

170762

CAPITAL CONNECTION, INC.

417 Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

St. John Properties Corporation

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*****35.00 *****35.00

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01 DEC 17 PM 1:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
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- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
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01 DEC 19 PM 4:13
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TALLAHASSEE, FLORIDA

12/20/01
501(c) status is provided for in this amendment and although this is a profit corporation the language is acceptable as amended KB

Signature C. Coulliste DEC 20 2001

Requested by: SK
Name SK Date 12/17/01 Time 11:07

Walk-In _____ Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 17, 2001

Capital Connection, Inc.
417 E. Virginia St., Ste. 1
Tallahassee, FL 32301

SUBJECT: ST JOHN PROPERTIES CORPORATION
Ref. Number: 170762

We have received your document for ST JOHN PROPERTIES CORPORATION and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is no provision to change from a profit corporation to a nonprofit corporation by filing articles of restatement.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 501A00066073

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TALLAHASSEE, FLORIDA

Articles of Restatement
ST. JOHN PROPERTIES CORPORATION
A Florida Corporation
Division of Corporations Document No. 170762

FILED
2001 DEC 19 11 P.M. 113
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

St. John Properties Corporation hereby restates and amends its Articles of Incorporation pursuant to section 607.1007, Florida Statutes.

ADOPTION: On December 12, 2001, the board of directors of this Corporation adopted these Articles of Restatement. Because the restated articles of incorporation include amendments shareholder approval is required. The Corporation has only one shareholder, St. John Community Development Corporation, a Florida not for profit corporation, which, by its signature below, consents to the adoption of these Articles of Restatement.

The text of the prior Articles of Incorporation and amendments is hereby replaced with the text of the restated Articles of Incorporation as follows:

FIRST: The name of the corporation is St. John Properties Corporation

SECOND: The period of duration is perpetual

THIRD: The aggregate number of shares which the corporation shall have authority to issue is 100 of no par value.

FOURTH: The address of the registered office of the corporation is c/o Legal Services of Greater Miami, Suite 500, 3000 Biscayne Blvd., Miami, Florida 33137. The registered agent at this address is John M. Little.

FIFTH: The Articles of Incorporation may be amended by the board of directors adopting a resolution setting forth the proposed amendment. The proposed amendment must then be ratified by a majority vote at a meeting of the shareholders that was properly called and held in Florida in accordance with the provisions of the bylaws.

SIXTH: Any director or the entire board of directors may be removed by the shareholders, with or without cause, at a special shareholder meeting called expressly for that purpose in accordance with the requirements for such a meeting as is specified in the bylaws. The method of electing directors shall be stated in the bylaws.

SEVENTH: The principal office of the corporation is 1324 NW 3rd Ave., Miami Florida 33126

EIGHTH: The mailing address of the Corporation is P. O. Box 015344, Miami FL 33101 5344.

NINTH: The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To raise the economic, educational and social levels of the residents of Miami-Dade County Florida, including members of the minority community, who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines, to foster and promote community wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated.

2. To expand the opportunities available to said residents and groups to own, manage, and operate business enterprises in economically depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; and to assist said residents and groups in obtaining financial support from other sources.

3. To expand opportunities available to said residents and groups to obtain adequate low-cost housing accommodations by constructing, rehabilitating, and providing decent, safe and sanitary housing in South Florida for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of the corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide such housing through rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites in the place of blighted structures or blighted vacant sites for the purpose of combatting the deterioration of the community and contributing to its physical improvement.

4. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propoganda, or otherwise attempting to influence legislation.

5. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

6. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

TENTH: 501(c)(3) Limitations

1. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propoganda or otherwise attempting to influ-

ence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

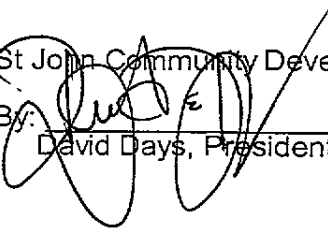
e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Signed this 13 day of December, 2001



Gregory D. Gays, President

With its signature below the sole shareholder of this Corporation consents to the adoption of these Articles of Restatement.

St John Community Development Corporation
By: 

David Days, President