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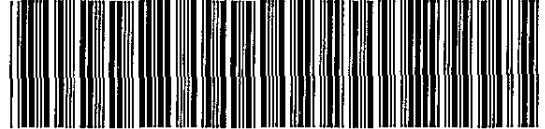
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04 AUG - 2 PM '04
DIVISION
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MEMORANDUM

TO: Department of State Division of Corporations

FROM: Annetta Jenkins, Palm Beach County LISC

DATE: August 4, 2004

SUBJECT: Corporate Filings

Articles of Incorporation of Florida Alliance of Community Development Corporations, Inc.

Please find the following attachments:

- (2) Copies of the By Laws
- (1) Original copy of the Articles of Incorporation
- (1) Copy of the Articles of Incorporation
- (1) Original copy of the Action by Unanimous Consent of Incorporation
- (1) Copy of the Action by Unanimous Consent of Incorporation
- (1) Check in the amount of \$87.50
 - Filing Fees \$ 35.00
 - Registered Agent Designation \$ 35.00
 - 2 Certified Copy \$ 8.75
 - \$ 87.50

If you have, any questions give me a call at 561-471-7700 ext. 18

Thanks
Annetta Jenkins, Senior Program Director
Palm Beach County LISC

Attachments

04 AUG -5 PM 1:14
SECRET
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF

Florida Alliance of Community Development Corporations, Inc.
A Florida "Not for Profit" Corporation

04 AUG -6 PM 1:14
SECRETARY
DIVISION

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

NAME OF CORPORATION: The name of the corporation is Florida Alliance of Community Development Corporations, Inc.

PRINCIPAL OFFICE: The principal office of the corporation is located at c/o Northwood Renaissance, 510 A 24th St., West Palm Beach, Florida 33407.

MAILING ADDRESS: The mailing address of the corporation is c/o Northwood Renaissance, 510 A 24th St., West Palm Beach, Florida 33407.

REGISTERED AGENT: The name of the registered agent of the corporation is Gerald Chester. The address of this registered agent is c/o Central Florida CDC, 847 Orange Avenue, Daytona Beach, FL 32114.

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws. If so provided for in the bylaws, the quorum for board of director meetings may be less than a majority of the incumbent directors (but in no event may the quorum be less than one third of the incumbent directors).

INCORPORATORS: The name and address of the incorporators are:

Gerald Chester
Central Florida CDC
847 Orange Avenue
Daytona Beach, FL
32114

Terri Murray
Northwood
Renaissance Inc.
510 A 24th Street
West Palm Beach,
Florida 33407

Maurice Mickens
Mt. Carmel CDC of
Clearwater
1012 Pennsylvania Ave
Clearwater, FL 33755

CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

Florida Alliance of Community Development Corporations, Inc.

1. To provide relief to the poor, the distressed and the underprivileged by promoting and assisting efforts to create jobs, eliminate blight and blighting influences, create affordable housing, secure adequate community and related facilities, services and physical and economic conditions.

2. To promote and assist local efforts to lessen the burdens of government, lessen neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration.

3. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

5. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit.

Florida Alliance of Community Development Corporations, Inc.

The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:
 - a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
 - d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

AMENDMENTS

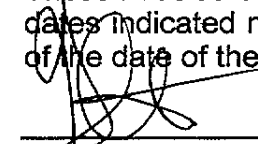
These Articles may be amended by a vote of three-fourths of the members of the Board of Directors then in office at any regular or special meeting. Notice of such meeting shall be provided to directors in the manner prescribed in the Bylaws.

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.


EXECUTION

These Articles of Incorporation are hereby executed by the incorporators on the dates indicated next to their signatures (this document shall be fully executed as of the date of the last of the three to sign).



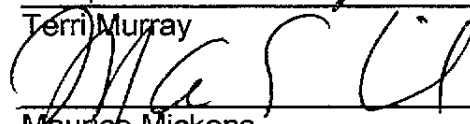
Gerald Chester

Date: June 28, 2004



Terri Murray

Date: July 13, 2004



Maurice Mickens

Date: JUNE 20, 2004

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Florida Alliance of
Community Development Corporations, Inc., a Florida not for profit corporation.



Gerald Chester

Date: 6/28/2004

FILED
SECRETARY OF STATE
DIVISION
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