

Michael L. Khandjian
8201 S.W. 185th Terrace
Miami, FL 33157

PD1000115481

November 15, 2001

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

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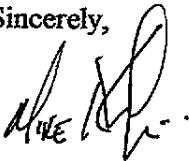
Dear Secretary of State:

I enclose an original and one copy of the Articles of Incorporation for Calle Ocho Community Ministries, Inc.

Please file the Articles and return a Certificate of Incorporation (or a file-stamped copy of the original Articles) to me at 8201 S.W. 185th Terrace, Miami, FL 33157.

A check in the amount of \$87.50, made payable to your office, for total filing and processing fees is also enclosed.

Sincerely,



Mike Khandjian
Incorporator

FILED
01 DEC -3 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ENCL: Articles of Incorporation for Calle Ocho Community Ministries, Inc.
Check in the amount of \$87.50

T. SMITH DEC 06 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Calle Ocho Community Ministries, Inc.

A NON-PROFIT CORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ONE: The name of this corporation is Calle Ocho Community Ministries, Inc.

TWO: The principal office and mailing address of this corporation is as follows:

2150 SW 8th Street, Miami, Florida, 33135

THREE: The specific purposes for which this corporation is organized are charitable purposes, including, but not limited to, provision of human services to the needy and vulnerable in the community with food, clothing, immigrant assistance, job referral, aid to the elderly and sick, education assistance and other help as human needs may require.

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.

FOUR: The number of initial directors of this corporation is three. These directors were elected in the organizational meeting of Calle Ocho Community Ministries, Inc. in the manner stated in the organization's By-Laws. The names and addresses of the initial directors are as follows:

Mike Khandjian, 14401 Old Cutler Road, Miami, FL 33158

Jaime Rodriguez, 2150 SW 8th St, Miami, FL 33135

Yvonne Sawyer, 5026 SW 147th Place, Miami, FL 33185

FIVE: The name and address of the Registered Agent of this corporation is as follows:

Paul R. Wallace, Esq., Hinshaw & Culbertson,

200 South Biscayne Boulevard, Suite 800, Miami, FL 33131-2310.

SIX: The name and address of the Incorporator to these Articles of Incorporation is:

Mike Khandjian, 14401 Old Cutler Road, Miami, FL 33158

SEVEN: The period of duration of this corporation is perpetual.

EIGHT: 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.

NINE: 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.

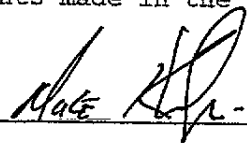
TEN: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

ELEVEN: 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.

TWELVE: 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 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.

THIRTEEN: The Articles of Incorporation may be amended only by a two-thirds (2/3rds) majority vote of the Board of Directors in place at the time of the amendment.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true:



Mike Khandjian, Incorporator

Date: 9-19-01

Having been named as registered agent and to accept services 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.



Date:

9-19-01

Paul R. Wallace, Esq.,

Hinshaw & Culbertson, 200 S. Biscayne Blvd, Suite 800, Miami, FL 33131-2310

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