy
& Certificate
(ADDITIONAL COPY REQUIRED)

From: Marlon E. Bryan
Law Offices
William & Associates
Brickell Bay View Centre
Suite 1830
80 S.W. 8th Street
Miami, FL 33130

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99 MAY -6 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/11/99
[Signature]

ARTICLES OF INCORPORATION
OF
THE CAROL CITY COMMUNITY CENTER, INC.

ARTICLE I

The name of the Corporation shall be:

THE CAROL CITY COMMUNITY CENTER, INC.

ARTICLE II

The principal place of business and mailing address of the Corporation:

Brickell BayView Centre, Suite 1830
80 Southwest 8th Street
Miami, Florida 33130

ARTICLE III

3.1 The Corporation is organized exclusively for charitable, educational, and recreational purposes. Further, the general purposes for which this Corporation is formed are to operate exclusively for such educational, charitable, and recreational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding section of any subsequent federal tax code. Some of these general purposes, without limitation, are:

- (a) to develop the first comprehensive community center in the Carol City area of Miami-Dade County, Florida with supportive services for the entire family;
- (b) to focus on and collaborate with community businesses to strengthen the education, outreach, and advocacy efforts of all participating organizations; and
- (c) to foster family unity and support leadership within the Carol City area by providing a vehicle for services to the entire family.

In furtherance, but not in limitation of the foregoing purposes, the Corporation shall have the power and authority:

- (i) to receive assistance, money(as grants, membership dues or otherwise), real or personal property and any other forms of contributions, gifts, bequests or devises from any person, firm or corporation to be utilized in the furtherance of the purposes of the Corporation;

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- (ii) to enter into agreements or contracts for contributions to the Corporation for its objectives and purposes, subject to the bylaws of the Corporation; and
- (iii) to distribute, in the manner, form and method, and by the means determined by the Board of Directors, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its objectives and purposes;
- (iv) to purchase, acquire, own, hold, guarantee, sell, design, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage or otherwise dispose of any real estate; and as the owner of any such real or personal property, to exercise all rights, powers and privileges of ownership.

All of the above and foregoing are to be construed both as objectives and powers, and it is expressly provided that the enumerated shall not be held to limit or restrict in any manner the general powers of the Corporation. Subject to the limitations set forth below, the Corporation may do all things requisite and necessary, proper and desirable to carry out and further its purposes; and in general, has all the privileges, immunities and benefits not required to be stated specifically in these Articles, for which corporations may be incorporated under Chapter 617 of the Florida Statutes, which is the Florida Not for Profit Corporation Act.

3.2 Notwithstanding any other provision of these Articles of Incorporation:

(a) The Corporation shall not be operated for profit. It may only engage in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and by a corporation to which contributions are deductible under Sections 170(c), 2055, and 2522 of the Internal Revenue Code. To the extent consistent with Section 501(c)(3), the Corporation may exercise any and all powers conferred upon non-profit corporations by Chapter 617 of the Florida Statutes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any person having a personal or private interest in the activities of the Corporation. The Corporation may pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set forth in Article III.

(c) 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 be empowered to make the election authorized under the federal tax code. The Corporation shall not engage in the distribution of statements for any political campaign on behalf of or in opposition to any candidate for public office.

3.3 The Corporation is organized pursuant to Chapter 617 of the Florida Statutes and does not contemplate pecuniary gain or profit; it has no capital stock and is not authorized to issue capital stock.

3.4 In accordance with section 617.0834 of the Florida Statutes, no loans shall be made by the Corporation to its directors or officers.

3.5 The term of the Corporation shall be perpetual.

ARTICLE IV

4.1 The manner in which directors for the Corporation's Board of Directors are elected or appointed shall be set forth in the bylaws of the Corporation.

4.2 All voting power, including, without limitation, power to vote on amending the Articles of Incorporation, is vested in the Board of Directors of the Corporation. The number of directors constituting the initial Board of Directors is three. The names and addresses of those people who are to serve as the initial Directors are:

THOMAS H. WILLIAMS, JR.

Stearns Weaver Miller, et al.
150 West Flagler Street
Suite 2200
Miami, Florida 33130

ANTHONY BRUNSON

Sharpton, Brunson & Co.
1 Southeast 3rd Avenue
Suite 2100
Miami, Florida 33131

SHALLEY A. JONES

Federal Mortgage Association
1000 Brickell Avenue
Suite 600
Miami, Florida 33131

4.3 The internal affairs of the Corporation shall be regulated by the Board of Directors according to the Corporation's bylaws. The power to make, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

4.4 The manner of termination of membership in the Corporation shall be set forth in the bylaws of the Corporation.

ARTICLE V

The name and Florida street address of the initial Registered Agent is:

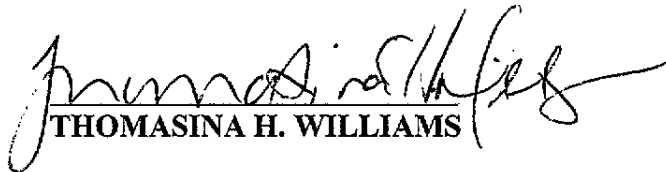
THOMASINA H. WILLIAMS
Brickell BayView Centre, Suite 1830
80 Southwest 8th Street
Miami, Florida 33130

ARTICLE VI

The name and address of the Incorporator is:

THOMASINA H. WILLIAMS
Brickell BayView Centre, Suite 1830
80 Southwest 8th Street
Miami, Florida 33130

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 4th day of May, 1999.


THOMASINA H. WILLIAMS

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

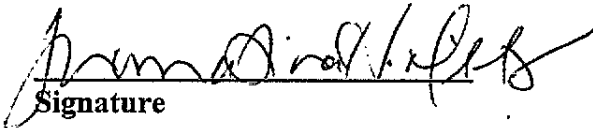
**PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.**

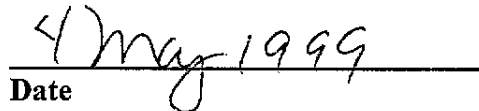
1. The name of the corporation is : The Carol City Community Center, Inc.

2. The name and address of the registered agent and office is:

**Thomasina H. Williams
Brickell BayView Centre
80 SW Eighth Street, Suite 1830
Miami, Florida 33130**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature


Date

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