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BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President

Harold Butler, Jr.
Secretary

Valbert C. Anderson
Treasurer

Members

Cornelius E. Allan

Roginald Clyne, Esq.

I. Willard Fair

John A. Hall

Ken Mason

Congresswoman Carrie P. Meek

Garth C. Reaves

Nail Robinson

Dorothea Stewart

David L. Wilson

Elaine H. Black
Executive Director

March 3, 1997

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

Re: **Articles of Incorporation:
NANCA ENTERPRISES, INC.**

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporations a Certificate Designating Place of Business for NANCA ENTERPRISES, INC., along with check #265 in the amount of \$122.50 for filing fee.

Please file both the Article and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the undersigned attorney at:

**TOOLS FOR CHANGE
6255 N.W. 7TH AVENUE
MIAMI, FLORIDA 33150**

Thank you for your assistance with this matter.

Sincerely,

Jeannette G. Andrews, Esquire

NANCY O. WILSON

**TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.**

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

97 MAR -7 AM 11:51
STATE
SECRETARY

gfw 3/13/97

ARTICLES OF INCORPORATION

OF

NANCA ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR -7 AM 11:51

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:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is **NANCA ENTERPRISES, INC.**, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is **16010 N.W. 37th CT, Miami, FL 33054** and mailing address of Corporation is **P.O. Box 510273 Miami, Florida 33151**.

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 **16010 N.W. 37th CT, Miami, FL 33054**, and the registered agent at that office is **NANCY O. WILSON**.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have **two (2)** directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

ARTICLE IX: INCORPORATOR

The Incorporator of the Corporation is as follows:

NANCY O. WILSON
16010 N.W. 37th CT
Miami, FL 33054

IN WITNESS WHEREOF, I, **NANCY O. WILSON**, the undersigned incorporator, have signed these Articles of Incorporation on this 3rd day of March, 1997, and acknowledged the same to be my act.

Nancy O. Wilson
NANCY O. WILSON

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 3rd day of March, 1997 by **NANCY O. WILSON**, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a **FLORIDA DRIVER'S LICENSE** as identification.

NOTARY PUBLIC:

SIGN: *Geraldine M. Belle*

PRINT: Geraldine M. Belle
STATE OF FLORIDA AT LARGE



Geraldine Mathis Belle
My Commission CC577991
Expires Aug. 18, 2000

**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 **NANCA ENTERPRISES, 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 **NANCY O. WILSON**, at **16010 N.W. 37TH**, 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-

ACKNOWLEDGMENT:

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: *Nancy O. Wilson*
NANCY O. WILSON

DATE: 3 3 97

97 MAR -7 AM 11:51
COUNTY OF DADE
STATE