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B. BOSTICK

JUN 27 2011

EXAMINER

AMENDMENT AND RESTATEMENT OF  
ARTICLES OF ORGANIZATION  
OF EVANS CENTER, L.L.C.

The undersigned original subscriber to the Articles of Organization of Evans Center, LLC and pursuant to the statutes of the State of Florida, does hereby amend and restate the Articles of Organization of this Limited Liability Company and certify the following:

I.

The name of the Limited Liability Company shall be EVANS CENTER, L.L.C.

II.

This Limited Liability Company is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and solely to further the exempt purposes of its members.

III.

The initial street address of the Limited Liability Company and its principal office is:  
1151 Masterson Street, Melbourne, Fl 32935.

IV.

The name and street address of the initial registered agent of the Limited Liability Company in the State of Florida is Lynn Brockwell-Carey, 1151 Masterson Street, Melbourne, Fl 32935.

V.

The Limited Liability Company shall be initially managed by The Brevard Neighborhood Development Coalition, Inc. a Florida not-for-profit corporation and the activities of the Limited Liability Company shall be conducted as a Manager managed company in accordance with the terms of the Operating Agreement and Bylaws of the Limited Liability Company

VI.

The name and address of the Initial and current Members of the Limited Liability Company is as follows:

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Name	Address
The Brevard Neighborhood Development Coalition, Inc.	1151 Masterson Street Melbourne, Fl 32935
Powell Subdivision Neighborhood Watch Program, Inc.	3404 South Randolph Street Melbourne, Fl 32901
Congregations for Community Action, Inc.	2950 North Harbor City Blvd. Melbourne, Fl 32901

The membership shall at all times be maintained in such a manner as will qualify the Limited Liability Company as a Community Based Development Organization.

VII.

This Limited Liability Company shall exist and operate solely for the not for profit and public purposes set forth in Article II above and any initial or future Member(s) shall only be other public or private not-for-profit organizations, religious organizations or governmental agencies eligible for recognition as an Internal Revenue Code 501(c)(3) or 501(c)(4) tax exempt organization, public or religious organization or other applicable exemption under the Internal Revenue Code.

Any direct or indirect transfer or delegation of any membership interest in the Company to a transferee not described above shall be expressly prohibited. In the event any current or permitted successor Member ceases to be an exempt organization described in Section 501(c)(3) or 501(c)(4), the membership interests in the Company shall automatically vest and transfer solely to any remaining Member(s) who then qualify, or in the absence of any remaining exempt organizations, the Company shall proceed with dissolution in accordance with Article X(D).

VIII.

This Limited Liability Company shall exist perpetually.

IX.

Each officer, director, employee and agent of the Limited Liability Company shall be entitled to indemnification and advancement of expenses by virtue of their acts on behalf of the Company and to the full extent provided under Florida law, as amended from time to time.

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X.

Consistent with the not-for-profit status of its initial Member and the requirements of the Internal Revenue Code for the conduct of exempt organizations, the following additional requirements are provided in these Articles of Organization:

(A) This Company shall operate exclusively for religious, charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

(B) Notwithstanding any other provision of these Articles, this Company shall not carry on any other activities nor have purposes not permitted (a) by an organization exempt from Federal 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) or (b) by a organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(C) In all events and under all circumstances, notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of this Company, voluntarily or involuntarily, or by operation of law, or upon amendment of these Articles of Organization:

(1) No part of the assets or net earnings of this Company shall inure to the benefit of or be distributed to its directors, officers, or other private persons having a personal or private interest in this Company, other than reimbursement of reasonable expenses rendered any person employed by this Company and incurred in carrying out the purposes set forth in Article II hereof.

(2) The Company is expressly prohibited from merging with, or converting into, any form of for profit entity or entity that is not exempt under section 501(c)(3) of the Internal Revenue Code.

(3) The Company is prohibited from making any distribution of assets to any Member who ceases to be an exempt organization described in Section 501(c)(3). In the event of the disposition of any surplus or abandoned property by the Company, then such property shall be distributed to such public or private charity, as approved by the Board of Directors.

(4) Except as expressly permitted and duly elected under the provisions of 501(h) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law), this Company shall be expressly prohibited from conducting or carrying on propaganda or otherwise attempting to influence the Legislature, or intervening in any political campaign on behalf of any candidate for public office, or any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 509(a)(iii) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law).

(D) In the event of the disposition of any surplus or abandoned property of this Company, or upon dissolution, voluntary or otherwise, the assets of this Company shall not inure to the benefit of any private member or individual, but shall be transferred to such then existing members who are then Florida not-for-profit corporations, or if no Member is then in existence as a Florida not for profit corporation, to such other publicly supported charitable organizations and/or governmental units as are then providing similar goods, services and support for the same or similar purposes specified in Article II above and which shall have as its primary purpose those same responsibilities as specified in Article II above. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purposes specified in Article II above and then qualified under the provisions of section 501(c)(3) of the Internal Revenue Code.

(E) It shall be the duty of the Manager and each exempt organization holding a membership interest in the Company to expeditiously and vigorously enforce all of their rights in and the requirements of these Articles of Organizations and pursue all legal and equitable remedies to protect their interest and the exempt status of the Company.

#### ARTICLE XI

The Company shall not adopt any amendment to these Articles of Organization or the Bylaws of the Company inconsistent with any then applicable state or federal laws governing exempt Section 501(c)(3) organizations.

IN WITNESS WHEREOF, the undersigned, in his capacity as President of The Brevard Neighborhood Development Coalition, Inc., a Florida not-for-profit corporation as an initial Member and Manager for the purpose of forming a Limited Liability Company under the laws of the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts herein stated are true and hereunto sets his hand and seal this 23<sup>rd</sup> day of June, 2011.

Member:

The Brevard Neighborhood  
Coalition, Inc.,  
a Florida not-for-profit corporation

John H. Willison  
John Willison, President

Manager:

The Brevard Neighborhood Development  
Development Coalition, Inc.  
a Florida not-for-profit corporation

John H. Willison  
John Willison, President

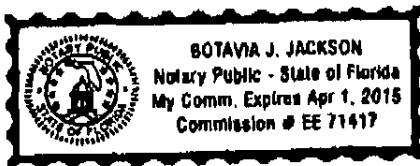
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STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JOHN WILLISON known to me to be the person who executed the foregoing Articles of Organization as President of The Brevard Neighborhood Development Coalition, Inc., a Florida not-for-profit corporation and acknowledged before me that he executed the same with the authority of its Board of Directors for the purposes therein expressed, as Initial Member and Initial Manager.

WITNESS my hand and official seal this 23<sup>rd</sup> day of June, 2011.



Botavia J. Jackson  
Notary Public, State of Florida  
My Commission Expires: April 1, 2015

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STATEMENT OF DESIGNATION AND ACCEPTANCE  
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF


EVANS CENTER, L.L.C.

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby files this statement of the designation and acceptance of the initial registered agent of the Limited Liability Company.

The street address of the initial registered office of this Limited Liability Company is 1151 Masterson Street, Melbourne, FL 32935, and the name of the initial registered agent of this Limited Liability Company at that address is LYNN BROCKWELL-CAREY.

DATED this 23<sup>rd</sup> day of June, 2011.

The Brevard Neighborhood  
Development Coalition, Inc., a  
Florida not-for-profit corporation

  
John Willison  
Title: President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of EVANS CENTER, L.L.C., at the initial registered office of the Limited Liability Company at 1151 Masterson Street, Melbourne, FL 32935.

  
Lynn Brockwell-Carey