

ARTICLES OF INCORPORATION
OF
ALMS OF BETHEL COMMUNITY DEVELOPMENT, INC.

The undersigned, acting as incorporator of Alms of Bethel Community Development, Inc., under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is: Alms of Bethel Community Development, Inc.

ARTICLE II
ADDRESS

The street address of the initial principal office of the corporation is:
P.O. BOX 526 PINE ST
MAYO, FLORIDA 32066

The mailing address of the corporation is:
P.O. BOX 786
PERRY, FLORIDA 32347

ARTICLE III
DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE IV
PURPOSE

The corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Further, the corporation may engage in other activities designed or intended to

accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful activities that may be incidental or reasonable necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

The general purposes and object of this corporation is to provide charitable, social, and educational services for the development of the community and in particular to assist in the development of children and families enabling them to improve and obtain skills, knowledge, and motivations they need to become fully self sufficient. Our specific mission is to aid in the holistic development of children and families by providing supportive services to meet the physical (nutritional & fitness), mental spiritual, social and educational well being of individuals, in order to improve the quality of their lives which makes a better community in which to live.

ARTICLE V. **LIMITATIONS ON CORPORATE POWER**

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

- a) No part of the assets or 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 (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the corporation shall not 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.
- c) Notwithstanding any other provision of these Articles, the corporations shall not carry on any activities not permitted to be carried on (I) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI. **MEMBERS**

There are no general members except for the Board of Directors.

ARTICLE VII.
INITIAL BOARD OF DIRECTORS

The corporation has (4) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than (3). The method of election or appointment of the directors shall be as provided in the bylaws. The names of the initial directors are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Carolyn C. Demps	550 Myrtle St. Perry, FL 32347	President
Chester H. Demps	550 Myrtle St. Perry, FL 32347	Vice President
Odessa Woods	PO Box 163 Mayo, FL 32066	Secretary
Margarite Jackson	PO Box 421 Mayo, FL 32066	Treasurer

ARTICLE VIII.
INCORPORATOR

The name and street address of the incorporator is: Carolyn C. Demps, 550 Myrtle Street, Perry, Florida 32347

ARTICLE IX.
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and shall be distributed to Bethel of Mt. Sinai Holy Church of America, Inc., for charitable and religious purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

ARTICLE X.
INDEMNIFICATION

- a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not

for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

- b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

ARTICLE XI. **BYLAWS**

The members of the Corporation shall have the right to make and adopt such Bylaws as they shall deem proper and advisable and such Bylaws shall be made, altered, or rescinded upon a majority vote of the members present and voting, at any regular or special business meeting of the said corporation called for that purpose.