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From:

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FLORIDA PROFIT/NON PROFIT CORPORATION

LIBERTY CITY BIOTECH DEVELOPMENT, INC.

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**ARTICLES OF INCORPORATION
OF
LIBERTY CITY BIOTECH DEVELOPMENT, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is **LIBERTY CITY BIOTECH DEVELOPMENT, INC.**, (hereafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the Corporation is 780 Fisherman Street, Suite 334, Opa-locka, Florida 33054, or in any other city in the State of Florida designated by the Board of Directors from time to time.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is engaged in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

Specifically, the Corporation's primary mission is to serve as General Partner of, and thereby promote the mission and activities of, Liberty City Biotech Development Partners, Ltd. The mission of Liberty City Biotech Development Partners, Ltd. is to provide investment capital for low-income communities, as defined in Section 45D(e)(1) of the Internal Revenue Code, within Miami-Dade County, Florida, such as Census Tract No. 12086001004. More than 60 percent of the Limited Partnership's activities will be directed to investing equity in or providing loans to support commercial properties that are located in low-income communities within Miami-Dade County, Florida, such as Census Tract No. 12086001004, and investing equity or providing loans to businesses that are located in low-income communities within Miami-Dade County, Florida, such as Census Tract No. 12086001004.

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ARTICLE IV
CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares, par value \$0.01 per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is c/o Julie A. S. Williamson, One Southeast Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services, Inc.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator of the Corporation is Julie A.S. Williamson, Esq, One Southeast Third Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE VII
TERM

The Corporation shall have perpetual existence.

ARTICLE VIII
INDEMNIFICATION

This Corporation shall indemnify the officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned being the Incorporator named above, has executed these Articles of Incorporation this June 26, 2006.


Julie A.S. Williamson, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **LIBERTY CITY BIOTECH DEVELOPMENT, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this June 20, 2006.

**AMERICAN INFORMATION SERVICES,
INC.**

By: _____

Rosa Wong
Rosa Wong, Assistant Secretary
Registered Agent's Signature

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