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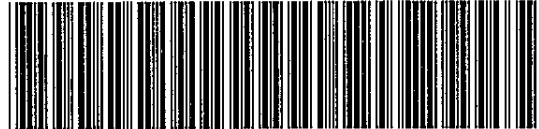
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
THE JAMES E. COLLIER
COMMUNITY DEVELOPMENT CORPORATION**

04 MAR -8 PM 12:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I – Name

The name of the corporation shall be: THE JAMES E. COLLIER COMMUNITY DEVELOPMENT CORPORATION (the “Corporation”).

**ARTICLE II – Registered Office, Agent
and Principal Office and Mailing Address**

The registered office of the Corporation shall be located at Saxon Gilmore, South Trust Plaza, 201 East Kennedy Boulevard, Suite 600, Tampa, Florida 33602, and the initial registered agent of the Corporation at that address shall be Odessia Y. Joyner, Esq.

The principal place of business and the mailing address of the Corporation shall be P.O. Box 866, Orlando, FL 32802-0866.

ARTICLE III – Purpose and Powers

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the “Code”).

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida that shall be necessary or desirable for supporting, providing and developing economic opportunities for disadvantaged youth, individuals and families in the Central Florida area. The Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which Corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation’s 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 this Article. 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, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - Term of Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V - Directors

A. The affairs of the Corporation shall be managed by the Board of Directors, which shall initially consist of three (3) members. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.

B. The names and addresses of the initial members of the Board of Directors are:

| <u>Name</u> | <u>Address</u> |
|------------------------|--|
| Alicia Latimore Brooks | 1637 E. Robinson Street, Orlando, FL 32803 |
| Reginald D. Hicks | 219 Lime Avenue, Orlando, Florida 32802 |
| Odessia Y. Joyner | 37 North Orange Avenue, Suite 500, Orlando, FL 32801 |

C. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VI - Incorporator

The name and street address of the incorporator signing these Articles is:

Odessia Y. Joyner, Esq., 37 North Orange Avenue, Suite 500, Orlando, FL 32801

ARTICLE VII - Members

The Corporation shall have no members.

ARTICLE VIII - Amendment to Articles

These Articles of Incorporation may be amended upon majority vote of the Corporation's Board of Directors.

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal the Corporation's Bylaws shall be vested in the Board of Directors, in the manner specified in the Corporation's Bylaws.

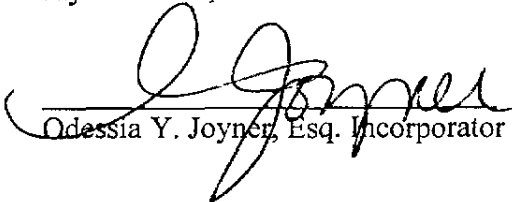
ARTICLE X - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute the assets of the Corporation to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, 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 tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of March, 2004.

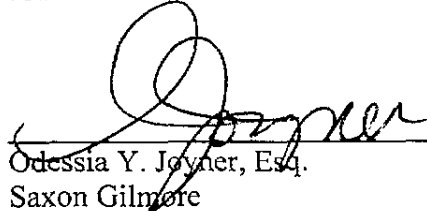
By:


Odessia Y. Joyner, Esq. Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial **Registered Agent of The JAMES E. COLLIER COMMUNITY DEVELOPMENT CORPORATION.**

By:


Odessia Y. Joyner, Esq.
Saxon Gilmore
South Trust Plaza
201 East Kennedy Boulevard, Suite 600
Tampa, FL 33602

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