

**N01800005281**

Requester's Name

FROM  
100 RIVERSIDE AVE  
JACKSONVILLE FL 32202  
Prof B. Lawrence 904-326-9900

100004495441--9  
-07/25/01--01057--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Office Use Only

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
01 JUL 25 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

- ☐ 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

7-26-01  
M

**ARTICLES OF INCORPORATION  
OF  
MACEDONIA AGAPE DEVELOPMENT VISION CORPORATION  
(Nonprofit Corporation)**

I, an incorporator of **MACEDONIA AGAPE DEVELOPMENT VISION CORPORATION**, the undersigned hereby form a corporation not for profit under *Chapter 617, Laws of the State of Florida*, providing for the formation, liability, rights privileges and immunities of a corporation not for profit.

**ARTICLE I**

**Name of Corporation**

The name of the corporation shall be **MACEDONIA AGAPE DEVELOPMENT VISION CORPORATION**.

**ARTICLE II**

**Corporate Nature**

This corporation is a nonprofit corporation, organized for the operation, of any and all lawful business.

**ARTICLE III**

**Duration**

The term of existence of the corporation is perpetual and begins its existence, five (5) business days from the date of filing of these article of incorporation.

FILED  
01 JUL 25 PM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE IV**

### **General and Specific Purposes**

The specific and primary purposes for which this corporation is formed are:

- A. To promote affordable housing opportunities to low and moderate income families residing in the Northeast Florida region; to develop programs that address threats to health and welfare of the community; and to provide programs to find special services where other resources are not available to meet such needs through self help programs; to expand the scope of programs and activities of public and private agencies, and institutions; to equalize minorities and disadvantaged individuals who heretofore have not received a fair opportunity to share in the riches of this country, the United States; to provide outreach and to encourage the active participation of minorities and disadvantaged communities in establishing self help projects and programs; to provide greater interaction and cooperation between organizations designed to assist minorities and hapless communities in the areas of rehabilitation, crime prevention, recreation, physical planning, technical assistance to the elderly and dependent; to provide financial and technical to assistance to the underserved population within the surrounding catchment areas and actively participate in regionwide programs which seek to develop greater business and economic opportunities for minorities and the disadvantaged engaging in the transaction of any and all activities permitted under the laws of Florida and United States of America.
- B. To operate exclusively for charitable purposes as will qualify it as an exempt organization under *Section 501(c)(3) of the Internal Revenue Code of 1954*, as amended , or under any corresponding provisions of any subsequent federal tax laws, tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

## **ARTICLE V**

### **Management of Corporate Affairs**

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Trustees.

- A. Board of Trustees. The powers of this corporation shall be exercised,

it properties controlled, and its affairs conducted by a Board of Trustees, consisting of not less than three (3) persons. The number of Trustees of the corporation shall be three provided however, that such number may be changed by a By-Law duly adopted by the members.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of officers shall be named, if necessary.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held on the first Thursday in December of each year at such place or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document file under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the By-Laws for this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Trustees are as follows:

<u>Name</u>	<u>Address</u>
<b>Dr. Landon L. Williams, Sr.</b>	1800 West Edgewood Avenue Jacksonville, Florida 32208
<b>Verdell Wells</b>	1800 West Edgewood Avenue Jacksonville, Florida 32208
<b>Thomas Campbell</b>	1324 East 31 <sup>st</sup> Street Jacksonville, Florida 32206

- B. Corporate Officers. The Board of Trustees shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of Board of Trustees'. Until such election is held, the following persons shall serve as corporate officers:

**NAME AND ADDRESS**

President:	<b>DR. LANDON L. WILLIAMS, Sr.</b> 1800 West Edgewood Avenue Jacksonville, Florida 32208
Vice President:	<b>WILLIE AVERY</b> 1800 West Edgewood Avenue Jacksonville, Florida 32208
Secretary:	<b>VERDELL WELLS</b> 1800 West Edgewood Avenue Jacksonville, Florida 32208
Treasurer:	<b>LORRAINE WILLIAMS</b> 1800 West Edgewood Avenue Jacksonville, Florida 32208
Administrative Assistant/Treasurer:	<b>DWAYNE WALKER</b> 1800 West Edgewood Avenue Jacksonville, Florida 32208

## **ARTICLE VI**

### **Earnings and Activities of Corporation**

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV hereof.
- B. 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, and intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. 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 of 1954* (or the corresponding provision of any future *United States Internal Revenue Law*) or (b) by a corporation, contributions to which are deductible under *section 170(c)(2) of the Internal Revenue Code of 1954* (or the corresponding provision of any future *United States Internal Revenue Law*).

## **ARTICLE VII**

### **Distribution of Assets**

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner and to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under *Section 501(c)(3) of the Internal Revenue Code of 1954* (or the corresponding provision of any future *United States Internal Revenue Law*), as the Board

of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes and to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE VIII**

#### **Membership**

This corporation shall not have members.

### **ARTICLE IX**

#### **Incorporator**

The name and residence address of the Incorporator of this Corporation is:

**Dr. Landon L. Williams, Sr.**  
1800 West Edgewood Avenue  
Jacksonville, Florida 32208

### **ARTICLE X**

#### **Principal Place of Business**

The principal place of business of this corporation is 1800 West Edgewood Avenue, Jacksonville, Florida 32208.

### **ARTICLE XI**

#### **Amendment of By-Laws**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation's Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the Board of Directors of the corporation, By-Laws

of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedures set forth therefore in the By-Laws.

## **ARTICLE XII**

### **Dedication of Assets**

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

## **ARTICLE XIII**

### **Amendment of Articles**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of Board members for their vote in the manner set forth in the By-Laws of this corporation.

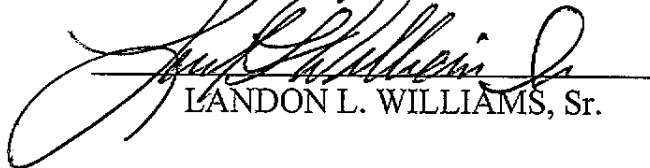
## **ARTICLE XIV**

### **Indemnification**

This corporation shall indemnify an officer or Board Member, to the full extent permitted by law.



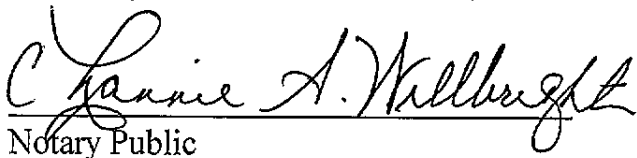
IN WITNESS WHEREOF, LONDON L. WILLIAMS, Sr., the incorporator, has  
hereunto set his hand and seal this 17th day of July, 2001.

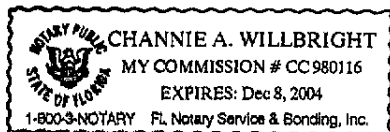
  
LONDON L. WILLIAMS, Sr.

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared, LONDON L. WILLIAMS, who after first being duly sworn, deposes and says that he is the person described in the foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this  
17th day of July, 2001.

  
Notary Public



**ARTICLE XV**

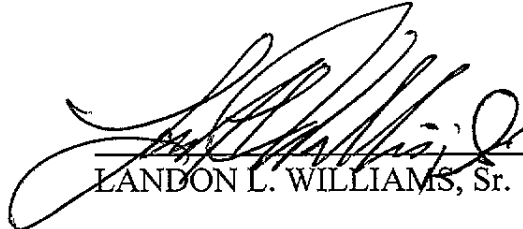
FILED  
01 JUL 25 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Registered Agent**

The initial designation of the registered agent office of this corporation shall be **DR.**

**LANDON L. WILLIAMS, Sr., 1800 West Edgewood Avenue, Jacksonville, Florida**

**32208.** Pursuant to *Florida Statutes Section 617*, having been named to accept process of for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
LANDON L. WILLIAMS, Sr.