

NO10000001990

TRANSMITTAL LETTER

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: Baker County Community Development Center, Inc.

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

✓ \$122.50 Filing Fee & Certified Copy

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-03/19/01-01137-012
****122.50 ****78.75

FROM: Ernest Folston, Jr.
1529 NE 3rd Avenue
Gainesville, FL 32641
(904) 275-2894 Phone
(904) 462-0041 Fax

FILED
2001 MAR 19 PM 2:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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3/21/01

ARTICLES OF INCORPORATION
of
BAKER COUNTY COMMUNITY DEVELOPMENT CENTER
INCORPORATED

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned acting as incorporator(s) of a Florida corporation not-for-profit pursuant to the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE 1- NAME

The name of the corporation shall be Baker County Community Development Center, Incorporated.

ARTICLE II – PRINCIPAL PLACE OF BUSINESS AND ADDRESS

The place in this state where the principal office of the Corporation is to be located is the City of Sanderson, Baker County Florida. The principal place of business and mailing address of this corporation shall be:

Baker County Community Development Center, Incorporated
Post Office Box 130
Sanderson, FL 32087

Mailing Address:
1529 NE 3rd Avenue
Gainesville, FL 32641

ARTICLE III – PURPOSE

The specific purpose(s) for which corporation is (are):

Baker County Community Development Center, Incorporated is specifically organized as a non-profit, independent faith-based organization with the purpose of impacting Baker County and to influence the mentality of an impecunious society thus creating an attitude to succeed and be affluent.

ARTICLE IV – MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

The method of election of directors will be provided within the bylaws.

ARTICLE V – LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, unless limited as follows: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that 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 III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b)) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VI – DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, assets shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding of any future Federal tax code).

ARTICLE VII – INITIAL REGISTERED AGENT

The name and street address of the initial registered agent shall be the President and Founder of the Corporation:

Ernest Folston, Jr.
c/o Baker County Community Development Center
1529 NE 3rd Avenue
Gainesville, FL 32641

ARTICLE VIII – OFFICERS

1. The offices held and the directors serving under the Articles of Incorporation will be:

- 1) Ernest Folston, Jr. – President
7220 NW 128th Place
Alachua, FL 32615
- 2) Dorothy Folston – Vice President
7220 NW 128th Place
Alachua, FL 32615
- 3) La Shay Sinclair – Secretary
1529 NE 3rd Avenue
Gainesville, FL 32641

The above named persons will constitute the official board of directors. Ex officio directors, non-voting directors and advisors will be elected in accordance with the by-laws.

2. Baker County Community Development Center, Incorporated as a faith-based organization shall be open for activities to persons who follow the guidelines and bylaws established by the organization's official board of directors/trustees. Persons shall be expected to participate as they portray the following.
 - a. Any person showing interest for a better quality of life, by developing their socio-economic, psycho-social and promote positive change in character and the family unit.
 - b. Any person who has been received as a participant of Baker County Community Development Center, Incorporated, has the right and privilege to participate in all activities.
 - c. The governing board shall be free to revoke a participant's rights to activities at any time at its discretion.
 - d. Participants shall be free to relinquish their participation at their discretion.
 - e. Baker County Community Development Center, Incorporated, while maintaining its inherited rights to sovereignty in the conduct of its own affairs, this organization may voluntarily enter into joint ventures with other corporations. The Corporation and its leadership will be subordinate to and subject to accountability, counsel, and direction of its Board of Directors.
 - f. In order to insure the discipline of order, Baker County Community Development Center, Incorporated, shall establish a constitution and bylaws.

ARTICLE IX – NO DISTRIBUTION OF PROFITS

The Corporation is not organized for pecuniary profit. The Corporation shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any director or individual. The balance, if any, of all monies received by the Corporation from its operations, after the payment in full of debts and obligations of the Corporation, of whatever kind or nature, shall be issued and distributed exclusively for community development initiatives and purposes.

ARTICLE X – PROHIBITION AGAINST POLITICAL ACTIVITIES

No substantial part of the activities of the Corporation shall be devoted to the promulgation of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for political office.


ARTICLE XI – CONFLICT OF INTEREST POLICY


Any director, officer or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to his acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict deemed to exist, such person can not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussion or deliberations with respect to such a contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present."

ARTICLE XII – INCORPORATORS

The name(s) and the street addresses of the incorporators for these articles of incorporation are:


Ernest Folston, Jr. – President


Dorothy Folston – Vice President


La Shay Sinclair – Secretary

The above-named incorporators executed these Articles of Incorporation this 28 day of
February, 2001.

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Baker County Community Development Center, Incorporated

2. The name and address of the registered agent and office is:

Ernest Folston, Jr.

Name

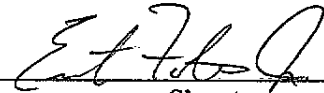
1529 Northeast 3rd Avenue

Address

Gainesville, FL 32641

City/State/Zip

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.



Signature

February 28, 2001

Date

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2001 MAR 19 PM 2:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA