

N000000006561

TRANSMITTAL LETTER

Department of State  
Division of Corporation  
P.O. SUBJECT:  
Box 6327  
Tallahassee, FL 32314  
(850) 487-6052

700003333037--7

-07/24/00-01084-001

\*\*\*\*\*78.00 \*\*\*\*\*78.00

**SUBJECT:** Edward Waters College Community Development Corporation

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for \$78.75, which includes \$35.00 for Filing Fee, \$35.00 for Designation of Registered Agent, and \$8.75 for Certified Copy.

**FROM:** James A. McLean  
Name (Printed or typed)

Institutional Advancement, Edward Waters College  
Address

1658 Kings Road  
Address

Jacksonville, FL 32209  
City, State & Zip

(904) 366- 2854  
Daytime Telephone Number

509-558-2295  
W00-18731  
2295

Marguerite Stuart GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article 6 - Directors  
DATE 10/2/00  
DOC. EXAM. gf

**Note:** Please provide the original and one copy of the articles.

Edward Waters College Community Development Corporation

gf 10/3/00

FILED  
STATE  
DIVISION OF  
CORPORATIONS  
OCT 2 11 11:53



Edward Waters College  
Institutional Advancement  
1658 Kings Road  
Jacksonville, FL 32209  
Office (904) 366-2700  
Fax (904) 366-6460

FILED  
SECRETARY OF STATE  
CORPORATIONS

00 OCT -2 AM 11:53

September 14, 2000

Division of Corporation  
P.O. SUBJECT:  
Box 6327  
Tallahassee, FL 32214

Subject: Edward Waters College Community Development Corporation

I am pleased to return a corrected copy of the Articles of Incorporation for the Edward Waters College Community Development Corporation. You returned these articles for corrections, and retained the Edward Waters College check, in the amount of \$78.75 that was originally submitted for the filing fee, designation of registered agent and one (1) certified copy.

If you have questions, please contact my assistant, Ms. Marguerite Stewart at (904) 366-2700.

Sincerely,

James A. McLean, Ph.D.  
Vice President of Institutional Advancement

JAM/mns



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 OCT -2 AM 11:53

FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 27, 2000

JAMES A. MCLEAN  
EDWARD WATERS COLLEGE  
1658 KINGS ROAD  
JACKSONVILLE, FL 32209

SUBJECT: EDWARD WATERS COLLEGE COMMUNITY CORPORATION  
(EWCCDC)  
Ref. Number: W00000018731

We have received your document for EDWARD WATERS COLLEGE COMMUNITY CORPORATION (EWCCDC). However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 700A00040984

**ARTICLES OF INCORPORATION  
OF  
EDWARD WATERS COLLEGE COMMUNITY DEVELOPMENT  
CORPORATION  
(FLORIDA "Not for Profit" Corporation)**

FILED  
SECRETARY OF STATE  
- OFFICE OF CORPORATIONS  
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In compliance with laws of the State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purposes and with powers set forth herein.

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the corporation, hereinafter called Corporation, shall be Edward Waters College Community Development Corporation. The principal place of business and mailing address of this Corporation is 1658 Kings Road, Edward Waters College, City of Jacksonville, County of Duval, State of Florida, Zip 32209. The Corporation may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors. The principal office also shall be the mailing and registered office address.

**ARTICLE II - TERM OF EXISTENCE**

The period of duration is perpetual. The Corporation is organized pursuant to the not-for-profit corporation laws of the State of Florida. The existence of the Corporation shall begin on the date that these Articles of Incorporation are filed with the secretary of the State of Florida.

### **ARTICLE III - PURPOSE AND POWER**

The purposes of this Corporation shall be exclusively charitable, economical, and educational. The activities shall include, but not be limited to, the items noted below.

- A. Work to provide decent, safe and sanitary housing that is affordable to low income families and to continue to the physical improvement of their environment.
- B. Expand educational and economical opportunities for those residents who are substantially unemployed, underemployed or whose income is below federal poverty guidelines, and foster and promote community-wide interest and concern for the problems of the residents, including developing entrepreneurial and managerial skills to operate a business.
- C. Undertake any other projects or lawful activities consistent with Section 501 (c) (3) and Section 401 (a) of the Internal Revenue Code, hereinafter referred to as the Code; for the purposes and powers as set forth in these Articles of Incorporation, reference to the provision of the Code shall be deemed to include Statutes which succeed such provisions and all appropriate regulations and ruling of the Internal Revenue Service pursuant thereto, which may be necessary 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, associations, trusts, institutions, foundations, or governmental bureaus, departments of agencies.
- D. Shall not carry out, notwithstanding any other provision of these articles, any activities not permitted to be performed by an organization exempt from Federal 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. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation and the corporation

shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

- E. For such purpose, the Corporation shall have and exercise the authority and powers noted below.
1. The Edward Waters College Community Development Corporation shall have and exercise all powers, rights and privileges, which a corporation organized under the laws of the State of Florida may now or hereafter have or exercise.
  2. The Edward Waters College Community Development Corporation shall conduct all legal activities necessary or desirable to accomplish the purposes of the Corporation as the Directors of the Corporation may from time to time deem appropriate. These activities shall be consistent with the powers conferred upon a not-for-profit corporation under the laws of the State of Florida and the Internal Revenue Code.
  3. The Edward Waters College Community Development Corporation shall purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein, wherever situated.

#### **ARTICLES IV - NO DISTRIBUTION OF GAIN**

The Corporation is organized exclusively for charitable, economical, and educational purposes. It 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, economical, and educational purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable, economical, and educational purposes. Likewise, in no way shall any part of the personal income of its members, directors, officers, or the private

property of the directors, members, subscribers, and officers, be liable for the debts of the Corporation.

## **ARTICLE V - MANNER OF ELECTION**

The affairs of this corporation shall be managed by a Board of Directors. The number of Directors of the Corporation shall be not less than five (5). However, the Board of Directors may, from time to time, increase or decrease the number of Directors. The manner in which the Directors are elected or appointed, qualifications and duties of officers, the terms, the duties of, the term of office, and the manner of removing officers shall be set forth in the Bylaws.

## **ARTICLE VI - INITIAL DIRECTORS/OFFICERS**

Subject to the direction of the Board of Directors, the officers shall administer the affairs of this Corporation as designated in the Bylaws. The titles, names and addresses of the persons who are to serve as the initial Directors of the Corporation and who shall be subject to all the provisions of the aforesaid purpose relating to the Directors are as follows:

Chairman of the Board  
President  
Vice-president  
Secretary  
Assist. Secretary  
Financial Secretary  
Treasurer  
Business Manager  
Chaplain  
Treasurer  
Business Manager  
Chaplain

Other officers may be authorized and elected pursuant to the Corporation Bylaws.

## **ARTICLE VII - BYLAWS**

The Bylaws of the Corporation shall be adopted by the initial Board of Directors, which Bylaws may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

## **ARTICLE VIII – AMENDMENTS**

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation. Written notice setting forth the proposed amendment or a summary of the change to be affected by the amendment must be given to each director in the same manner as notice for the meeting. Such amendment shall require the consent of a two-thirds (2/3) majority vote of the directors present.

## **ARTICLE IX – DISSOLUTION**

The Corporation may be dissolved with the consent given in writing and signed by not less than seventy-five percent (75%) of the directors. 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.

## **ARTICLE X – INDEMNIFICATION OF DIRECTORS**

A director shall discharge his or her duties as director, including his or her duties as a member of any committee:



- A. With good faith;
- B. With care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- C. In a manner, he/she reasonably believes to be in the best interest of the Corporation.

A director may rely upon information, opinions, report or statements, including financial statements and other financial data, if prepared or presented by:

- A. One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- B. Legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; and
- C. A committee of the Board of Directors of which he is not a member, if the Director reasonably believes the committee merits confidence.

A director is not liable for any action taken as a director, or failure to take any action, if he performed the duties of his office in reliance on this provision.

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 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 (or by his heirs, executors or administrators) in connection with the defense of 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 or misconduct 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 such heirs, executors or administrators) may be entitled apart from this Article.

## ARTICLE XI – INCORPORATION

The undersigned incorporator has executed these Articles this

14<sup>th</sup> day of September, 2000.

James A. McLean

Signature of Incorporator

## ARTICLE XII – REGISTERED AGENT

In accordance with Section 617.0501 and 607.0505 Florida Statutes, the name and Florida street address of the initial registered agent is James A. McLean, Ph.D., 1658 Kings Road, Jacksonville, FL 32209.

## ARTICLE XIII – INCORPORATOR

The name and address of the Incorporator is:

James A. McLean, Ph.D.  
Vice President of Institutional Advancement  
Edward Waters College  
1658 Kings Road  
Jacksonville, FL 32209  
(904) 366-2854

FILED  
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CORPORATIONS  
00 OCT -2 AM 11:53

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

In pursuance of Chapters 617.0501 and 617.0505, Florida Statutes, the  
Undersigned Corporation, organized under the laws of the State of Florida,  
submits the following statement in compliance with said Act:

**That Edward Waters College Community Development Corporation**, with its  
principal office as indicated in the Articles of Incorporation at **1658 Kings Road,**  
**Edward Waters College, Jacksonville, Florida 32209**, has named **James A.**  
**McLean, Ph.D.** as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent and to accept service of process for the  
above stated Corporation at the place designated in this Certificate, I hereby  
accept the appointment as registered agent and agree to act in this capacity. I  
further agree to comply with the provisions of all statutes relating to the proper  
and complete performance of my duties, and I am familiar with and accept the  
obligations of my position as registered agent.

James A. McLean  
James A. McLean, Ph.D.

9.14.00  
Date