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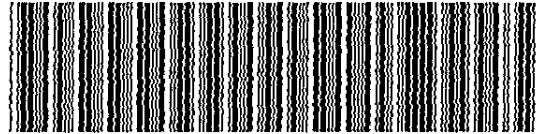
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8/5/03

TRANSMITTAL LETTER

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2003 JUL 29 PM 3:13

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

SUBJECT: PJAP Development Corporation, Inc.

(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

ADDITIONAL COPY REQUIRED

FROM: Philip R. Johns

Name (Printed or typed)

1410 S.W. 98th Ave.

Address

Pembroke Pines, FL. 33025

City, State & Zip

305-375-4833

Daytime Telephone number

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

## **ARTICLES OF INCORPORATION**

### **PJAP DEVELOPMENT CORPORATION, INC.**

**(A Corporation Not-For-Profit)**

We the undersigned, with other persons, being desirous of forming a corporation for charitable and philanthropic purposes under the provision of Chapter 617 of the Florida Statutes, do agree to do the following:

#### **ARTICLE I**

##### **NAME**

This organization, hereinafter referred to as the Corporation, shall be known as the PJAP Development Corporation, Inc.

#### **ARTICLE II**

##### **DURATION**

The Corporation shall exist in perpetuity.

#### **ARTICLE III**

##### **PURPOSES AND POWERS**

The purposes of the corporation are educational and charitable within the meaning of section 501 ©(3) of the United States Internal Revenue Code of 1954, as amended.

Without limiting the generality of such purposes, the Corporation intends:

1. To promote the development of adequate, low-cost housing to meet the needs of the poor, elderly, and low-income residents of South Florida;
2. To engage in the organization of non-profit housing developments with resident ownership, and engage in the organization or creation of non-profit rental housing for moderate and lower income persons;
3. To assist low-income individuals and groups to become self-sufficient in order to own, manage, and operate housing and other related enterprises in South Florida;
4. To provide social services to the needy;

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5. To assist in obtaining the financial and other support required for the purposes of the Corporation;
6. To take and hold by bequest, devise, gift, grant, purchase, lease of otherwise, any property, real, personal, tangible or intangible, without limitation as to the amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest, or deal with the principal of the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation; and to do all such other acts as may be permitted under Florida Law.

#### **ARTICLE IV**

##### **MEMBERSHIP**

The voting membership of this Corporation shall consist of the Board of Directors as elected from time to time.

Additional, non-voting classes of membership may be established by the Board of Directors consisting of persons who are desirous of furthering the objectives of the Corporation. Such members shall participate in the affairs of the Corporation as provided for in the Corporation's By-Laws.

#### **ARTICLE V**

##### **SUBSCRIBERS**

The names and addresses of the subscribers to these Articles of Incorporation are as Follows:

<u>NAME</u>	<u>ADDRESS</u>
Rev. Philip R. John – President	1410 S.W. 98 <sup>th</sup> Ave. Pembroke Pines, FL 33025
Joan A. Johns – Vice President	1410 S.W. 98 <sup>th</sup> Ave. Pembroke Pines, FL 33025
Patricia Long – Secretary/Treasurer	8710 N. Sherman Circle Miramar, FL. 33028

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## **ARTICLE VI**

### **INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE**

The street address of the initial registered/principal office of the Corporation is 1410 S.W. 98<sup>th</sup> Avenue, Pembroke Pines, Fl. 33025 and the name of the Corporation's initial registered agent at that address is Philip R. Johns.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors at any time. The number of directors may be increased from time-to-time in accordance with the Article of Incorporation and the By-Laws of the Corporation. In the event of the resignation or death of a board member, the president shall appoint a replacement to serve the remainder of the member's term.

The name and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Rev. Philip R. Johns – President	1410 S.W. 98 <sup>th</sup> Ave Pembroke Pines, FL 33025
Joan A. Johns – Vice President	1410 S.W. 98 <sup>th</sup> Ave Pembroke Pines, FL 33025
Patricia Long – Secretary/Treasurer	8710 N. Sherman Circle Miramar, FL. 33028

## **ARTICLE VIII**

The Corporation shall be authorized to endeavor in joint venture with other non-profit corporations or profit corporations so long as the overall purpose of the joint venture does not negate the non-profit status of the Corporation.

## **ARTICLE IX**

### **BY-LAWS**

The Board of Directors of the Corporation shall make, adopt, alter, amend or repeal such By-Laws of the Corporation for the conduct of the business of the Corporation as the Directors may deem necessary from time-to-time.

## **ARTICLE X**

### **OFFICERS**

The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be provided for in the By-Laws. The officers shall appoint at an annual meeting of the Board of Directors or as otherwise provided in the By-Laws. The initial officers shall be selected by the Board of Directors at its first meeting.

## **ARTICLE XI**

### **DISSOLUTION**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a non-profit which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501© (3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws.

## **ARTICLE XII**

### **LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1954), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not

carry on any 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).

### ARTICLE XIII

#### AMENDMENTS

These Articles of Incorporation may be amended by the Board of Directors at a special meeting called for such purpose or at the Annual Meeting of the Board of Directors.

### ARTICLE XIV

#### DEFENSE AND INDEMNIFICATION

##### OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, sue or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of the other rights to which he or she may be entitled.

IN WITNESS WHEREOF, we the undersigned, as the incorporators of the above-named Corporation, do hereby subscribe our names and acknowledge the execution of the same on this 24th day of July, 2003.

*Philip R. Johns*

\_\_\_\_\_. (SEAL)

\_\_\_\_\_. (SEAL)

\_\_\_\_\_. (SEAL)

*J. Stanley*

NOTARY



Jeanette L. Stanley  
Commission #DD169432  
Expires: Jan 09, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, Personally appeared Philip R. Johns, to me well known and known to me to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledge to and before me that he execute said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 24<sup>th</sup> day of July, 2003 in the aforesaid County and State.





Jeanette L. Stanley  
Commission #DD169432  
Expires: Jun 09, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

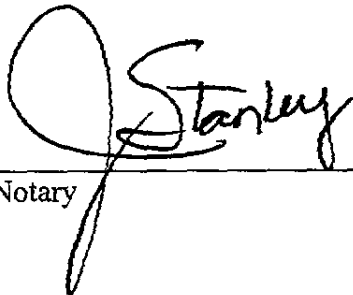
STATE OF FLORIDA  
COUNTY OF BROWARD

PJAP DEVELOPMENT CORPORATION, INC.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept services or process for the above-stated Corporation, at [lace designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.





Notary



Jeanette L. Stanley  
Commission #DD169432  
Expires: Jun 09, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.