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Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50 ^{\$88.50}
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: REV. QUINTIN L. PARKER
Name (Printed or typed)

1210 POLK CITY ROAD
Address

HAINES CITY, FL 33844
City, State & Zip

(863) 421-2843
Daytime Telephone number

FILED
00 OCT 16 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

10/16

W-23801.

Articles of Incorporation of The Greater Saint Mark Community Development Corporation

Article I Nomenclature

1.01 NOMENCLATURE. The name of this organization shall be called the Greater Saint Mark Community Development Corporation.

Article II Offices

2.01 PRINCIPAL OFFICE. The principal office of the corporation shall be at 826 North Eighth Street/Haines City, FL/33844. The mailing address is P.O. Box 808/Haines City, FL/33845.

2.02 OTHER OFFICES. The corporation may also have other offices at other such places as the Board of Directors from time to time determine or the business of the corporation requires.

Article III Purpose

3.01 PURPOSE. The purpose(s) for which the corporation is formed are as follows:

A. The purpose of the corporation, shall be exclusively, educational, charitable and scientific within the meaning of Section 501(c)3 of the United States Internal Revenue Code, as the same may be amended. Subject to that limitation, the corporation is organized and shall be operated to purchase, own and operate building space which may be sold or rented at low cost rates, provide services for job training, economic development and neighborhood revitalization.

Article IV Membership

4.01 MEMBERS. The members of the corporation shall be the vestry of Greater Saint Mark Church, an African Methodist Episcopal Church located in Haines City, Florida.

4.02 VOTING RIGHTS. Each member shall have one vote.

4.03 TERMINATION OF MEMBERSHIP. Any member may resign by submitting a written resignation either at a meeting of the membership or of the Board of Directors or by mailing the corporation at its principal office, and thereupon such resignation shall become effective forthwith without need of any acceptance, unless otherwise specified therein. Except as otherwise required

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by law, any member may be removed from membership by a majority vote of the members cast at any annual meeting or at any special meeting of the members called for that purpose or by a majority vote of the Board of Directors at any regular or special meeting.

4.04 TRANSFER OF MEMBERSHIP. Membership in this corporation is personal and is not transferable or assignable.

Article V

Meeting of Members

5.01 ANNUAL MEETING. An annual meeting of the members shall be held on the last Saturday during the month of January, beginning with the year 2001, for the purpose of electing directors and for the transaction of such business as may come before the meeting. If the day fixed for the meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently possible.

5.02 SPECIAL MEETINGS. Special meetings of the members may be called by the President or the Board of Directors.

5.03 PLACE OF MEETING. All meetings of the members shall be held at the principal office of the corporation or at other such place as shall be determined by the Board of Directors and stated in the notice of meeting.

5.04 NOTICE OF MEETING. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally, by mail or via church public relations mechanism(s) for each member entitled to vote at such meeting, not less than six nor more than twenty-five days before the date of such meeting, by or at the direction of the president, secretary of the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with prepaid postage thereon.

5.05 QUORUM. Members entitled to vote at a meeting who hold fifty-percent (50%) of all the votes which may be cast shall constitute a quorum of such a meeting. If a quorum is not present at any meeting of members, the quorum may be suspended for the purpose of conducting the business of the organization.

5.06 ACTION BY MEMBERS IN LIEU OF MEETING. Any action required by law to

be taken at a meeting of members may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by a simple majority of the members.

5.07 PROXIES. Voting by proxy shall be permitted at membership meetings. Every proxy shall be in writing, signed by the member and dated, and shall specifically state the particular membership meeting to which it is applicable, but need not be sealed, witnessed or acknowledged. Any proxy must be filed with the secretary before the appointed time of each meeting.

Article VI

Board of Directors

6.01 GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors.

6.02 NUMBER, TENURE, ELECTION AND QUALIFICATIONS. The number of directors shall be seven (7). Three directors (i.e. the Senior Pastor of Greater Saint Mark, the Steward Pro-Tem of Greater Saint Mark and the Trustee Pro-Tem of Greater Saint Mark) shall be standing members of the Board of Directors by virtue of office. The Senior Pastor of Greater Saint Mark shall serve as Chairman of the Board of Directors. The four remaining directors need not be members of the corporation and shall be elected by the members at each annual meeting. Each director shall hold office until the next annual meeting of the members and until his or her successor shall have been elected and qualified.

6.03 REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

6.04 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the president or any three directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Florida, as the place for holding any special meeting of the Board called by them.

6.05 NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail, electronic e-mail or telegram to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereupon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Electronic e-mails will also be deemed to be delivered upon confirmation from computer system server. Any director may waive notice of any meeting. The attendance of a director at any meeting

shall constitute a waiver of notice of such meeting, except where a director attends such meeting for the express purpose of objecting to the transaction of any business to be transacted at, nor the purpose of, and regular or special meeting, unless specifically required by law or by these bylaws. The time and place of the special meeting shall be stated in the notice.

6.06 QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may transact pending important business of the organization, providing the Chairman of the Board is present or will approve such decisions upon return.

6.07 MANNER OF ACTING. The act of the majority of the directors present at a meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

6.08 VACANCIES. Any vacancy in the Board of Directors caused by any reason other than the removal of a director by vote of the membership shall be filled by the vote of the majority of the remaining directors, even though they may constitute less than a quorum; and each person shall be a director until a successor is elected by the members at the next annual meeting.

6.09 COMPENSATION. Directors as such shall not receive any compensation for their role as directors. Directors shall be reimbursed for expenses incurred while serving as a director when such expense is properly evidenced by a receipt and approved by a majority of the other directors. If a director serves in a capacity of a specific program or project of the corporation, he or she may be compensated for their work if such compensation is provided in the program or project budget.

6.10 ACTION BY DIRECTORS IN LIEU OF MEETING. Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a minimum of five (5) directors.

Article VII

Officers

7.01 NUMBER. The Board of Directors shall elect or appoint a President, a Secretary, and a Treasurer and may select one or more Vice-President, Assistant Secretary and/or Assistant Treasurer. The President and Treasurer shall be members of the Board of Directors. Any two of the above offices, except those of President and Vice-President, may be held by the same person, but no officer shall execute, acknowledge, or verify an instrument in more than one capacity.

7.02 TERM OF OFFICE. The officers of the corporation shall be elected annually by the

Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successors shall have been duly elected and shall have qualified.

7.03 REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by a vote of the majority of all directors whenever in the judgment of the Board of Directors the best interests of the corporation would be served thereby.

7.04 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Article VIII

Duties of Officers

8.01 PRESIDENT. The president shall be the executive officer of the corporation who operates under the direction of the Board of Directors and shall, in general manage the daily business affairs of the corporation. The president shall preside at all meetings of the membership and make monthly presentations or updates to the Board of Directors regarding the progress, programs and projects of the corporation. The president may sign, with the secretary or any other officer of the corporation authorized by the Board of Directors any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these bylaws or by statute to some other officer or agent of the corporation; and in general the president shall perform all duties as may be prescribed by the Board of Directors from time to time.

8.02 VICE-PRESIDENT. In the absence of the president or in the event of the president's inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order of their election) shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned by the president or by the Board of Directors.

8.03 SECRETARY. The secretary shall attend all meetings of the Board of Directors and of the members and shall record all votes and minutes of all proceedings in a book to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors. The secretary shall keep safe custody of the seal of the corporation and, when authorized by the Board, affix the same to any instrument requiring it, and when so affixed it shall be attested by the secretary's signature or by the signature of the Treasurer or the Assistant Secretary. The secretary may delegate any of these duties, powers and authorities to one or more

Assistant Secretaries, unless such delegation is disapproved by the Board.

8.04 TREASURER. The treasurer shall have charge and custody and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these bylaws; and in general perform all duties as may be assigned by the president or by the Board of Directors. The treasurer shall also render monthly statements showing the financial condition of the corporation. The treasurer shall prepare for an audit to be made at least once a year and shall present the report of the audit to the corporation at its annual meeting. The audit shall be conducted by a committee appointed by the Board of Directors or by an accountant retained for that purpose. The treasurer should be insured and bonded.

8.05 ASSISTANT SECRETARIES AND TREASURERS. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

Article IX

Special Corporate Acts

9.01 ORDERS FOR PAYMENT OF MONEY. All checks, drafts, notes, bonds, bills of exchange and orders for payment of money of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

9.02 CONTRACTS AND CONVEYANCES. The Board of Directors of the corporation may in any instance designate the officer and/or agent who shall have the authority to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, or may ratify or confirm any execution. When the execution of any instrument has been authorized without specification of the executing officers or agents, the President or any Vice-President, and the Secretary or Assistant Secretary or Treasurer or Assistant Treasurer, may execute the same in the name and on behalf of this corporation and may affix the corporate seal thereto.

9.03 DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

9.04 GIFTS. The board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

Article X

Books and Records

10.01 BOOKS AND RECORDS. The corporation shall keep accurate and complete books and records for all accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Article XI

Fiscal Year

11.01 FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article XII

Seal

12.01 SEAL. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, which seal shall be in charge of the Secretary.

Article XIII

Waiver of Notice

13.01 WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Florida Statute regarding Non-Profit Corporations or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

Article XIV

Dissolution

14.01 DISSOLUTION. Upon dissolution of the corporation, no member shall be entitled to any distribution or division of the corporation's remaining money and property, or the proceeds thereof, and the Board of Directors shall distribute all remaining money and property, after paying or making provisions for payment of all debts and obligations of the corporation, in furtherance of the charitable

purposes set forth in Article III, that such organization or organizations which are at the time of dissolution qualified as tax-exempt under Section 501(c)3 of the Internal Revenue Code or the corresponding provisions of any future United States Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court for such charitable purposes exclusively and to such organizations exclusively.

Article XV

Amendments

15.01 AMENDMENTS. These Articles and bylaws may be altered, amended or repealed and new Articles and bylaws may be adopted by the vote of four or more of the directors at any regular or special meeting or by the vote of two-thirds of the members present at any regular or special meeting of the of the members, provided, however, that the directors shall have no power to alter, amend or repeal or adopt new bylaws pertaining to the number, term of office, or powers of the directors.

Article XVI

Names and Addresses of Board of Directors

16.01 NAMES AND STREET ADDRESSES. The names and street addresses of the initial Board of Directors for this corporation are as follows:

1. The Reverend Quintin L. Parker, Incorporator
1210 Polk City Road
Haines City, Florida 33844
2. Evelyn Powell, Registered Agent
1913 10th Street South
Haines City, Florida 33845
3. Ben Graham
1008 Avenue M
Haines City, Florida 33844
4. L. D. Wilcox
2823 Orchid Drive
Haines City, Florida 33844

5. Armentha Brooks
P.O. Box 282
2524 Everett Road
Lake Alfred, Florida 33850
6. James Kendrick, Jr.
2207 Marty Drive
Winter Haven, Florida 33881

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Article XVII Registered Agent

17.01 REGISTERED AGENT. The name and Florida street address of the Registered Agent is:

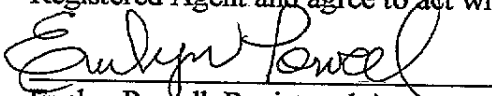
Evelyn Powell
1913 10th Street South
Haines City, Florida 33845

Article XVIII Incorporator


18.01 INCORPORATOR. The name and address of the Incorporator is:

The Reverend Quintin L. Parker
1210 Polk City Road
Haines City, Florida 33844

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated within this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act within this capacity.


Evelyn Powell, Registered Agent

09/20/00
Date


Rev. Quintin Parker, Incorporator

09/26/00
Date

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FROM: REV. QUINTIN L. PARKER
Name (Printed or typed)

1210 POLK CITY ROAD
Address

HAINES CITY, FL 33844
City, State & Zip

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Daytime Telephone number

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SECRET

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W-23806

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4.04 TRANSFER OF MEMBERSHIP. Membership in this corporation is personal and is not transferable or assignable.

Article V

Meeting of Members

5.01 ANNUAL MEETING. An annual meeting of the members shall be held on the last Saturday during the month of January, beginning with the year 2001, for the purpose of electing directors and for the transaction of such business as may come before the meeting. If the day fixed for the meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently possible.

5.02 SPECIAL MEETINGS. Special meetings of the members may be called by the President or the Board of Directors.

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5.06 ACTION BY MEMBERS IN LIEU OF MEETING. Any action required by law to

be taken at a meeting of members may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by a simple majority of the members.

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Article VI

Board of Directors

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6.02 NUMBER, TENURE, ELECTION AND QUALIFICATIONS. The number of directors shall be seven (7). Three directors (i.e. the Senior Pastor of Greater Saint Mark, the Steward Pro-Tem of Greater Saint Mark and the Trustee Pro-Tem of Greater Saint Mark) shall be standing members of the Board of Directors by virtue of office. The Senior Pastor of Greater Saint Mark shall serve as Chairman of the Board of Directors. The four remaining directors need not be members of the corporation and shall be elected by the members at each annual meeting. Each director shall hold office until the next annual meeting of the members and until his or her successor shall have been elected and qualified.

6.03 REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

6.04 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the president or any three directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Florida, as the place for holding any special meeting of the Board called by them.

6.05 NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail, electronic e-mail or telegram to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereupon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Electronic e-mails will also be deemed to be delivered upon confirmation from computer system server. Any director may waive notice of any meeting. The attendance of a director at any meeting

shall constitute a waiver of notice of such meeting, except where a director attends such meeting for the express purpose of objecting to the transaction of any business to be transacted at, nor the purpose of, and regular or special meeting, unless specifically required by law or by these bylaws. The time and place of the special meeting shall be stated in the notice.

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6.07 MANNER OF ACTING. The act of the majority of the directors present at a meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

6.08 VACANCIES. Any vacancy in the Board of Directors caused by any reason other than the removal of a director by vote of the membership shall be filled by the vote of the majority of the remaining directors, even though they may constitute less than a quorum; and each person shall be a director until a successor is elected by the members at the next annual meeting.

6.09 COMPENSATION. Directors as such shall not receive any compensation for their role as directors. Directors shall be reimbursed for expenses incurred while serving as a director when such expense is properly evidenced by a receipt and approved by a majority of the other directors. If a director serves in a capacity of a specific program or project of the corporation, he or she may be compensated for their work if such compensation is provided in the program or project budget.

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Article VII

Officers

7.01 NUMBER. The Board of Directors shall elect or appoint a President, a Secretary, and a Treasurer and may select one or more Vice-President, Assistant Secretary and/or Assistant Treasurer. The President and Treasurer shall be members of the Board of Directors. Any two of the above offices, except those of President and Vice-President, may be held by the same person, but no officer shall execute, acknowledge, or verify an instrument in more than one capacity.

7.02 TERM OF OFFICE. The officers of the corporation shall be elected annually by the

Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successors shall have been duly elected and shall have qualified.

7.03 REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by a vote of the majority of all directors whenever in the judgment of the Board of Directors the best interests of the corporation would be served thereby.

7.04 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Article VIII

Duties of Officers

8.01 PRESIDENT. The president shall be the executive officer of the corporation who operates under the direction of the Board of Directors and shall, in general manage the daily business affairs of the corporation. The president shall preside at all meetings of the membership and make monthly presentations or updates to the Board of Directors regarding the progress, programs and projects of the corporation. The president may sign, with the secretary or any other officer of the corporation authorized by the Board of Directors any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these bylaws or by statute to some other officer or agent of the corporation; and in general the president shall perform all duties as may be prescribed by the Board of Directors from time to time.

8.02 VICE-PRESIDENT. In the absence of the president or in the event of the president's inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order of their election) shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned by the president or by the Board of Directors.

8.03 SECRETARY. The secretary shall attend all meetings of the Board of Directors and of the members and shall record all votes and minutes of all proceedings in a book to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors. The secretary shall keep safe custody of the seal of the corporation and, when authorized by the Board, affix the same to any instrument requiring it, and when so affixed it shall be attested by the secretary's signature or by the signature of the Treasurer or the Assistant Secretary. The secretary may delegate any of these duties, powers and authorities to one or more

Assistant Secretaries, unless such delegation is disapproved by the Board.

8.04 TREASURER. The treasurer shall have charge and custody and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these bylaws; and in general perform all duties as may be assigned by the president or by the Board of Directors. The treasurer shall also render monthly statements showing the financial condition of the corporation. The treasurer shall prepare for an audit to be made at least once a year and shall present the report of the audit to the corporation at its annual meeting. The audit shall be conducted by a committee appointed by the Board of Directors or by an accountant retained for that purpose. The treasurer should be insured and bonded.

8.05 ASSISTANT SECRETARIES AND TREASURERS. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

Article IX

Special Corporate Acts

9.01 ORDERS FOR PAYMENT OF MONEY. All checks, drafts, notes, bonds, bills of exchange and orders for payment of money of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

9.02 CONTRACTS AND CONVEYANCES. The Board of Directors of the corporation may in any instance designate the officer and/or agent who shall have the authority to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, or may ratify or confirm any execution. When the execution of any instrument has been authorized without specification of the executing officers or agents, the President or any Vice-President, and the Secretary or Assistant Secretary or Treasurer or Assistant Treasurer, may execute the same in the name and on behalf of this corporation and may affix the corporate seal thereto.

9.03 DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

9.04 GIFTS. The board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

Article X

Books and Records

10.01 BOOKS AND RECORDS. The corporation shall keep accurate and complete books and records for all accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Article XI

Fiscal Year

11.01 FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article XII

Seal

12.01 SEAL. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, which seal shall be in charge of the Secretary.

Article XIII

Waiver of Notice

13.01 WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Florida Statute regarding Non-Profit Corporations or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

Article XIV

Dissolution

14.01 DISSOLUTION. Upon dissolution of the corporation, no member shall be entitled to any distribution or division of the corporation's remaining money and property, or the proceeds thereof, and the Board of Directors shall distribute all remaining money and property, after paying or making provisions for payment of all debts and obligations of the corporation, in furtherance of the charitable

purposes set forth in Article III, that such organization or organizations which are at the time of dissolution qualified as tax-exempt under Section 501(c)3 of the Internal Revenue Code or the corresponding provisions of any future United States Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court for such charitable purposes exclusively and to such organizations exclusively.

Article XV

Amendments

15.01 AMENDMENTS. These Articles and bylaws may be altered, amended or repealed and new Articles and bylaws may be adopted by the vote of four or more of the directors at any regular or special meeting or by the vote of two-thirds of the members present at any regular or special meeting of the of the members, provided, however, that the directors shall have no power to alter, amend or repeal or adopt new bylaws pertaining to the number, term of office, or powers of the directors.

Article XVI

Names and Addresses of Board of Directors

16.01 NAMES AND STREET ADDRESSES. The names and street addresses of the initial Board of Directors for this corporation are as follows:

1. The Reverend Quintin L. Parker, Incorporator
1210 Polk City Road
Haines City, Florida 33844
2. Evelyn Powell, Registered Agent
1913 10th Street South
Haines City, Florida 33845
3. Ben Graham
1008 Avenue M
Haines City, Florida 33844
4. L. D. Wilcox
2823 Orchid Drive
Haines City, Florida 33844

5. Armentha Brooks
P.O. Box 282
2524 Everett Road
Lake Alfred, Florida 33850
6. James Kendrick, Jr.
2207 Marty Drive
Winter Haven, Florida 33881

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article XVII Registered Agent

17.01 REGISTERED AGENT. The name and Florida street address of the Registered Agent is:

Evelyn Powell
1913 10th Street South
Haines City, Florida 33845

Article XVIII Incorporator

18.01 INCORPORATOR. The name and address of the Incorporator is:

The Reverend Quintin L. Parker
1210 Polk City Road
Haines City, Florida 33844

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated within this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act within this capacity.


Evelyn Powell, Registered Agent

09/20/00
Date


Rev. Quintin Parker, Incorporator

09/26/00
Date