

TRANSMITTAL LETTER

N01000003134

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: National Community Development Corp of Foot Piece
(Proposed corporate name - must include suffix)

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
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Rev Samuel Sullivan
Name (Printed or typed)

P.O. Box 3625
Address

Foot Piece 34948 3625
City, State & Zip

(561) 464-2131
Daytime Telephone number

800004135488--9
-05/04/01--01002--010
*****87.50 *****87.50

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

OP 5/31

NATIONAL COMMUNITY DEVELOPMENT CORPORATION (CDC) OF FORT PIERCE
ARTICLES OF INCORPORATION AND BY-LAWS

ARTICLES OF INCORPORATION

National Community Development Corporation (CDC) of Fort Pierce

(A Corporation not for profit)

In compliance with the requirement of chapter 617 of the Laws of the state of Florida and section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) the undersigned, all of whom are of age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby certify:

ARTICLE I

NAME

The name of this corporation shall be "National Community Development Corporation (CDC) of Fort Pierce. The principle office of the corporation is located at P.O. Box 3625, Fort Pierce, FL 34948-3625, until its own infrastructure is constructed and/or relocation is warranted.

ARTICLE II

The corporation does not contemplate pecuniary gain or profit to the members thereof, and the general nature of the objects and purposes of this corporation shall be as follows:

1. The establishment and operation of programs to meet the moral, social, educational, and charitable uplift of all citizen needs in the county of St. Lucie; however, we may expand wherever the need to serve human kind may exist.
 - a) The instigation and/or conducting of research and planning directed towards improving life and reducing personal hardship and combating community deterioration as a basis for such economic development and social service programming.
 - b) The development of community and area wide knowledge and understanding of the social, moral and educational needs and the means to alleviate the same through preparation, publication and dissemination relating to such conditions through all available media.
 - c) To serve as a vehicle of empowerment with specific concentration on employment, low-income housing, daycare, transit services, home weatherization, small business development, youth development, youth build, intergenerational programs, life skills, and other activities related to the education and economic empowerment of those whom we seek to serve.
 - d) The securing and expenditures of monies to implement such programs.

NATIONAL COMMUNITY DEVELOPMENT CORPORATION (CDC) OF FORT PIERCE
ARTICLES OF INCORPORATION AND BY-LAWS

2. This corporation shall be at all times operated and conducted exclusively for charitable, moral and educational purposes hereinabove set forth, and all of the property of this corporation shall at all times be operated and conducted in conformity with the following additional provisions:
- d) All the activities carried on by this corporation shall be carried on in the state of Florida and limited to these continental United States, primarily for the benefit of the inhabitants of the county of St. Lucie, in which we are located in the state of Florida.
 - e) No part of the net earnings of this corporation shall inure to the benefit of any private member or individual or to the benefit of any member, director or officer of this corporation.
 - f) No part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.
 - g) The corporation shall not participate or intervene in or campaign on behalf of any candidate for public office.
 - h) The affairs of this corporation shall be conducted in such manner that, under the laws of the United States of America from time to time in force, (i) this corporation will constitute an organization exempt from federal income taxation and (ii) any and all gifts, bequests and other transfers of property made to this corporation will be deductible for federal estate and gift tax purposes.

The forgoing paragraph of this Article II are to be construed both as objects and powers, and it is hereby expressly provided that the objects and power specified herein shall be in no sense limited or restricted by reference to or from the terms of any other paragraph or article of these articles of Incorporation, but the objects and powers specified shall be regarded as independent objects and powers, and the enumeration herein of specified objects and powers shall not be held to limit or restrict in any way or manner the general powers of the corporation; PROVIDED, HOWEVER, that nothing herein contain shall be deemed to authorize or permit the corporation to carry on any business, or to exercise any power, or to do any act which a corporation formed under chapter 617 of the laws of the state of Florida and section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as amended from time to time, may not at the time lawfully carry on or do.

ARTICLE III

The membership of this corporation shall be comprised of all persons ever the age of 21 years and in the county of St. Lucie, and limited to residents in the continental United States. In addition, the persons hereinafter named as subscribers to these Articles of and such other persons as may from time to time hereafter become members.

NATIONAL COMMUNITY DEVELOPMENT CORPORATION (CDC) OF FORT PIERCE
ARTICLES OF INCORPORATION AND BY-LAWS

ARTICLE IV

TERM

The corporation shall have perpetual existence.

ARTICLE V

SUBSCRIBERS

The names and residence of the subscribers and directors to these Articles are as follows:

NAME

ADDRESS

Rev. Samuel E. Sullivan

2601 Avenue P
Fort Pierce, Florida, 34947

Jerome Z. Gayman

Reagan Ellis

Tya Fuller

Steve McCroey

NATIONAL COMMUNITY DEVELOPMENT CORPORATION (CDC) OF FORT PIERCE
ARTICLES OF INCORPORATION AND BY-LAWS

ARTICLE VI

OFFICERS AND COMMUNITY ADVISSORS

The affairs of the corporation shall be managed by the Board of directors consisting of not less than three members nor more than twelve members, as from time to time provided by in the by-laws.

The Board of directors shall elect the officers of the corporation, who need not be director.

The names and addresses of the first Board of directors of the corporation, and of the President, Vice President, Secretary and Treasurer of the corporation, who shall hold office until their successors are duly elected and shall have qualified, are:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
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Voting directors shall be elected as provided in the by-laws by a majority vote of the members at their regular meeting to be held at the time provided in the by-laws. Officers shall be elected by the directors at a meeting of the directors to be held immediately following the annual meeting of the members. Interim vacancies in the Board of Directors, or in the officers of the corporation, shall be filled by the Board of Directors

ARTICLE VII

BY-LAWS

The Board of Directors of this corporation may adopt such by-laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time. The by-laws may be amended, altered or rescinded by a majority vote of the Board of Directors at any regular meeting, or at any special meeting called for that purpose, after due written notice to all members of the Board.

NATIONAL COMMUNITY DEVELOPMENT CORPORATION (CDC) OF FORT PIERCE
ARTICLES OF INCORPORATION AND BY-LAWS

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any regular meeting, at any special meeting called for that purpose, after due written notice to all members of the Board.

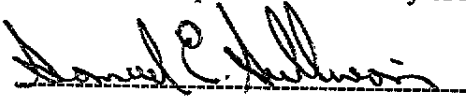
ARTICLE IX

DISSOLUTION

Should this corporation be dissolved, other than incident to merger or consolidation, the officers and Directors shall determine. Any of such assets, not disposed of, shall be disposed of by the court of common pleas of the county in which the principal office is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The assets of the corporation shall be dedicated, granted, conveyed and assigned to any non profit public or private agency, corporation, association, trust or similar organization devoted to and used for purposes similar to those for which this corporation was created.

In Witness Whereof, for the purpose of forming this corporation under the laws of the state of Florida, I, the undersigned, constituting the incorporators of this corporation, have executed these Article of Incorporation this 3rd day of May 2001.



Samuel E. Sullivan

I Hereby certify that on this day, before me an officer duly authorized in the state of Florida and county of St. Lucie to take acknowledgements, personally appeared Samuel E. Sullivan, to me well known to be the subscriber to the foregoing Articles Incorporation, who, being by me, first duly sworn, acknowledged that he signed the same for the purposes therein expressed.

Witness my hand and seal at Saint Lucie County, Fort Pierce, Florida, this 3rd day of May 2001.

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NOTARY PUBLIC

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

6017.

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

National Community Development Corporation (CDC) of Fort Pierce

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

Steven Morrey
(NAME)

P.O. Box 2625 2601 Ave P
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Fort Pierce FL 34947
(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]
(SIGNATURE)

5-3-01
(DATE)