



P96000008943

January 22, 1996

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

**BOARD OF DIRECTORS**

**Officers**

Dr. Roy Phelps  
President  
Howard Butler, Jr.  
Secretary  
Verbert C. Anderson  
Treasurer

**Members**

Coneluis E. Alon  
Reginald Chyns, Esq.  
Clarence W. Ewell  
I. Wilford Fox  
Ronald E. Frasier  
Howard Hickory, Jr., M.D.  
John A. Hull  
Ken Mason  
Congresswoman Carrie P. Meek  
Dr. Rudolph Mohr  
Garth C. Roovers  
Noel Robinson  
Dorotha Stewart  
Karen Johnson Stroet  
Elaine H. Black,  
Executive Director

RE: Articles of Incorporation: THE COOPER PROPERTIES OF  
SOUTH FLORIDA, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, Certificates Designating Place of Business and Registered Agent, money order #15-929801461 in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fee.

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the following:

STANLEY B. LEWIS, ESQ.  
TOOLS FOR CHANGE  
6255 N.W. 7th Avenue  
Miami, Florida 33150

700001697797  
-01/25/96--01048--017  
\*\*\*\*122.50 \*\*\*\*122.50

Thank you for attention to this matter.

Sincerely,

*Stanley B. Lewis*

Stanley B. Lewis, Esq.  
Attorney At Law

SL/cd  
Encls.

RECEIVED  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

95 JUN 25 PM 3:02

FILED

**TOOLS FOR CHANGE**

**BLACK ECONOMIC DEVELOPMENT COALITION, INC.**

draft/articles/str/cooper.inc

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

*SAB*  
*1/29/96*

ARTICLES OF INCORPORATION

OR

FILED

96 JAN 25 PM 3:02

THE COOPER PROPERTIES OF SOUTH FLORIDA INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is THE COOPER PROPERTIES OF SOUTH FLORIDA INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 3555 N.W. 187 Street, Miami, Florida 33056.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or

benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

#### ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 3555 N.W. 187 Street, Miami, Florida 33056 and the registered agent at that office is WONZETTA COOPER.

#### ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the ByLaws.

The initial Board of Directors of the Corporation shall be comprised of:

WONZETTA COOPER  
3555 N.W. 187 Street  
Miami, FL 33056

#### ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or herein-after prescribed by statute or set forth in the Corporation's ByLaws, so long as same does not conflict with the Florida Statutes.

**ARTICLE X: INCORPORATOR**

The incorporator of the Corporation is as follows:

WONZETTA COOPER  
3555 N.W. 187 Street  
Miami, FL 33056

IN WITNESS WHEREOF, I, WONZETTA COOPER, the undersigned incorporator, have signed these Articles of Incorporation on this 9th day of January, 1996 and acknowledged the same to be my act.

WONZETTA COOPER

STATE OF FLORIDA     )  
COUNTY OF DADE     )

The foregoing instrument was sworn to before me this 9th day of January, 1996 by WONZETTA COOPER, who personally appeared before me at the time of notarization, and who is personally known by me or who has provided A Passport issued by the United States of America #044070987 as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS  
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS  
My Commission CC407757  
Expires Sep. 18, 1998  
Bonded by HAI  
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

---

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That THE COOPER PROPERTIES OF SOUTH FLORIDA INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named WONZETTA COOPER located at 3555 N.W. 187 Street in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service 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.

BY: 

WONZETTA COOPER

DATE: 1/9/84

FILED  
96 JUN 25 PM 3:02