

No 2000004644

TRANSMITTAL LETTER

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

FILED
02 JUN 18 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-06/06/02--01026--010
*****78.75 *****78.75

SUBJECT: THE GREATER SAINT PAUL A.M.E. COMMUNITY DEVELOPMENT
CORPORATION.

Enclosed are an original and one (1) copy of the articles of incorporation and a
check for \$78.75 -- Filing Fee and Certified Copy

FROM: Robert A. Young
3576 Charles Avenue
Miami, Florida 33133
(305) 447-1604

W03-16518

QB 6/19



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 6, 2002

ROBERT A. YOUNG
3576 CHARLES AVENUE
MIAMI, FL 33133

SUBJECT: THE GREATER SAINT PAUL A.M.E. COMMUNITY DEVELOPMENT
CORPORATION
Ref. Number: W02000016518

We have received your document for THE GREATER SAINT PAUL A.M.E. COMMUNITY DEVELOPMENT CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 502A00037386

**ARTICLES OF INCORPORATION
OF
THE GREATER SAINT PAUL A.M.E. COMMUNITY DEVELOPMENT CORPORATION.**

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617 of the laws of the State of Florida, do hereby make and adopt the following Articles of Incorporation.

**Article I
NAME**

The name of the corporation is: **THE GREATER SAINT PAUL A.M.E. COMMUNITY
DEVELOPMENT CORPORATION**

**Article II
NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefits of its Members, Directors or Officers, except to the extent permissible under law.

**Article III
DURATION**

The period of the duration of this corporation shall be perpetual.

**Article IV
PURPOSES**

The Corporation is organized exclusively for one or more the purposes as specified in section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any United States Internal Revenue Law). In operating as a Section 501(c)(3) organization exclusively, the Corporation will carry on the following objectives and purposes:

A: To assist in housing and housing development in African American communities of Coconut Grove, the city of Miami and the United States.

B: To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to it's amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property, for any of the purposes set forth herein.

C: To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

D: To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to said Act.

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E: To draw or raise monies for any of the purposes of the corporation and, from time to time limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts bills of exchange, warrants, bonds, debentures or other negotiable or non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyances or assignment in trust of the whole of any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

Article V LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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.

Article VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 3680 Thomas Avenue, Miami, Florida 33133, and the name of its initial Registered Agent at that address is Robert A. Young. The corporation's mailing address shall be 3680 Thomas Avenue, Miami, Florida 33133.

Article VII INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is 3. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than five. The Voting Members shall elect the Directors annually. The name address of each initial Director of the Corporation is as follows:

Name	Address
Benjamin McKinney	3680 Thomas Avenue Miami, Florida 33133
Juanita Smith	3510 Frow Avenue Miami, Florida 33133
James Darling	14540 Fillmore Street Miami, Florida 33176

The pastor of the GREATER SAINT PAUL A.M.E. CHURCH shall be chairman of the Board of Directors and President of the Officers of the Corporation of the GREATER SAINT PAUL A.M.E. COMMUNITY DEVELOPMENT CORPORATION.

Article VIII OFFICERS

The Officers of the Corporation shall consist of a President, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors and may be removed by the Board of Directors at such time in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Benjamin McKinney 3680 Thomas Avenue, Miami, Florida 33133 **President; Juanita Smith**
3510 Frow Avenue Florida 33133 **Vice President; James Darling** 14540 Fillmore
Street Miami, Florida 33176 **Secretary**

Article IX
INCORPORATOR(S)

The name and address of each Incorporator is as follows:

Name
THE GREATER SAINT PAUL A.M.E. CHURCH
Address
3680 Thomas Avenue, Miami, Florida 33133

Article X
BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

Article XI
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

Article XII
INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

Article XIII
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 617 of the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

Article XIV
NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

Article XV
TAX EXEMPT

It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and an organization described in Section 501(c)(6) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

IN WITNESS WHEREOF, the undersigned have signed the Articles of Incorporation on this 3rd day of June, 2002.

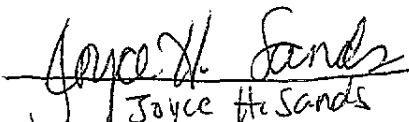
Benjamin McKinney as agent for
THE GREATER SAINT PAUL A.M.E. CHURCH

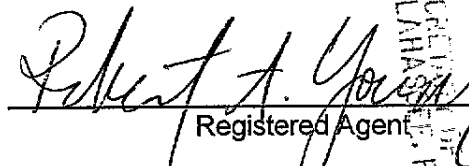
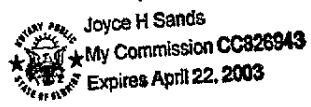

Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent THE GREATER SAINT PAUL A.M.E. COMMUNITY DEVELOPMENT CORPORATION, which is contained in the foregoing Articles of Incorporation.

DATED this 3rd day of June, 2002.

 # CC826943
Joyce H. Sands
(who is personally known to me)
April 22, 2003


Registered Agent


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TALLAHASSEE, FLORIDA