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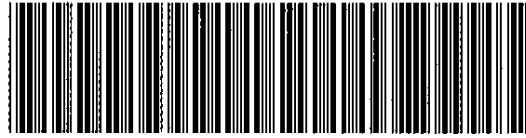
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DIVISION OF CORPORATIONS

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2011 SEP 26 AM 11:34
DIVISION OF CORPORATIONS

J. Shivers SEP 27 2011

COVER LETTER

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

SUBJECT: He Reigns Community Development Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mark R. Trimmings
Name (Printed or typed)

1247 NW 40th Street
Address

Miami, Florida 33127
City, State & Zip

305-343-2996
Daytime Telephone number

marktrmmngs@yahoo.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles..

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**ARTICLES OF INCORPORATION
OF
HE REIGNS COMMUNITY DEVELOPMENT CORPORATION**
(A Florida Not for Profit Corporation)

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COUNTY OF SHERMAN

The undersigned, acting as incorporator of a corporation under Florida Not for Profit Statutes, Chapter 617.02, adopt the following articles of incorporation for such corporation:

ARTICLE I – NAME

The name of the corporation shall be He Reigns Community Development Corporation, hereinafter referred to as the "Corporation".

ARTICLE II- DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III – LOCATION OF OFFICE

The location of the office of the Corporation shall be determined by the Board of Directors from time to time. The initial mailing address of the business shall be 1247 NW 40th Street, Miami, Florida 33127.

ARTICLE IV – PURPOSE

The Corporation is organized and will be operated exclusively for charitable, religious, educational, and scientific purposes, 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.

The purposes for which the Corporation, a nonprofit charitable corporation, is organized as a faith-based community development corporation, an affiliate of it parent corporation He Reigns Interdenominational Ministries, Inc. Specifically,

- (a) To address the social ills which plague our distressed community, such as; poverty, unemployment, inadequate housing, and to assist and offer youth, families, the elderly, veterans, the homeless, the mentally and developmentally disabled, the incarcerated or newly released, those infected or affected by HIV/AIDS, and others in need, through the provision of community and economic development activities and social services programs.
- (b) To assess the feasibility of the development of a facility that will house the ministries of multiple worshipping communities and other compatible organizations and businesses; and
- (c) To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Trustees; provided, however, that the purposes for which the Corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Code.

ARTICLE V – NOT FOR PROFIT ORGANIZATION

The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VI – INDEMINIFICATION

Each person now or hereafter a Director or Officer of the Corporation, and his or her heirs, executors and administrators, shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorneys' fees, imposed upon or reasonably incurred by him or her in connection with, or resulting from any action, suit, proceeding, or claim to which he or she is or may be made a party by reason of his or her being, or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him or her, except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such Director or Officer.

In the event of any other judgment against such Director or Officer, or in the event of a settlement, such indemnification shall be made only if the Corporation shall be advised either by the Board of Directors, if none of the persons involved shall be, or shall have been, a Director; or if otherwise, then by independent counsel to be appointed by the Board of Directors, that in its opinion such Director or Officer was not guilty of gross negligence or willful misconduct in the performance of his or her duty, and in the event of a settlement, that such settlement is in the best interests of the Corporation. If the Board of Directors makes such determination, it may rely as to all questions of law upon the advice of independent counsel. The right of indemnification conferred by this Article shall not be deemed exclusive of any other right or contract of indemnification to which such Director or Officer may be entitled under any Bylaw, agreement, resolution, or otherwise.

ARTICLE VII – LOCATION AND REGISTERED AGENT

The office of the registered agent shall be 1247 NW 40th Street, Miami, Florida 33127 and the name of the registered agent at such address is Mark R. Trimmings.

ARTICLE VIII – BOARD OF DIRECTORS/OFFICERS

Initial directors, as indicated herein, are appointed. Additional directors may be elected at any time by a majority vote of the serving directors. All other matters pertaining to Directors, including number, qualifications, terms, groups, eligibility, and elections shall be prescribed by the Bylaws of the Corporation.

The initial directors and officers shall be:

Mark R. Trimmings, President
1247 NW 40 Street
Miami, Florida 33127

Gail Trimmings, Vice President
1247 NW 40 Street
Miami, Florida 33127

Lisa Jones, Ph.D., Secretary
PO Box 680626
Miami, Florida 33147-1440

BYLAWS

The Board is authorized to make, alter, amend, or repeal the Bylaws of the Corporation, and members shall have the authority to make, alter, amend, or repeal such Bylaws only as provided therein.

**ARTICLE X
LIMITATIONS**

The Corporation shall have no capital stock and no part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, Board member or other individual having a personal or private interest in the activities of the Corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article IV. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code or (b) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XI - NAME OF INCORPORATOR

The name and address of the initial incorporators is Mark R. Trimmings, 1247 NW 40th Street, Miami, Florida 33127.

**ARTICLE XII
DISTRIBUTION UPON DISSOLUTION**

Upon any dissolution of the Corporation under provisions of the laws of the State of Florida for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c) (3) of the Code, or any successor statutes, and which further the purposes set forth in Article V. In no event shall any of the Corporation's assets be distributed to the officers or Board members of the Corporation.

**ARTICLE XIII
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by the affirmative vote of two-thirds (2/3) of the Board of Trustees, which vote must be ratified by a two-thirds (2/3) vote of the members of the Corporation upon thirty (30) days' written notice to each member of the Corporation. If any member of the Corporation does not vote on ratification of the proposed amendment within 45 (forty-five) days, then that member is presumed to be voting in approval of the proposal.

The undersigned incorporator(s) certify (ies) that she/he/they execute(s) these articles for the purposes herein stated.


Mark R. Trimmings, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT & OFFICE

Pursuant to Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement designating the registered agent and office.

The name and address of the registered agent is **Mark R. Trimming, 1247 NW 40th Street, Miami, Florida 33127**

Having been named the registered agent and accept service of the process for the above stated corporation at the place designated as registered agent and agrees to act in this capacity. I further agree to comply with the provisions of the statutes relating to the proper and complete performance of my duties. And, I am familiar with and accept the obligation of the position of Registered Agent.


Mark R. Trimmings, Registered Agent

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MIAMI, FLORIDA