

## TRANSMITTAL LETTER

# No 20000006735

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

SUBJECT:

Midway Community Development  
(Proposed corporate name - must include suffix)

800007473058--3

-09/03/02--01030--015

\*\*\*\*\*78.75 \*\*\*\*\*78.75

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:

Marjorie Victor  
Name (Printed or typed)

P.O. Box 856  
Address

Midway FL 32343  
City, State & Zip

850-504-1414  
Daytime Telephone number

RECEIVED

02 SEP -3 AM 10:23

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
02 SEP -5 AM 10:48  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2002 SEP -5 AM 10:57  
TALLAHASSEE, FLORIDA

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

9/5/02

FILED  
2002 SEP -5 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MIDWAY COMMUNITY DEVELOPMENT CORPORATION**

**These Articles of Incorporation have been formed in Compliance with Chapter  
617, F.S., (Not for Profit)**

**ARTICLE I**

**The name of the corporation shall be Midway Community Development Corporation.**

**ARTICLE II**

**The principal place of business and mailing address of this corporation shall be:**

**Midway Community Development Corporation  
102 Palmer Road  
Midway, Florida 32343**

**ARTICLE III**

**A. PURPOSE. This corporation is a community housing development organization and the purpose for which this corporation is formed shall be for charitable, educational and public purposes.**

**SECTION 1. To benefit and to engage in activities designed to stabilize the lives of low to moderate income residents living within the geographic boundaries of the City of Midway, Florida.**

**SECTION 2. To foster and promote community-wide interest and concern for the problems of low to moderate income residents to the end that (a) family, youth, teen and adult counseling may be provided; (b) employment, job skills training and economic opportunities may be expanded; (c) before and afterschool youth programs may be provided; (d) a computer literacy courses and a computer learning lab may be established, GED classes and afterschool tutorial classes may be provided; (e) senior citizen housing, personal care, home maker chore and other social services to the elderly may be provided; (f) juvenile delinquency prevention programs may be established; (g) housing for low to moderate income families, the homeless and persons with disabilities may be constructed; (h) food pantries for low income populations, meals on wheels programs for senior citizens, snacks and meals for toddlers, children and youth from low income families attending daycare, before-school and afterschool programs may be provided; (i) daycare center(s) may be established (j) rehabilitation services for ex-offenders who were incarcerated may be provided and that; (k) poverty, juvenile delinquency, crime, illiteracy, and homelessness, may be lessened or eliminated within the geographic boundaries of Midway Community Development Corporation.**

**SECTION 3. To promote economic self-sufficiency and to expand the opportunities available to said residents and groups to own, manage, and operate business enterprises in economically depressed areas;**

**SECTION 4. To assist said residents and groups in developing successful entrepreneurial and business enterprises; and to assist said residents and groups in obtaining financial support from other sources;**

**SECTION 5.** To encourage the development of or retention of an industry in the community, and any one or more counties, cities, towns or villages of the state of Florida, or any combination thereof;

**SECTION 6.** To expand opportunities available to said residents and groups to obtain adequate low cost housing accommodations by constructing, rehabilitating, and providing decent, safe and sanitary housing for persons and families who are homeless or of low to moderate income who otherwise would not be able to find or afford a suitable place to live;

**SECTION 7.** To help relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and;

**SECTION 8.** To provide such housing through rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites for the purpose of combating the deterioration of the community and contributing to its physical improvement.

**SECTION 9.** To contract, lease, buy, acquire or sell real estate and/or real property by any lawful method for housing purposes and to conduct business on intangibles.

**SECTION 10.** To manage real property in order to provide affordable housing for low and moderate income households.

**SECTION 11.** To contract with, form joint ventures with, or otherwise deal with the owners, developers, managers or other principals of housing projects in any manner that enhances or perpetuates their affordability for low and moderate income households.

**SECTION 12.** To enter into contracts or any other agreements with public agencies for the purpose of assisting by any lawful method in the implementation of their affordable housing strategies, historic preservation plans and social service delivery goals.

**SECTION 13.** To borrow or otherwise receive funds or personal or real property, by gift, grant or by any other lawful method, for the purpose of carrying out the corporation's purpose including financing the corporation's housing projects.

#### **ARTICLE IV**

The manner in which the directors are elected or appointed shall be by vote of the membership of the corporation or appointment by the Board of Directors to fill an unexpired term of a board member who either resigned or died.

#### **ARTICLE V**

**The names and addresses of the incorporators are:**

<b>NAME</b>	<b>ADDRESS</b>
<b>WILLIE D. LAMB, SR. PRESIDENT</b>	<b>1714 WEST STREET BAINBRIDGE, GEORGIA 39819</b>
<b>MARJORIE VACTOR VICE-PRESIDENT</b>	<b>P. O. BOX 856 MIDWAY, FLORIDA 32343</b>
<b>GLORIA WALKER SECRETARY</b>	<b>P. O. BOX 406 MIDWAY, FLORIDA 32343</b>
<b>EMMA LEE TREASURER</b>	<b>P. O. BOX 587 MIDWAY, FLORIDA 32343</b>
<b>MORRIS THOMAS DIRECTOR</b>	<b>P. O. BOX 436 MIDWAY, FLORIDA 32343</b>
<b>VERDA OWENS DIRECTOR</b>	<b>P. O. BOX 491 MIDWAY, FLORIDA 32343</b>
<b>TERESA EDWARDS DIRECTOR</b>	<b>P. O. BOX 1993 MIDWAY, FLORIDA 32353</b>

#### **ARTICLE VI**

**The name and Florida street address of the registered agent is:**

**Ms. Vivian Lamb  
102 Palmer Road  
Midway, Florida 32343**

#### **ARTICLE VII**

**The name and address of the incorporator is:**

**Mr. Willie D. Lamb, Sr.  
1714 West Street  
Bainbridge, Georgia 39819**

#### **ARTICLE VIII**

**The period of duration of this corporation is perpetual.**

#### **ARTICLE IX**

**This corporation shall have members.**

#### **ARTICLE X**

**This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal 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), or (ii) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).**

#### **ARTICLE XI**

**No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.**

#### **ARTICLE XII**

**To the fullest extent then permitted in compliance with Chapter 617, F.S., (Not for Profit), the Corporation may indemnify and hold harmless each director or other employees of the Corporation, (including, for this purpose, any person who may serve at the Corporation's request in any capacity with respect to any employee benefit plan maintained or contributed to by the Corporation) against and from all loss, cost and reasonable expenses hereafter incurred by the employee in the payment, settlement and defense of any civil or criminal claim, action or proceeding (including appeals) brought or threatened against the employee as such director, officer or other employee(s). Any rights of indemnification and exoneration accruing under this Article shall apply whether or not such person continues to be a director or officer or other employee at the time any such loss, cost or expense is suffered or incurred.**

#### **ARTICLE XIII**

**To the extent permitted in compliance with Chapter 617, F.S., (Not for Profit), the Corporation may purchase and maintain insurance on behalf of any person who is or was such an officer, director or employee, against any liability incurred by him in such capacity, or arising out his status as such whether or not the Corporation would have the power to indemnify the employee against such liability.**

#### **ARTICLE XIV**

**The property of this corporation is irrevocably dedicated to charitable, public and educational purposes. All income and earnings of each corporation shall be used exclusively for it corporate purposes. 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 person. The corporation shall be authorized and empowered to pay other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director or member be accountable for any gains or profits realized thereon.**

#### ARTICLE XV

Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, all debts and liabilities of this corporation of whatsoever kind and nature, shall be distributed to one or more counties, cities, towns or villages within Gadsden County, Florida which is designated as the territory in which its operations are principally to be conducted and is organized and operated exclusively for charitable, public and educational purposes and has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

#### ARTICLE XVI

This corporation shall have one class of members as follows: an individual or organization that subscribes to the purposes and basic policies of the corporation and whose admission will contribute to the corporation's ability to carry out its charitable and public purposes, shall be eligible for membership on approval of the membership application by the board of directors and on timely payment of such dues and fees as the board may fix from time to time. No person shall hold more than one membership. Members must be 18 years of age or older and either reside or work within Gadsden County, Florida.

IN WITNESS WHEREOF, the undersigned incorporators, being at least eighteen years of age, has executed these Articles of Incorporation. This 8<sup>th</sup> day of September, 2002.

#### BOARD OF DIRECTORS SIGNATURES:

NAME: WILLIE D. LAMB

Willie Lamb  
PRESIDENT

NAME: MARJORIE VACTOR

Marjorie Vactor  
VICE-PRESIDENT

NAME: GLORIA WALKER

Gloria Walker  
SECRETARY

NAME: EMMA LEE

Emma Lee  
TREASURER

NAME: MORRIS THOMAS

Morris Thomas  
DIRECTOR

FILED

2002 SEP -5 AM 10: 57

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

*Vivian Lamm*  
Signature/Registered Agent

*9/3/02*  
Date

\_\_\_\_\_  
Signature/Incorporator

\_\_\_\_\_  
Date