

*Law Offices of
Sidney Z. Brodie*

150 SOUTH PINE ISLAND ROAD
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PLANTATION, FLORIDA 33324
TELEPHONE (954) 472-1900
TELECOPIER (954) 472-3355
E-MAIL: brodie@icanect.net

SIDNEY Z. BRODIE
LEE D. GLASSMAN *

* ALSO ADMITTED TO MARYLAND
July 12, 1999

AIRPORT EXECUTIVE TOWER 2
PENTHOUSE 1
7270 N.W. 12TH STREET
MIAMI, FLORIDA 33126
TELEPHONE (305) 477-1155
TELECOPIER (305) 477-3860
1-800-255-1826
E-MAIL: brodie@icanect.net

PLEASE REPLY TO:

1499000004327

Division of Corporation
Attn: New Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

RE: CRIME PREVENTION ALLIANCE OF SOUTH FLORIDA, INC.

Dear Sir/Madam:

Enclosed herewith please find Check No. 52199 in the amount of \$78.75 representing the amount due and owing, with regards to the above captioned matter.

Also enclosed is an original of the Articles and a copy of the same in order that your may forward a filed copy for our records.

Should you have any questions, do not hesitate to contact our office at your convenience.

Sincerely,

O. Molina

Olga Molina
Legal Assistant

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encls. (as noted)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
NONPROFIT CORPORATION--NONSTOCK CORPORATION
OF
CRIME PREVENTION ALLIANCE OF SOUTH FLORIDA, INC.**

The undersigned natural persons of lawful age, for the purpose of forming a nonprofit corporation under Florida Statute 617 of State of Florida, adopt the following articles of incorporation:

**ARTICLE ONE
NAME AND PRINCIPAL OFFICE**

The name of the corporation is Crime Prevention Alliance of South Florida, Inc., and its principal office is located at 7270 NW 12th Street, PH-I, Miami, Florida 33126.

**ARTICLE TWO
REGISTERED OFFICE AND AGENT**

The name of the registered agent of the corporation is Law Offices of Sidney Z. Brodie. The street address of the registered office, which is also the address of the registered agent is 7270 NW 12th Street, PH-I, Miami, Florida 33126.

**ARTICLE THREE
DURATION**

The period of duration of this nonprofit corporation is perpetual.

**ARTICLE FOUR
TYPE OF CORPORATION**

The corporation is a public benefit corporation, which is organized for a public or charitable purpose.

**ARTICLE FIVE
AUTHORIZATION**

The corporation is organized under the Nonprofit Corporation Law of Florida.

**ARTICLE SIX
PURPOSES**

The general nature of the business to be transacted by this Corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida. The Crime Prevention Alliance of the South Florida will enhance Crime

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TALLAHASSEE, FLORIDA

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Prevention and Community Policing efforts by going beyond current neighborhood programs to help reshape and restore the safety of community and neighborhoods. The Alliance will provide a forum for interaction between citizens and law enforcement. Volunteers will openly discuss concerns and law enforcement representatives will offer viable solutions to those concerns. The benefit derived from these discussions is that the volunteers will receive information from a variety of law enforcement agencies either at the local, state or federal levels. Volunteers will be disseminating the information to their communities via local crime watch groups, homeowners associations, church and civic groups, etc.

ARTICLE SEVEN NONSTOCK CORPORATION

The corporation is nonstock, and no dividends or pecuniary profits will be declared or paid to the members of the corporation.

ARTICLE EIGHT DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as initial directors are as follows:

<u>Name</u>	<u>Address</u>
Barbara Sanchez-Burgos	7270 NW 12 th Street, PH-I, Miami, Florida 33126
Nivea Morales	" "
Richard F. Cruz	" "

ARTICLE NINE ELECTION OF DIRECTORS

The manner in which the directors are to be elected by the members is as follows:

All members who are entitled to vote, may vote in person or by proxy for any director nominated pursuant to the By-Laws of the Corporation. The election of directors shall be held during the annual meeting. The annual meeting will be held on the last Wednesday of January of each year with the exception of the year of incorporation.

**ARTICLE TEN
CORPORATE OFFICERS AND THEIR FUNCTIONS**

The general officers of the corporation shall be president, vice-president, secretary, and treasurer.

The principal duties of the president shall be to preside at all meetings of the members and the board of directors and to have general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation to all papers required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business of the corporation, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of the corporation which come into his or her hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render all accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to the office of treasure, as required by the board of directors.

The board of directors may provide for the appointment of additional officers as they may deem for the best interest of the corporation.

Whenever the board of directors may order, any two offices, the duties of which do not conflict, may be held by one person.

The officers shall perform additional or different duties as from time to time are imposed or required by the board of directors, or as may be prescribed from time to time by the bylaws.

**ARTICLE ELEVEN
ELECTION OF OFFICERS**

The officers shall be elected by the directors, who shall first be elected by the members of the corporation.

ARTICLE TWELVE MEMBERSHIP REQUIREMENTS

The method and conditions on which members shall be accepted and discharged or expelled are as follows:

The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments as well as the method of collection of dues and assessments shall be set forth in the By-Laws.

ARTICLE THIRTEEN CLASSES OF MEMBERSHIP

The corporation shall have one class of members, and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

ARTICLE FOURTEEN MEMBERSHIP DUES AND ASSESSMENTS

The members' liability for dues and assessments and the method of collection of the dues and assessments are as set forth in the By-Laws.

ARTICLE FIFTEEN DISTRIBUTION ON DISSOLUTION

In the event of dissolution of the corporation, the net assets are to be distributed as follows:

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the purposes in Article Six, all the business, property, and assets of the corporation shall be distributed to an organization or organizations organized and operated exclusively for tax exempt purpose and that is tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1954. That organization shall be CRIME PREVENTION ALLIANCE OF SOUTH FLORIDA, INC. if it qualified as a distributee under this Article. No part of the assets or property of this corporation shall be distributed to members, either for the reimbursement of any sums subscribed, donated, or contributed by members, or for any other purpose, it being the intent in the event of the dissolution of this corporation, or on its ceasing to carry out the purposes of the corporation, that the property and assets then owned by the corporation shall be devoted to the following nonprofit charitable purpose: Charitable.

ARTICLE SIXTEEN AMENDMENTS

Amendment to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

ARTICLE SEVENTEEN

PROVISIONS REQUIRED TO QUALIFY FOR FEDERAL INCOME TAX EXEMPTION AS CHARITABLE CORPORATION

This corporation is organized and operated exclusively for charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

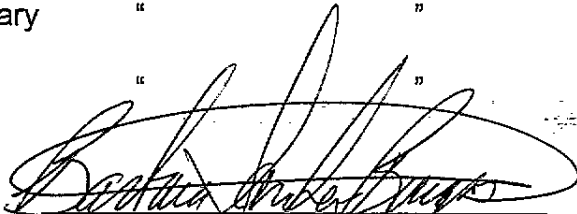
The property of this corporation is revocably dedicate to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, trustee, or member of the corporation or to the benefit of any private person.

On the dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporations, the remaining assets of this corporation shall be distribute to a nonprofit 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 Law.

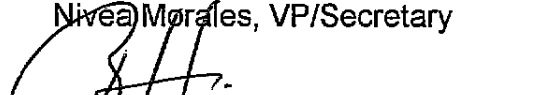
**ARTICLE EIGHTEEN
INCORPORATORS**

The names and residences of the persons forming this corporation are as follows:

Name	Title	Address
Barbara Sanchez-Burgos	President	7270 NW 12 th ST, PH-I Miami, Florida 33126
Nivea Morales	VP/Secretary	" "
Richard F. Cruz	Chairman	" "


Barbara Sanchez-Burgos, President

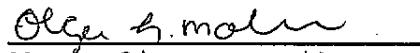

Nivea Morales, VP/Secretary

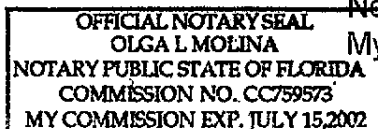

Richard F. Cruz, Chairman

STATE OF FLORIDA
COUNTY OF MIAMI DADE

The foregoing instrument was acknowledged before me this 30th day of June, 1999, by Barbara Sanchez-Burgos, Nivea Morales and Richard F. Cruz, who have produced drivers licenses as identifications and who execute the foregoing Articles of Incorporation and who acknowledged before me that they executed those Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 30th day of June, 1999.


Name: Olga L. Molina
Notary Public State of Florida
My commission expires:



**STATE OF FLORIDA
DEPARTMENT OF STATE**

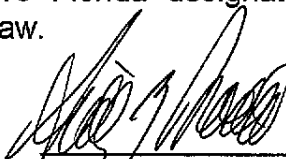
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING OFFICERS UPON WHOM PROCESS MAY
BE SERVED AND NAMES AND ADDRESSES OF THE
OFFICERS AND DIRECTORS**

The following is submitted, in compliance with Chapter 48.091 Florida Statutes: CRIME PREVENTION ALLIANCE OF SOUTH FLORIDA, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 7270 NW 12th Street, PH-I, Miami, Florida, has named Sidney Z. Brodie, Esq., located at 7270 NW 12th Street, PH-I, Miami, Florida 33126 as its agent to accept service of process within this state.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Filing Fee: \$122.50



SIDNEY Z. BRODIE, ESQ.
Incorporator/Registered Agent

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99 JUL 13 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA