

Greater Friendship Baptist Church

539 George M. Ingram Boulevard

Daytona Beach, FL 32114

(904) 252-0322

Reverend John W. McKenzie, Pastor

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 15, 1999

N99000004496

Division of Corporations

Department of State

Post Office Box 6327

Tallahassee, FL 32314

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****105.00 *****70.00

Subject: GREATER FRIENDSHIP COMMUNITY DEVELOPMENT CORPORATION

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation as well as our check in the amount of \$70.00 (\$35.00 for the filing fee, and \$35.00 for the Registered Agent Designation fee).

Should you require additional information or have any questions, please do not hesitate to call (904) 252-0322. Thank you.

Sincerely,

Chipella S. Strickland

Chipella S. Strickland

Registered Agent

Enclosures

Rev. John W. McKenzie GAVE
AUTHORIZATION BY PHONE TO

CORRECT *Art. I*

DATE *7/23/99*

DOC. EXAM *Walter Brown*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GREATER *FRIENDSHIP COMMUNITY DEVELOPMENT* CORPORATION
A FLORIDA NON-PROFIT CORPORATION**

**ARTICLE I
Corporate Name**

The name of this corporation is Greater Friendship Community Development Corporation
539 George W. Engram Boulevard - Daytona Beach, FL 32114.

**ARTICLE II
Corporate Nature**

This is a non-profit corporation, organized solely for general family community services purposes pursuant to the Florida Corporations Not For Profit law set forth in Section 617 of the Florida Statutes.

**ARTICLE III
Duration**

The term of existence of the Corporation is perpetual.

**ARTICLE IV
General and Specific Purposes**

The specific and primary purposes for which this Corporation is formed are:

- ◆ for the advancement of family community services and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- ◆ to provide day care for children and elderly; to provide parenting classes; to provide individual and family counseling; to teach healthy and positive family values and beliefs; to provide tutoring and mentoring services; to teach effective communication skills and cultural awareness; to provide resources and jobs; to offer college scholarships; and to provide continuous community support.
- ◆ to operate exclusively in any other manner for such family community services purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V
Registered Office/Registered Agent

The address of the initial registered office of the Corporation is 539 George W. Engram Boulevard, Daytona Beach, FL 32114, and the name of its initial registered agent at such address is Chipella S. Strickland, *Church Clerk*.

ARTICLE VI
Management of Corporate Affairs

The power of this Corporation will be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Directors appointed at the first annual meeting, and at subsequent annual meetings, will serve for a term of one (1) year until the annual meeting of Directors following the appointment of Directors, as named during Greater Friendship Baptist Church's ("Greater Friendship") Annual Business Meeting. Greater Friendship Community Development Corporation annual meetings will be held at 539 George W. Engram Boulevard, Daytona Beach, Florida, on January 15th, of each year at 6:00 p.m., or at such other times or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board will individually or collectively consent in writing to such action. Such written consent or consents will be filed with the minutes of the proceedings of the Board, and any such action by written consent will have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which related to action so taken will state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation (hereafter "Articles") and the By-laws of this Corporation authorize the Directors to so act. Such a statement will be prima facie evidence of such authority.

The number of Directors of the Corporation shall be eight (8). Only one (1) member normally will not have voting rights, except in the event of requiring a tie-breaker; however, that number may be changed by a by-law duly adopted by the Directors. The President of the Board of Directors will appoint the following officers: Vice President, Secretary and Treasurer, and such other officers as the by-laws of this Corporation may authorize. The Senior Pastor of Greater Friendship always will serve as the President. The Directors named herein as the first Board of Directors will hold office until its first meeting at which time the appointment of Directors will be announced. Until such appointments are made, the following persons will serve as corporate officers:

| | <u>Name</u> | <u>Address</u> |
|-------------------------|--|--|
| President: | Senior Pastor Reverend John W. McKenzie | 420 Fletcher Street Daytona Beach, FL 32114 |
| Vice President: | Director of Deacon Board Charles Williams | 1333 Ginsberg Drive Daytona Beach, FL 32114 |
| Secretary: | Church Clerk Chipella S. Strickland | 2200 Citrus Avenue South Daytona, FL 32119 |
| Treasurer: | Church Treasurer Carlton Scarlett | 318 Jefferson Street Daytona Beach, FL 32114 |
| Director: | Director of Trustee Board Bettye Bates | 1071 North Gertrude Court Daytona Beach, FL 32117 |
| Director: | Director of Christian Education Sandra Strapp | 1644 Fifth Street Daytona Beach, FL 32117 |
| Director: | Financial Consultant Melvin Wingfield | 615 Kingston Avenue Daytona Beach, FL 32114 |
| Director: Non-voting | Legal Consultant Anthony E. Jackson, Esquire | 301 S Ridgewood Avenue Daytona Beach, FL 32114 |

ARTICLE VII

Earnings and Activities of Corporation

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to its Directors, officers or other private persons, except that the Corporation will 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 Article IV hereof.

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

Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a

corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Articles, this Corporation will not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE VIII Amendment of By-laws

Subject to the limitations contained in the By-laws, and any limitations set forth in the Corporations Not For Profit laws of the State of Florida, concerning corporate action that must be authorized or approved by the Directors of the Corporation, By-laws of this Corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-laws.

ARTICLE IX Dedication of Assets

The property of this Corporation is irrevocably dedicated to family community services purposes, and no part of the net income or assets of this Corporation will ever inure to the benefit of any director, officer or any private individual.

ARTICLE X Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of Directors for their vote.

We, the undersigned, being the subscribers and incorporators of this Corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 30th day of May, 1999.

Rev. John W. McKenzie
Reverend John W. McKenzie, Subscriber

State of FL, County of Volusia
Signed before me on this 30th day
of May, 1999 by Rev. John W. McKenzie
Notary Public [Signature]

Chipella S. Strickland
Chipella S. Strickland, Registered Agent

State of FL, County of Volusia
Signed before me on this 30th day
of May, 1999 by Chipella S. Strickland
Notary Public [Signature]



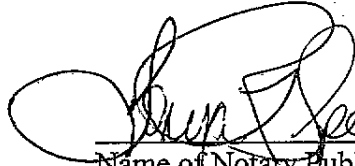
"OFFICIAL SEAL"
Tonya R. Spencer
My Commission Expires 9/22/2000 - 4 -
Commission #CC 587387



"OFFICIAL SEAL"
Tonya R. Spencer
My Commission Expires 9/22/2000
Commission #CC 587387

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 30th day of May, 1999, by John W. McKenzie who is personally known to me and who did take an oath.



Name of Notary Public

Commission No.

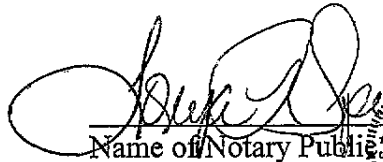
Date Commission Expires



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Date Commission Expires:



"OFFICIAL SEAL"
Tonya R. Spencer
My Commission Expires 9/22/2000
Commission #CC 587387

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: Greater Friendship Community Development Corporation
2. The name and address of the registered agent and office is:

Church Clerk
c/o Chipella S. Strickland
539 George W. Engram Boulevard
Daytona Beach, FL 32114

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.

June 15, 1999
Date

Chipella S. Strickland
Signature

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99 JUL 21 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA