

No1000002259

Requester's Name



10696-14 Lem Turner Road
Jacksonville, Florida 32218

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) 500003536625-6
-01/16/01-01006-006
122.50 **78.75
2. _____ (Corporation Name) _____ (Document #)
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TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

WOL-1139
1/16
Examiner's Initials *aj*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 16, 2001

NEW LIFE COMMUNITY CHURCH U.M.C.
10696-14 LEM TURNER RD.
JACKSONVILLE, FL 32218

SUBJECT: GENESIS, INC.
Ref. Number: W01000001139

We have received your document for GENESIS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 601A00002385

**ARTICLES OF INCORPORATION
OF**

PROJECT GENESIS CORPORATION

A Florida "Not for Profit" Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the 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 is **PROJECT GENESIS CORPORATION**. The principal office of the corporation shall be located at **10696-14 Lem Turner Road, Jacksonville, Florida 32218**. 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 shall also be the initial 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 date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III – PURPOSE AND POWERS

The purpose of this corporation shall be:

- A. To organize a corporation not for profit and to associate together persons, association, and corporation in order to operate exclusively for all objectives herein described, permitted and limited in Internal Revenue Code Section 501(c)3. For purposes and as set forth in these Articles of Incorporation, references to the controlling provisions of the Code shall be deemed to include Statutes which succeed such provisions and all appropriate rulings of the internal Service pursuant thereto:
- B. To lesson neighborhood tensions, eliminate prejudice and discrimination and combat community deterioration by expanding the opportunities available to members of minority or underprivileged groups to advance economically, socially, and educationally through the creation of employment opportunities, retail growth, social services, career training and placement, affordable housing and other lawful activities allowed under Section 501(c)3 of the Internal Revenue Code.
- C. To purchase and develop real property including commercial real estate, land, owner occupied property and rental property with the purpose of owning, managing, leasing, selling or renting commercial and/or residential real property and land holdings as permitted and limited in Internal Revenue Code 501(c)3.

- D. To combat poverty, community deterioration and discrimination within underprivileged or depressed communities by providing social services, family support, youth intervention, elderly care, job training and other services lawful under Section 501(C)3 of the Internal Revenue Code to members of underprivileged groups to foster educational opportunities, employability, and self reliance.
- E. In furtherance, but not in limitation, of the foregoing purposes, the Corporation shall have power and authority:
1. To receive and administer funds and contributions received by gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expend, contribute, use, sell, or otherwise dispose of any gift, deed, bequest, devise or money securities, property, rights and services.
 2. To voluntarily furnish management, administration and other advice, support, training and assistance to members of underprivileged groups in order to enable them to develop necessary skills to successfully operate business ventures.
 3. To conduct educational and other efforts to eliminate any prejudice and discrimination in the business and financial community and to foster the establishment of sound and constructive relationships between the business and financial community and members of underprivileged groups seeking opportunities in business, affordable housing educational institutions
- F. In furtherance, but not in limitation, of the foregoing purposes, the Corporation shall have power and authority:
1. To receive and administer funds and contributions received by gift, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services.
- G. To undertake projects or lawful activities consistent with Section 501 (c)3 of the Internal Revenue Code which may be necessary, useful, 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, association, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
- H. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and 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.

I. For such purposes, the Corporation shall have and exercise the following authority and powers:

1. To have and to exercise any and all powers, rights and privileges which a corporation organized under the law of the State of Florida may now or hereafter have or exercise.
2. To do all things necessary or desirable to accomplish the purposes of the Corporation as the Directors of the Corporation may from time to time deem appropriate which are consistent with powers conferred upon a not-for-profit corporation under the laws of the state of Florida and the Internal Revenue Code.

ARTICLE IV – NO DISTRIBUTION OF GAIN

The Corporation 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 the services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable purposes no part of which shall inure to the benefit of any individual.

ARTICLE V – REGISTERED AGENT

The name and address of the initial registered agent and office of the Corporation is:

Denise Smith, Office Administrator
c/o New Life Community United Methodist Church
10696-14 Lem Turner Road
Jacksonville, Florida 32218

ARTICLE VI – MEMBERSHIP

Membership of this corporation shall consist of those persons duly elected and serving as Directors of this Corporation as provided in the Bylaws. The names, addresses and residences of the persons who are to serve as members until otherwise provided for in the Bylaws are set forth in Article VII of these Articles of Incorporation.

ARTICLE VII – BOARD OF DIRECTORS

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); provided however that the Board of Directors may, from time to time, increase or decrease the number of Directors, so long as the number of Directors does not exceed (13). The method of election of the Board of Directors shall be stated in the Bylaws. The names and addresses of the initial Board of Directors are:

Rev. Candace M. Lewis
New Life Community Church UMC
10696-14 Lem Turner Road
Jacksonville, Florida 32218

Albert Jordan, Jr.
1967 W. 45th Street
Jacksonville, Florida 32209

Edward Watkins
1552 Shear Water Drive
Jacksonville, Florida 32218

Gewanda Johnson
3536 University Blvd. Apt 175
Jacksonville, FL 32277

Cedric Lewis
11028 Lydia Estates Drive West
Jacksonville, FL 32218

The directors shall be duly elected by the Board of Trustees of New Life Community Church UMC for terms provided in the Bylaws.

ARTICLE VIII – 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 names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

President - Rev. Candace M. Lewis
New Life Community Church UMC
10696-14 Lem Turner Road
Jacksonville, Florida 32218

Vice President - Albert Jordan, Jr.
1967 W. 45th Street
Jacksonville, Florida 32209

Treasurer - Edward Watkins
1552 Shear Water Drive
Jacksonville, Florida 32218

Secretary - Gewanda Johnson
3536 University Blvd, Apt 175
Jacksonville, FL 32277

Parliamentarian - Cedric Lewis
11028 Lydia Estates Drive West
Jacksonville, FL 32218

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

ARTICLE IX – BYLAWS

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

ARTICLE X – AMENDMENTS

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation or any amendments hereto. No less than five business days prior, written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each Director in the same manner as notice for the meeting. Such amendment shall require the assent of a two-thirds majority vote of the Directors present. However no amendment shall contain provisions which would cause the cooperation to lose status under IRC 501(c) 3. Nor may any amendment delete any provision required to maintain sub status.

ARTICLE XI – DISSOLUTION

The Corporation may be dissolved with the assent 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 New Life Community Church UMC, an Internal Revenue Code 501(c)3 organization provided, however, that if at the time of the dissolution New Life Community Church UMC is not an Internal Revenue Code 501(c)3 organization, then to another organization recognized as exempt under section 501(c)3 of the Internal Revenue Code of 1986 to be used exclusively for charitable 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 XII – 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 or she reasonably believes to be in the best interests of the Corporation.

In discharging his or her duties, a Director may rely upon information, opinions, reports 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;
- C. A committee of the Board of Directors of which he or she 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 or she performed the duties of his or her 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 or she 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 her (or by his or her heirs, executors or administrators) in connection with the defense or 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 or her 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 XIII - INCORPORATOR

The name and address of the incorporator is:

Joyce Harper
10929 Lydia Estates Drive
Jacksonville, Florida 32218

These Articles of Incorporation are hereby executed by the incorporator on this 29th
day of March, 2001.

Joyce Harper
Incorporator

STATE OF FLORIDA]

COUNTY OF DUVAL]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the
State aforesaid and in the County aforesaid to take acknowledgments, personally appeared
Joyce Harper, who is personally known to me or who has produced
_____ as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of
March, 2001.

Queen V. Seymore
NOTARY PUBLIC STATE OF FLORIDA

Print Name:
My Commission Expires:



CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

PROJECT GENESIS CORPORATION desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, County of Duval, State of Florida, has named **DENISE SMITH, Office Administrator, New Life Community Church UMC, 10696-14 Lem Turner Road, Jacksonville, Florida 32218**, as its agent to accept service process within Florida.

Denise Smith

Denise Smith, Office Administrator
c/o New Life Community Church, UMC
10696-14 Lem Turner Road
Jacksonville, Florida 32218

Date: 3/27/01

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Denise Smith

Denise Smith, Office Administrator
c/o New Life Community Church, UMC
10696-14 Lem Turner Road
Jacksonville, Florida 32218

Date: 3/27/01

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TALLAHASSEE, FLORIDA