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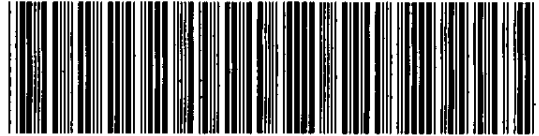
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Community & Economic Development Organization of Gadsden County, Inc.

DOCUMENT NUMBER: 757504

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Millie Forehand

(Name of Contact Person)

Community & Economic Development Organization of Gadsden County, Inc.

(Firm/ Company)

20 E. Washington Street, Suite A

(Address)

Quincy, FL 32351

(City/ State and Zip Code)

For further information concerning this matter, please call:

Millie Forehand

(Name of Contact Person)

at (850) 627-7656

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Articles of Amendment
to
Articles of Incorporation
of**

Community & Economic Development Organization of Gadsden County, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

757504

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article XI Dissolution - amended

Article XII Disposition of Property - added

(Attach additional pages if necessary)
(continued)

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TALLAHASSEE, FLORIDA

The date of adoption of the amendment(s) was: December 7, 2008

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Inez M. Holt
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Inez M. Holt
(Typed or printed name of person signing)

Board Chairman
(Title of person signing)

FILING FEE: \$35

ARTICLES OF INCORPORATION (AMENDED)
Of
Community & Economic Development Organization
Of Gadsden County, Inc.
(A Florida Corporation Not for Profit)

ARTICLE I. NAME

The name of this corporation is Community & Economic Development Organization of Gadsden County, Inc.

ARTICLE II. ENABLING LAW

This corporation is organized pursuant to the Corporations Not for Profit Law of the State of Florida, set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE III. PURPOSES

The specific and primary purposes for which this corporation is organized shall be as follows:

- (a) To lessen and eliminate blight and deterioration of the housing and commercial properties of the socially economically disadvantaged groups in Gadsden County, Florida by expanding and improving the economic opportunities available to the disadvantaged groups therein.
- (b) To Furnish technical and financial assistance to members of disadvantaged and underprivileged groups in developing business and managerial skills for the operation and management of business and commercial enterprises in blighted and deteriorated areas of Gadsden County.
- (c) To coordinate educational and training assistance in the disadvantaged areas of Gadsden County with available federal, state and local government assistance programs.
- (d) To develop and implement comprehensive land use planning emphasizing beautification, continuity of planning, and utility within certain disadvantaged areas.
- (e) To support and engage in programs that address the needs of low income and other disadvantaged groups.
- (f) To organize and operate exclusively as a charitable organization with the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954 as amended.

(g) In furtherance of the foregoing purposes, this corporation shall have the power and authority to receive and administer funds and contributions by gift, deed, devise; to invest, borrow, and make any other financial obligations permitted by the laws of Florida and the United States of America for non-profit organizations; and, to do all such other acts as are necessary or convenient to accomplish the objectives and purposes set forth herein which are not forbidden by law or by these articles of incorporation and the by-laws of this corporation; and to have all powers that may be conferred upon corporations not for profit under the laws of Florida.

(h) To acquire and support revenue generating business and activities.

ARTICLE IV. TERM

This corporation shall have perpetual existence.

ARTICLE V. MEMBERSHIP

The membership of this corporation shall be open to all residents of Gadsden County, Florida who are eighteen (18) years of age or older. The class of membership shall be set forth in the by-laws.

ARTICLE VI. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of not less than three (3) directors. Directors shall be elected annually by majority vote of the membership present. The board shall annually choose from among themselves, persons to serve as officers of the board, with the exception of the chairman who shall serve a three year term.

The names and addresses of the persons who are to serve as the initial board of directors until the first election are as follows:

Name	Position	Address
Mrs. Inez Holt	Chairman	656 South 11 th Street Quincy, Florida 32351
Ms. Millie Forehand	Vice Chairman	620 South 11 th Street Quincy, Florida 32351
Mr. Robert Kenon	Secretary/Treasurer	1303 Ocala Road #265 Tallahassee, Florida 32304

- (b) Officers. The officers of this corporation shall be appointed, or elected by the board of directors at any regular or special meeting by a vote of three fourths (3/4) vote of the quorum present at the meeting. The qualifications, time and manner of duties, the term of office, and manner of removing officers shall be as set forth in the by-laws. The officers shall be an executive director, an assistant executive director, a secretary and a treasurer.

The initial officers who shall serve until their successors are chosen are as follows:

Name	Position	Address
Inez Holt	Executive Director	656 South 11 th Street Quincy, Florida 32351
Millie Forehand	Assistant Executive Director	620 South 11 th Street Quincy, Florida 32351
Robert Kenon	Secretary/Treasurer	1303 Ocala Road #265 Tallahassee, FL 32304

ARTICLE VII. LOCATION OF REGISTERED AGENT

The address of this corporation's initial registered office in the State of Florida is 656 South 11th Street, Quincy, Florida 32351.

ARTICLE VIII. REGISTERED AGENT

The name and address of this corporation's registered agent is Inez Holt, 656 South 11th Street, Quincy, Florida 32351.

ARTICLE IX. BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the board of directors, or as soon thereafter as is practicable. Such bylaws may be amended or repealed, in whole or in part in the manner provided therein. Any amendments to the bylaws shall be binding for all members of the corporation.

ARTICLE X. AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporations may be proposed by a resolution adopted by the board and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3) of a quorum of the members of the corporation.

ARTICLE XI. DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution of this corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all business, property, and assets of the corporation shall go and be distributed to one or more non-profit corporations or public bodies as may be selected by the board of directors of this corporation and approved by at least 75 percent of the users or members to be used for, and devoted to, the purpose of a community facility project or other purpose to serve the public welfare of the community. In no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, directors, stockholders, or others having financial or managerial interest in the corporation either for the reimbursement of any sum subscribed, donated or contributed by such members or for any other purposes, provided that nothing herein shall prohibit the corporation from paying its just debts.

ARTICLE XII. DISPOSITION OF PROPERTY

Funds obtained from the sale or liquidation of secured property or fixed assets will be apportioned to the lenders on the basis of the pro rata amount loaned, but not to exceed their respective outstanding balances; provided, however, funds obtained from such sale or liquidation for a project that included grant funds will be apportioned as may be required by the grant agreement.

The undersigned, constituting the current officers of the Board of Directors, for the purpose of forming this corporation not for profit under the laws of the State of Florida, have executed these Amended Articles of Incorporation this 22nd day of December 2008.

Greg M. Hett
Lawrence Betsey, Jr.
William W. Anderson

Acceptance of Registered Agent

I do hereby agree to act as Registered Agent for the community & Economic Development Organization of Gadsden County, Inc.

Greg M. Hett
Registered Agent