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FRANK A. BAKER, P.A.
*BOARD CERTIFIED CIVIL TRIAL
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904-526-2714

June 24, 1999

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*****78.75 *****78.75

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

RE: Jerusalem-Mt. Olive Community Association, Inc.

Dear Sir or Madam:

Enclosed is my check in the amount of \$78.75, and an original and one copy of the Article of Incorporation of Jerusalem-Mt. Olive Community Association, Inc. Please be so kind as to file it at your earliest convenience and return a copy to my office

Thank you. If you have any questions, please call.

Sincerely,

Frank A. Baker /s/

FRANK A. BAKER, ESQ.

FAB:sdb/secstate.ltr

Enclosures (as stated above)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JERUSALEM-MT. OLIVE COMMUNITY ASSOCIATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, does hereby make and adopt the following articles of Incorporation:

**ARTICLE 1
NAME**

The name of the Corporation is **JERUSALEM-MT. OLIVE COMMUNITY ASSOCIATION, INC.**

**ARTICLE 2
NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**ARTICLE 3
DURATION**

The duration (term) of the Corporation is perpetual.

**ARTICLE 4
PURPOSES**

The Corporation is organized, and shall be operated exclusively, for the following purposes:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of

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such property, for any of the purposes set forth herein.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. Specifically (but without limitation of the foregoing or of any other powers or purposes under applicable Florida law), to operate as a community development corporation and to own and/or lease real property for the operation of a community center.

ARTICLE 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (to officers and/or Directors, or to other persons) and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

ARTICLE 6 MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows: Christine Speights, 2006 Highway 73, Marianna, FL, 32448; Shawn Roulhac, 3040 Five Points Road, Cottdale, FL, 32431; Isaiah Morgan, 2032 Highway 73, Marianna, FL 32448; Norma Merritt, 2669 Highway 73, Marianna, FL, 32448; Naomi Merritt, 4424 Pandora Road, Marianna, FL, 32448; Betty J. Maybon, 3343 Five Points Road, Cottdale, FL, 32431; Annie M. Lovett, 2090 Highway 73, Marianna, FL, 32448; Gail Jones, 2118 Fairview Road, Marianna, FL, 32448; Vinnie H. Ephraim, 2679 Highway 73, Marianna, FL, 32448; Thomas Ephraim, 2679 Highway 73, Marianna, FL, 32448; Charles Donald, 2667 Highway 73, Marianna, FL, 32448; Douglas Jones, 2118 Fairview Road, Marianna, FL, 32448; Francis Menchion, 3503 Gardenview Road, Cottdale, FL, 32431; Lillie Speights, 4222 South Street, Marianna, FL, 32448; Yvonne Stevens, 4499 Lovett Road, Marianna, FL, 32448; Russell Young, 2284 Beretta Lane, Cottdale, FL, 32431; and Robert Tanner, Jr., 2341 Topaz Road, Cottdale, FL, 32431.

**ARTICLE 7
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 2679 Highway 73, Marianna, FL, 32448, and the name of its initial Registered Agent at that address is Thomas Ephraim. The initial mailing address of the Corporation is 2679 Highway 73, Marianna, FL, 32448. By his signature to these Articles, the said agent consents to the appointment as such, and by his signature hereto acknowledges that he is familiar with and accepts the obligations of that position. The Board of Directors may move the registered office or appoint a successor resident agent for the Corporation as it deems fit, from time to time.

**ARTICLE 8
INITIAL BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The numbers of Directors constituting the initial Board of Directors is seventeen. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be greater than nineteen nor less than three. The Voting Members shall elect the Directors annually. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows: Christine Speights, 2006 Highway 73, Marianna, FL, 32448; Shawn Roulhac, 3040 Five Points Road, Cottdale, FL, 32431; Isaiah Morgan, 2032 Highway 73, Marianna, FL 32448; Norma Merritt, 2669 Highway 73, Marianna, FL, 32448; Naomi Merritt, 4424 Pandora Road, Marianna, FL, 32448; Betty J. Maybon, 3343 Five Points Road, Cottdale, FL, 32431; Annie M. Lovett, 2090 Highway 73, Marianna, FL, 32448; Gail Jones, 2118 Fairview Road, Marianna, FL, 32448; Vinnie H. Ephraim, 2679 Highway 73, Marianna, FL, 32448; Thomas Ephraim, 2679 Highway 73, Marianna, FL, 32448; Charles Donald, 2667 Highway 73, Marianna, FL, 32448; Douglas Jones, 2118 Fairview Road, Marianna, FL, 32448; Francis Menchion, 3503 Gardenvue Road, Cottdale, FL, 32431; Lillie Speights, 4222 South Street, Marianna, FL, 32448; Yvonne Stevens, 4499 Lovett Road, Marianna, FL, 32448; Russell Young, 2284 Beretta Lane, Cottdale, FL, 32431; and Robert Tanner, Jr., 2341 Topaz Road, Cottdale, FL, 32431.

**ARTICLE 9
OFFICERS**

The Officers of the Corporation shall consist of a President, Vice-President, a Secretary, and a Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Voting Members (and may be removed by the Board of Directors) at such time and in such manner as may be

prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows: Thomas Ephraim, 2679 Highway 73, Marianna, FL, 32448, as President; Isaiah Morgan, 2032 Highway 73, Marianna, FL, 32448, as Vice-President; Betty Maybon, 3343 Five Points Road, Cottondale, FL, 32431, as Secretary; and Christine Speights, 2006 Highway 73, Marianna, FL, 32448, as Treasurer.

ARTICLE 10 INCORPORATORS

The names and addresses of each Incorporator are: Thomas Ephraim, 2679 Highway 73, Marianna, FL, 32448; Isaiah Morgan, 2032 Highway 73, Marianna, FL, 32448; Betty Maybon, 3343 Five Points Road, Cottondale, FL, 32431; and Christine Speights, 2006 Highway 73, Marianna, FL, 32448.

ARTICLE 11 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE 12 TURNOVER OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which are themselves exempt under Section 501(c)(3) and/or Section 170(c)(2) of the Internal Revenue Code (or corresponding sections of past or future law) or to the federal, state or local government for exclusively public purposes.

ARTICLE 13 INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

**ARTICLE 14
BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

**ARTICLE 15
COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE 16
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this June __, 1999.

Isaiah Morgan
Isaiah Morgan, as Incorporator

Thomas L. Ephraim
Thomas Ephraim, Incorporator and Resident Agent

Betty Maybon
Betty Maybon, as Incorporator

Christine Speights
Christine Speights, as Incorporator

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SECRETARY OF STATE
ALLIED BUSINESS SYSTEMS, INC.
TALLAHASSEE, FLORIDA

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State of Florida
County of Jackson:

THE FOREGOING INSTRUMENT was acknowledged before me this June __ 1999, by Thomas Ephraim, as Incorporator and Resident Agent, and by Isaiah Morgan, Betty Maybon, and Chrisine Speights, as Incorporators, who are personally known to me or who produced Dr. Lic. as identification and who did take an oath.

Sheryl L. Branning
Notary Public--
My Commission Expires:

fb\jerusalem.art



"OFFICIAL SEAL"
Sheryl L. Branning
My Commission Expires 11/7/99
Commission # CC 497593