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FLORIDA NON-PROFIT CORPORATION

Operation: Hope, Inc.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 30, 1999

HOLLAND & KNIGHT OF JACKSONVILLE

SUBJECT: OPERATION: HOPE, INC.  
REF: W99000007536

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THE NAME CONFLICT IS OPERATION HOPE, INC. DOC #N97000005337.

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Neysa Culligan  
Document Specialist

FAX Aud. #: H99000007465  
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**ARTICLES OF INCORPORATION  
OF  
OPERATION: NEW HOPE, INC.**

The undersigned, acting as incorporator of Operation: New Hope, Inc. under the Florida Not For Profit Corporation Act, submits the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

**Operation: New Hope, Inc.**

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the Corporation are:

1131 N. Laura Street  
Jacksonville, Florida 32206

ARTICLE III. DURATION AND COMMENCEMENT

The Corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized as a corporation not-for-profit, exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, including, but not limited to, the following: building and remodeling homes in the innercity of Jacksonville, Florida, to provide economic assistance to economically disadvantaged residents by creating opportunities for jobs and affordable housing and other activities related or incidental to economic redevelopment of blighted intercity areas.

The purposes of the Corporation also include the performance of activities related or incidental to the furtherance of the Corporation's stated purposes and permitted under the laws of the United States and Florida.

Prepared by L. Kinder Cannon III  
Holland & Knight LLP (904)354-4141  
One Independent Drive, #2000  
Jacksonville, FL 32202  
Florida Bar No.: 100578

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#### ARTICLE V. LIMITATIONS ON CORPORATE POWER

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

(b) 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 publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

(d) Should the Corporation at any time be considered a "private foundation" under Section 509(a) of the Internal Revenue Code of 1986, the following limitations will apply:

(i) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(ii) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(iv) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

#### ARTICLE VI. MEMBERS

The qualification for members and the manner of their admission will be as provided in the bylaws. The rights exercisable by members will also be as provided in the

bylaws. The members will elect directors at the first annual meeting of members and at each annual meeting thereafter.

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

The Corporation designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Corporation and names Intrastate Registered Agent Corporation the Corporation's initial registered agent at that address to accept service of process within this state.

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The Corporation has three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The method of election or appointment of the directors shall be as provided in the bylaws. The names of the initial directors are:

Kevin Gay

Ed Hayes

The Reverend Davette Turk

#### ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
L. Kinder Cannon III	50 North Laura Street Suite 3900 Jacksonville, FL 32202

#### ARTICLE X. DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or shall be distributed 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 Circuit Court for the County in which the principal office of the Corporation is then located,

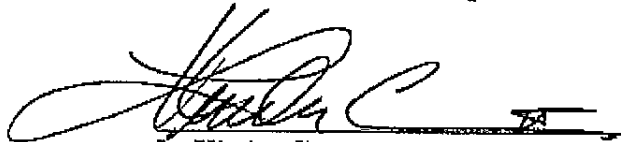
exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No part of the assets or net earnings of the Corporation may be distributed or inure to the benefit of any individual.

#### ARTICLE XI. INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, has executed these Articles of Incorporation this 29th day of March, 1999.

  
L. Kinder Cannon III, Incorporator

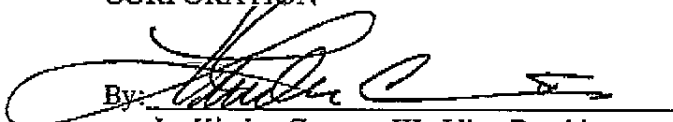
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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

**INTRASTATE REGISTERED AGENT CORPORATION**

Dated: March 29, 1999

By:   
L. Kinder Cannon III, Vice President

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