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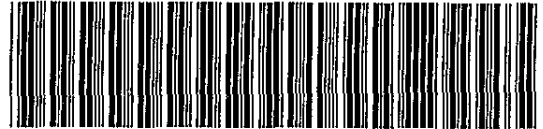
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**Mel C. Magidson Jr., P.A.**

Attorney at Law

528 6th Street • Post Office Box 340 • Port St. Joe, FL 32457  
Phone (850) 227-7800 • Fax (850) 227-7878

February 26, 2005

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32399

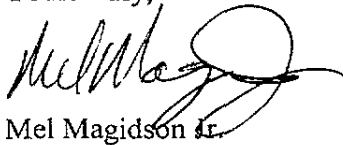
***RE: Articles of Incorporation for Gulf County  
Community Development Corporation***

To Whom It May Concern:

Enclosed are the Articles of Incorporation with the Acceptance of Registered Agent for the referenced corporation. Also enclosed is a check in the amount of \$78.50 for the filing fee and the cost of a certified copy of the Articles. Please file the document and return the certified copy to me at your earliest convenience.

Thank you for your assistance.

Yours truly,



Mel Magidson Jr.

MCM/mls  
encls.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

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March 9, 2005

MEL C. MAGIDSON JR., P.A.  
528 6TH STREET  
PORT ST. JOE., FL 32457

SUBJECT: GULF COUNTY COMMUNITY DEVELOPMENT CORPORATION  
Ref. Number: W05000012365

We have received your document for GULF COUNTY COMMUNITY DEVELOPMENT CORPORATION and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Carolyn Lewis  
Regulatory Specialist II  
New Filings Section

Letter Number: 705A00016407

**ARTICLES OF INCORPORATION FOR  
GULF COUNTY COMMUNITY DEVELOPMENT CORPORATION**

We, the undersigned incorporators, each being natural persons over the age of 19 years, do hereby make, subscribe, and verify the following Articles of Incorporation for the purpose of forming a nonprofit corporation under the Florida Nonprofit Corporation Act.

**Article I: Name of Corporation**

The name of the corporation shall be the Gulf County Community Development Corporation (hereinafter referred to as "the Corporation").

**Article II: Corporate Address**

The mailing address of the Corporation is P.O. Box 837, Port St. Joe, FL 32457.

**Articles III: Duration of Corporation**

The period of duration of the Corporation is perpetual.

**Article IV: Statement of Purpose**

A. The Corporation is organized exclusively for charitable and educational purposes, within the meaning of Section 501c(3) of the Internal Revenue Code, as from time to time amended ("the Code"), to create through education, collaboration, and cooperation among **community members and organizations**, a productive, safe, caring, and cohesive community within the Northwest Florida region, in the State of Florida. The Corporation shall seek to develop a sense of community pride by working to establish programs aimed at making the community socially and economically sound. The business and objectives to be carried on and promoted by the Corporation include, but are not limited to the following:

- 1 The Corporation will use a comprehensive approach to providing safe, decent, secure and affordable housing in a suitable environment for very-low, low, and moderate-income members of the community.
- 2 The Corporation will partner with public and private entities to preserve and improve existing neighborhoods by renovating existing housing, replacing substandard housing, and strengthening community organization(s) to maintain the integrity and character of the neighborhood while improving the quality of life for its residents.

- 3 The Corporation will help establish new neighborhoods and communities by working in partnership with public and private entities to build safe decent affordable new construction housing for buyers and renters wanting to improve the quality of life for their families.
- 4 The Corporation will work to secure and establish the financial tools necessary to accomplish our housing agenda.
- 5 The Corporation will always seek the best practice(s) to accomplish our housing agenda.
- 6 The Corporation will not discriminate on the basis of race, color, religion, sex, handicap, familial status, or national origin and is committed to insuring diversity among it's membership and on the board of directors.

B. Notwithstanding any other provisions of these Articles, the Corporation shall be subject to the following limitations:

1. The terms "charitable and educational purposes" are limited to the meaning of those terms as used in Section 501c(3) of the Code, as from time to time amended.
2. No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable and educational purposes.
3. The Corporation may not undertake any activity not permitted to be undertaken by an organization exempt from federal income taxation under Section 501c(3) of the Code or the corresponding provision of any future United States Internal Revenue law and under Section 170c(2) of the Code or the corresponding provision of any future United States Internal Revenue law. In particular, no substantial part of the activities of the Corporation may attempt to influence legislation or carry on propaganda, and the Corporation may not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### **Article V: Powers**

The Corporation shall have the power to do all lawful acts necessary or desirable to carry out its purpose consistent with the provisions of the Florida Nonprofit Corporation Act, as from time to time amended, and Section 501c(3) of the Code.

#### **Article VI: Registered Office Address and Registered Agents**

The address of the initial registered office of the Corporation is 110 Brenda Drive, Port St. Joe, Florida 32456, and the initial registered agent at that address is Dannie E. Bolden.

#### **Article VII: Board of Directors**

A. The number of directors shall be not less than seven.

B. The names and addresses of the directors constituting the initial Board of Directors are:

Dannie Bolden  
110 Brenda Drive  
Port St. Joe, Florida  
32456

David Warriner  
Post Office Box 280  
Port St. Joe, Florida  
32457

Tracey Melvin  
507C 7<sup>th</sup> Street  
Port St. Joe, Florida  
32456

John Hendry  
1511 Monument Ave  
Port St. Joe, Florida  
32456

Alan McNair  
559 South Hwy 71  
Wewahitchka, Florida  
32465

Greg Johnson  
202 Marina Drive  
Port St. Joe, Florida  
32456

Mel Magidson Jr.  
528 6<sup>th</sup> Street  
Port St. Joe, Florida  
32456

David Langston  
P.O. Box 837  
Port St. Joe, Florida  
32457

C. The Board of Directors shall have those powers necessary to manage and control the business, assets, and affairs of the Corporation. Without limiting the foregoing, the Board shall have the power, to the fullest extent possible under law, to modify any restriction or condition on the distribution of funds for any specified organization if, in the Board's sole judgment, such restriction or condition becomes in effect unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the Corporation.

#### **Article VIII: Election of Directors**

Directors shall be elected in the manner stated in the By-Laws of the Corporation.

#### **Article IX: Incorporators**

The names and addresses of the Corporation's incorporators are:

Dannie Bolden  
110 Brenda Drive  
Port St. Joe, Florida 32456

## **Article X: Directors' Liability**

A. A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Nonprofit Corporation Act as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

B. Directors of the Corporation shall not be personally liable to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve the intentional misconduct by the director or a knowing violation of law by a director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

C. Except as otherwise provided by law, no director of the Corporation shall be personally liable to the Corporation for monetary damages unless for the breach of fiduciary duty as a director. The preceding sentence shall not apply, however, to the extent such breach would jeopardize the Corporation's status as a Florida nonprofit corporation and as an organization exempt from taxation under Section 501c(3) of the Code.

## **Article XI: Indemnification**

Except as otherwise provided by law, the Corporation will indemnify and hold harmless each director and officer of the Corporation from and against any loss, injury, expense, or damage suffered or sustained by him or her by reason of any acts, omissions, or alleged act or omissions arising out of his or her activities on behalf of the Corporation or in furtherance of the Corporation's interest, including (but not limited to) any judgment, award, settlement, reasonable attorneys' fees, and any other costs or expenses incurred in connection with the defense of an actual or threatened action, proceeding, or claim is based are not adjudged by a court of competent jurisdiction to have been performed or omitted fraudulently or in bad faith or as a result of gross negligence. The preceding sentence will not apply, however, to the extent that such application would jeopardize the Corporation's status as a Section 501c(3) organization under the Code. The Corporation may obtain insurance to cover the forgoing liability.

## Article XII: Limitations

A. All of the purposes and powers of the Corporation shall be exercised exclusively for charitable and educational purposes in such a manner that the corporation shall qualify as an exempt organization under Section 501c(3) of the Code or the corresponding provision of any future United States Internal revenue law, and that contributions to the Corporation shall be deductible under Section 170c(2) of the Code or the corresponding provision of any future United States Internal Revenue law.

B. Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or after provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations recognized as exempt under Section 501c(3) of the Code or the corresponding provision of any future United States Internal Revenue law, and shall be used exclusively to accomplish the purposes for which this Corporation is organized.

## Article XIII: Amendments

All provisions of these Articles of Incorporation will be subject to amendment, consistent with the provisions of the Nonprofit Corporation Act (AS 10.20) and Section 501c(3) of the Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

*Dannie Bolden*  
Dannie Bolden, Incorporator

3-17-05  
Date

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Gulf County Community Development Corporation at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

*Dannie Bolden*  
Dannie Bolden, Registered Agent

3-17-05  
Date

FILED  
05 MAR -1 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA