

NO0000003810

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June 1, 2000

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Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

FILED
00 JUN -5 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

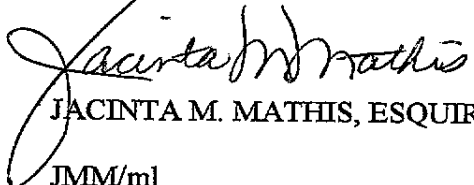
RE: ARTICLES OF INCORPORATION FOR:
COMMUNITY CHANGE AGENTS, INC., (Corporation)

Dear Sir or Madam:

I have enclosed the original and a copy of the Articles of Incorporation for the above referenced Corporation, together with a check in the amount of \$70.00: \$35.00 to cover the filing fees and \$35.00 to cover the Registered Agent Designation. Please stamp the enclosed copy as filed and return to me at the above address.

Thank you in advance for your immediate attention to this matter. If you have any questions or need further information please do not hesitate to call me or Malcia Leonard at (407) 244-1187.

Very truly yours,


JACINTA M. MATHIS, ESQUIRE

JMM/ml

Enclosures

T. Burch JUN 13 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COMMUNITY CHANGE AGENTS, INC.

(A Florida Not for Profit Corporation)

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of this Florida Not for Profit is **COMMUNITY CHANGE AGENTS, INC.**, ("Corporation").

ARTICLE TWO
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit.

ARTICLE THREE
DURATION

The duration of the Corporation shall be perpetual.

ARTICLE FOUR
PURPOSES

The Corporation is organized to do community revitalization, housing and economic development.

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE FIVE
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is:

6541 Hawksmoor Drive
Orlando, Florida 32818

**ARTICLE SIX
INITIAL REGISTERED AGENT**

The initial registered agent shall be Jacinta M. Mathis and the street address of the initial registered office of this Corporation is Mathis Law Firm, P. A., 20 North Orange Ave., Suite 1400, Orlando, Florida 32801.

**ARTICLE SEVEN
MEMBERSHIP**

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation. The method for the election of Directors shall be regulated by the Bylaws of the Corporation.

**ARTICLE EIGHT
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this Corporation shall be comprised of three (3) persons whose names and addresses are as follows:

Allen T. D. Wiggins
6541 Hawksmoor Drive
Orlando, Florida 32818

Rev. Fred L. Maxwell
2025 W. Central Blvd.
Orlando, Florida 32805

Ms. Evette Francis
255 South Orange Avenue
Suite 1590
Orlando, Florida 32801

**ARTICLE NINE
INCORPORATORS**

The name and address of the initial incorporator is:

Allen T. D. Wiggins
6541 Hawksmoor Drive
Orlando, Florida 32818

**ARTICLE TEN
OFFICERS**

The Officers of the Corporation shall consist of a President, Vice-President and Secretary and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors and may be removed by the Board of Directors, at such time and in such manner as will be prescribed by the Bylaws.

**ARTICLE ELEVEN
MEMBERS QUORUM AND VOTING**

A majority of the Voting Members shall constitute a quorum at a meeting of Members. If a quorum is present, the affirmative vote of a majority of Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members.

**ARTICLE TWELVE
INFORMAL ACTION OF DIRECTORS**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE THIRTEEN
THE BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**ARTICLE FOURTEEN
AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation.

**ARTICLE FIFTEEN
LIMITATION OF ACTIONS**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not disposed, shall be disposed of by the Circuit Court in and for Orange County, Florida or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Notwithstanding any other provision of these Articles of Incorporation this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue laws.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four.

**ARTICLE SIXTEEN
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

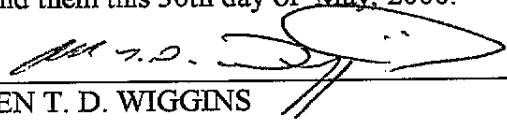
**ARTICLE SEVENTEEN
INDEMNIFICATION**

The Corporation may be empowered to indemnify any officer or director, or any officer or director in the manner set out and provided for in the bylaws of the Corporation.

**ARTICLE EIGHTEEN
HEADING AND CAPTIONS**

The Heading and Captions of these Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of the Headings or Captions.

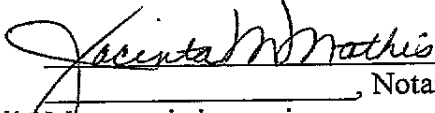
IN WITNESS WHEREOF, the undersigned Directors have executed these Articles of Incorporation in a manner and form sufficient to bind them this 30th day of May, 2000.



ALLEN T. D. WIGGINS

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30th day of May, 2000, by Allen T. D. Wiggins who is personally known to me and who did ~~(did not)~~ take an oath.


_____, Notary Public



Jacinta M. Mathis
MY COMMISSION # CC644614 EXPIRES
May 6, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

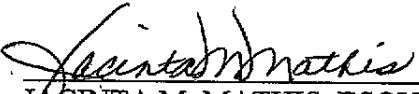
Jacinta M. Mathis
MY COMMISSION # CC644614 EXPIRES
May 6, 2001
BONDED THRU TROY FAIR INSURANCE, INC.



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of COMMUNITY CHANGE AGENTS, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 30th day of May, 2000.


JACINTA M. MATHIS, ESQUIRE
REGISTERED AGENT