

746411

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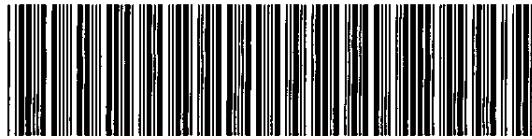
Certificates of Status

Special Instructions to Filing Officer:

*Called Mrs. Judge 4/4/08,
the Board of directors
are same as members.*

Theris 4/9/08

Office Use Only



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FILED
2008 APR -7 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Rstart
Theris
4-9-08*

ANTIOCH DEVELOPMENT CORP

P. O. Box 784374 ♦ Winter Garden, Florida 34776

Office: 407-877-6861 ♦ Fax: 407-656-8006

April 2, 2008

FLORIDA DEPARTMENT OF STATE

Divisions of Corporations

Attention: Thelma Lewis, Document Specialist Supervisor

PO Box 6327

Tallahassee, Florida 32314

RE: Antioch Development Corporation

Ref. Number: 746477

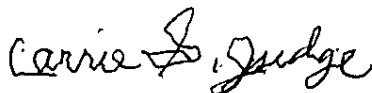
Ms. Lewis:

Please accept the enclosed revision of our restated Articles of Incorporation which includes a statement, as directed by your letter (#408A00017045) dated March 21, 2008 affirming that these contain amendments which were reviewed by the members of the Board of Directors and properly voted upon and adopted in accordance with the Corporation's Bylaws.

Enclosed are the required fees totaling \$43.75 for filing (\$35.00) and a certified copy up to 8 pages (\$8.75).

If you have any concerns regarding this matter, please call (407) 877-6861.

Respectfully Submitted,



Mrs. Carrie S. Judge



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 21, 2008

CARRIE S. JUDGE
ANTIOCH DEVELOPMENT CORPORATION
P. O. BOX 784374
WINTER GARDEN, FL 34778-4374

SUBJECT: ANTIOCH DEVELOPMENT CORPORATION
Ref. Number: 746411

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 408A00017045

ANTIOCH DEVELOPMENT CORPORATION

P. O. Box 784374 ♦ Winter Garden, Florida 34778-4374

Office: 407-877-6861 ♦ Fax: 407-656-8006

March 17, 2008

Department of State (Florida)
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed please find an amendment to the Articles of Incorporation for the Antioch Development Corporation, Entity Number 746411.

This is also a notice of change in address for the above Corporation to the following:

**Antioch Development Corporation
Entity Number 746411
PO Box 784374
(1602 Debut Lane. Winter Garden, FL 34787)
Winter Garden, FL 34778-4374**

We appreciate your immediate attention to the above matters.

Regards,

Carrie S. Judge

Carrie S. Judge, Owner/Agent
Antioch Development Corporation

RECEIVED
2008 MAR 20 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2008 APR -7 PM 12:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED ARTICLES OF INCORPORATION OF
ANTIOCH DEVELOPMENT CORPORATION
(A FLORIDA NONPROFIT CORPORATION)

The undersigned, acting as the Registered Agent of a corporation under the Not for Profit Corporation Act of the State of Florida, revised and amend all previous submitted Articles of Corporation for such corporation:

ARTICLE I
NAME

The name of this corporation, hereafter referred to as "the Corporation," is ANTIOCH DEVELOPMENT CORPORATION.

ARTICLE II
STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the 2007 Florida State Statutes governing Corporations Not for Profit as set forth in Chapter 617.

ARTICLE III
GENERAL AND SPECIFIC PURPOSES

The Corporation is organized exclusively for charitable, scientific and educational purposes, including for such purposes:

- 1) To raise the economic, educational and social levels of the underprivileged, which have substantial unemployment or represent low-income families; to foster and to promote community-based interest and concern for the problems of such communities to the end that:
 - i) Housing shortages for the elderly and the poor, and blighted neighborhoods and otherwise may be eliminated;
 - ii) Sickness, poverty and crime may be lessened; and
 - iii) Educational and economic opportunities may be expanded among the residents of such communities;
- 2) To expand the opportunities available to said residents and groups to obtain adequate low-cost housing accommodations;
- 3) To provide aid, support, and assist by gifts, contributions or otherwise to other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific, literary, or educational purposes. No part of the net earnings of the receiving organization shall inure to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation;
- 4) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, or governmental bureaus, departments or agencies.

In furtherance, but not in limitation, of the foregoing charitable, educational and scientific purposes, Antioch Development Corporation shall have the following powers:

- 5) To borrow money and to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, and other corporate obligations for moneys borrowed, or in payment for property acquired or for any of the purposes of the Corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights and privileges of the Corporation;
- 6) To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purpose as detailed above;
- 7) To hold any property, or any undivided interest therein, without limitation as to amount or value and to dispose of any such property;
- 8) To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock, and any other securities of any kind whatsoever, and the property, real, personal or mixed, tangible or intangible, all as the Corporation's Board of Directors shall deem advisable to best promote the purposes of the Corporation and as may be permitted by law;
- 9) To obtain information and conduct research, studies and analyses of the problems of said communities and prepare and publish reports as to any and all matters that may be of use in furthering the expansion of business enterprises owned and/or operated by said residents and groups, including information, research, studies, analyses and reports, as to markets, products, services, skills, sources of financing and any and all other matters;
- 10) To engage in housing production and related activities in order to improve the living conditions of said residents;
- 11) To exercise all other rights and powers conferred upon corporations formed under the laws of the State of Florida, and the United States provided; however, that the Corporation shall not engage in any activities or exercises any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable, educational, scientific purposes of the Corporation; and
- 12) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

All of the foregoing purposes and powers shall be exercised exclusively for charitable, scientific, and education purposes in such a manner that the Corporation shall qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 and applicable state tax law provisions as they are currently and shall hereafter be in force and effect.

**ARTICLE IV
TERM OF EXISTENCE**

The period of duration of the Corporation is perpetual.

**ARTICLE V
DIRECTORS/MEMBERSHIP**

The sole class of members of this Corporation shall be its Board of Directors. The management and affairs of the Corporations shall be at all times under the direction of its Board of Directors whose operations in governing the Corporation shall be defined by these Articles and by the Corporation's Bylaws. The Rights and Liabilities of the members of the Corporation shall be as follows:

- 1) Each Director, in consideration for services, shall, in absence of fraud, be entitled to compensation, whether then in office or not, for the reasonable costs and expenses incurred by said Director in connection with the defense of, for advice given, or for services actually rendered to or for the Corporation affecting one or more of its purposes as set forth in the Corporation's Bylaws.
- 2) No Director, individually or collectively, shall have any right, title or interest whatsoever in the Corporation's income, property, or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution of or winding up of this Corporation beyond that which is outlined as reasonable compensation for services rendered unto the Corporation in its Bylaws.
- 3) No Director of the Corporation shall be held personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments, legal judgments or actions.

**ARTICLE VI
LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT**

The principle office for the transaction of the business of the Corporation is located in Orange County in the State of Florida.

The name and address of the Corporation's Registered Agent is Mrs. Carrie S. Judge, 1602 Debut Lane, Winter Garden, Florida 34787.

**ARTICLE VII
MANAGEMENT OF THE CORPORATION**

The power of the Corporation shall be exercised, its properties controlled, and its affairs governed by a Board of Directors. The Board of Directors shall exclusively have the rights to hire, contract or otherwise employ staff sufficient to conduct the day to day affairs of the Corporation. There shall be at least three (3)

of the Board of Directors; however, this number may be changed in accordance with the Corporation's Bylaws.

The Directors named herein serve as the initial Board of Directors under the Corporation's restated Articles of Incorporation. These Directors shall hold office until:

- 1) They have completed the term for which they have been appointed as defined by the Corporation's Bylaws;
- 2) Their successors have been duly appointed;
- 3) They have been removed for failing to execute their duties and/or fulfill their responsibilities; or
- 4) Their written notice of resignation has been received and approved.

The names and addresses of the initial Board of Directors under the Corporation's restated Articles of Incorporation are as follows:

NAME	ADDRESS
Mrs. Carrie S. Judge	1602 Debut Lane Winter Garden, Florida 34787
Mr. Runett Fields	14401 Dover Forest Street Orlando, Florida 32828
Bishop Thomas E. Chenault	1806 Minor Avenue Orlando, Florida 32805
Mrs. Rounette Fulse	4348 Clarinda Street Orlando, Florida 32811-4205
Mrs. Kaye J. Powell	1602 Debut Lane Winter Garden, Florida 34787
Mr. Eric Truvillion	302 Knights Run Avenue Suite 1000 Tampa, Florida 33602
Ms. Angela F. Judge	205 East Broad Street Tampa, Florida 33604

The Board of Directors shall elect the following Officers: president, vice president, treasurer, secretary and other Officers as the Bylaws of the Corporation may authorize the Board of Directors to elect.

Such Officers shall be officially elected at the first official Board Meeting immediately following the submission of the restated Articles of Incorporation. Until such election is held, the following persons shall serve as Board Officers:

President	Mrs. Carrie S. Judge
Vice President	Mr. Runett Fields

Treasurer	Mrs. Kaye J. Powell
Secretary	Ms. Angela F. Judge

ARTICLE VIII BYLAWS

The Bylaws of the Corporation, subject to limitations contained therein, and any limitations set forth in Chapter 617 of the Florida Statutes Corporations Not for Profit, govern corporate action that must be authorized or approved by the Board of Directors of the Corporation.

The Bylaws of the Corporation may be altered, rescinded, added to, or new Bylaws adopted, either by a resolution of the Board of Directors or by following the procedures set forth in the Bylaws or in Chapter 617 of the Florida Statutes Corporations Not for Profit.

ARTICLE IX DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any member of the Board of Directors, Officer or employee for the benefit of any private individual.

ARTICLE X DISSOLUTION

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be made by resolution adopted by a vote of two-thirds (2/3) of the Board of Directors.

ARTICLE XII

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence, misconduct or fraud in the performance of his duties.

Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE XIII PRIVATE FOUNDATION

In the event that the Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code;

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

These restated Articles of Incorporation were amended, adopted and approved by a majority vote, sufficient for such approval, of the Board of Directors^{Members} on this day, March 5, 2008.

We, the undersigned, being the listed Officers of the Corporation, for the purpose of restating the Articles of Incorporation for this nonprofit charitable corporation under the laws of Florida have executed these articles on February 28, 2008.

Carrie S. Judge

Mrs. Carrie S. Judge, President

Angela F. Judge

Ms. Angela F. Judge, Secretary

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared, CARRIE S. JUDGE and ANGELA F. JUDGE, who are well known to me to be the persons described in and who subscribed the above restated Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Orlando, in said County and State, this 2nd day of March, 2008.

Carol J. Everett



Carol J. Everett
Commission # DD429038
Expires May 12, 2009
Bonded Troy Fain - Insurance, Inc. 800-385-7019