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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

Anselmo Alliegro
1145 SW 23 AVE.
Miami, FL 33135

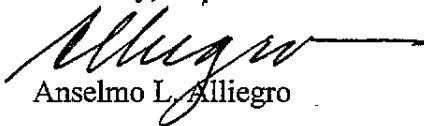
August 25, 1999

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

Subject: Life and Economic Improvement Council (LEIC), Inc.

Enclosed please find my check in the amount of \$78.75 to the Department of State to cover the filing fee and certificate of status of the subject not-for-profit corporation.

Sincerely,


Anselmo L. Alliegro

D. BROWN AUG 30 1999

ARTICLES OF INCORPORATION

OF

Life and Economic Improvement Council (LEIC), Inc.

A NON-PROFIT CORPORATION

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I: The name of this corporation is Life and Economic Improvement Council (LEIC), Inc.

ARTICLE II: The principal place of business and mailing address of this corporation shall be: 1408 Brickell Bay Drive, Suite 1115, Miami, Miami-Dade County, Florida 33131

ARTICLE III: The specific purposes for which this corporation is organized are:

1. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Laws.
2. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
3. Specifically, this corporation is organized to improve employment opportunities and assist in the economic development of adversely impacted or deteriorated neighborhoods.

ARTICLE IV: The manner in which the directors are elected or appointed is:

Initially, there shall be five directors. Directs shall serve on a staggered terms basis. One director shall serve for a one-year term, two directors for a two-years term, and another two directors for a three-years term. The initial directors shall be selected according to Bylaws from among distinguished members of the community. At end of each term, directors will be elected according to Bylaws.

ARTICLE V: The name and Florida street address of the initial registered agent is: Anselmo Alliegro, 1145 SW 23 Ave., Miami, FL 33135

ARTICLE VI: The name and address of the Incorporator to these Articles of Incorporation is: Anselmo Alliegro, 1145 SW 23 Ave., Miami, FL 33135

ARTICLE VII: The period of duration of this corporation is perpetual.

ARTICLE VIII: Additional provisions for the operations of the corporation are as follows:

1. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.
2. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.
4. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
5. In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned Incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

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TALLAHASSEE, FLORIDA


Signature/Incorporator

24 AUGUST 99
Date

Having been named as registered agent and to accept service 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 obligation of my position as registered agent.


Signature/Registered Agent

24 AUGUST 99
Date