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99 JUL 12 PM 12:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(305) 247-2522
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July 7, 1999

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

RE: Everglades Hammock, Inc.

To whom it may concern:

Enclosed please find for filing the original Articles of Incorporation for Everglades Hammock, Inc., together with the filing fee of \$87.50.

Sincerely,

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*****87.50 *****87.50



Thomas R. Weller, Esq.

TRW/bb
Enclosure

D. BROWN JUL 16 1999

ARTICLES OF INCORPORATION
OF
EVERGLADES HAMMOCK, INC.
A Florida "Not for Profit" Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

Article I

The name of the corporation is EVERGLADES HAMMOCK, INC. The principal place of business of the corporation shall be 19308 SW 380th Street, Florida City, Florida 33034 and the mailing address shall be Post Office Box 343529, Homestead, Florida 33034.

Article II

The name and street address of the initial registered agent of this corporation is Mr. Thomas Weller, Esq. 65 NW 16th Street, Homestead, Florida 33030.

Article III

The period of duration of this corporation is perpetual. The corporation is organized pursuant to the Not for Profit Corporation laws of the State of Florida.

Article IV

- {1} The members of the corporation, if any, shall be stated in the Bylaws.
- {2} The method of election of the Board of Directors shall be stated in the Bylaws.
- {3} There shall be five directors on the initial Board of Directors.
- {4} The names and address of the initial Board of Directors are:

Steven Kirk
19308 SW 380th Street
Homestead FL 33034

Robert Jensen
18640 SW 295th Terrace
Homestead, FL 33032

Diana Gonzalez
8235 SW 60th Court
South Miami, FL

Mr. Arturo Lopez
305 South Flagler Street
Homestead, FL 33030

Ms. Irma Perales
19340 SW 377th Street
Florida City, FL 33034

Article V

The name and street address of the incorporator for these Articles of Incorporation is Mr. Steven C. Kirk, 19308 SW 380th Street, Homestead, Florida 33034

Article VI

The purposes for which this corporation is formed are exclusively charitable and educational consist of the following:

- {1} To raise the economic, educational and social levels of the residents of Florida City, FL and rural Miami-Dade County, Florida, including migrant and seasonal farmworkers and other minorities who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines; to foster and promote community wide interest and concern for the problems of said residents to the end that: [a]. educational and economic opportunities may be expanded; [b] sickness, poverty, crime and environmental degradation may be lessened; and [c] racial tensions, prejudice and discrimination, economic and otherwise, may be eliminated.
- {2} To expand opportunities to said residents and groups to obtain adequate housing accommodations by constructing, rehabilitating and providing decent, safe and sanitary housing in Florida City, FL and rural Miami-Dade County for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of this corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide such housing through rehabilitation of existing substandard buildings and/or the construction of new facilities in the place of blighted structures or blighted vacant sites for the purpose of combatting the deterioration of the community and contributing to its physical improvement.
- {3} To expand opportunities available to said residents and groups to own, manage and operate business opportunities in economically depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; and to assist said residents and groups in obtaining financial support from other sources.
- {4}. To aid, support and assist by gifts, contributions or otherwise other corporations, community chests, funds and foundations organized and operated exclusively for charitable and educational purposes, no part of the earnings of which inures to the benefit of any private

shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise to influence legislation.

- {5} To do and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.
- {6} All the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that this corporation will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Article VII

Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other 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.

Article VIII

This corporation is organized exclusively for charitable and educational purposes. This corporation is not organized for nor shall it be operated for the primary purpose of generating pecuniary gain or profit. This corporation shall not distribute any gains, profits or dividends to the directors or officers thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the corporation's charitable and educational purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable and educational purposes no part of which may inure to any individual.

Article IX

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Article X

Upon winding up and dissolution of this corporation, the assets of this corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, to be used exclusively for charitable and educational purposes. If this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which this corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

Article XI

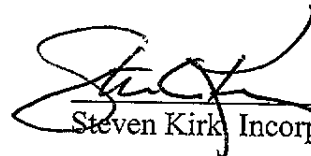
In the event that this corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1954, this corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

Article XII

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of this corporation shall be indemnified by this corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer (or heirs, executors or administrators) may be entitled apart from this Article XII.

Execution

These Articles of Incorporation are hereby executed by the incorporator on this 28th day of June, 1999.


Steven Kirk, Incorporator


STATE OF FLORIDA)

SS.

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly appointed in the State aforesaid and in the County aforesaid to take acknowledgements, personal appeared Mr. Steven C. Kirk, who is personally known to me and who did take an oath, and who executed the foregoing instrument as incorporator in my presence.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of June, 1999.


NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:



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99 JUL 12 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned is familiar with, and accepts the obligations of the position.


THOMAS R. WELLER