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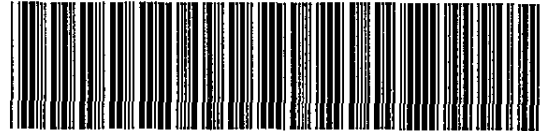
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July 22, 2004

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Bradford Mitchell
4th Street Community Development Corporation
P.O. Box 172305
Hialeah, Florida 33017

I am enclosing the articles of incorporation for 4TH Street CDC along with a check for \$70.00 payable to the Department of State. Please return all correspondence regarding this matter to me at the above address.

Sincerely,



Bradford Mitchell

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ARTICLES OF INCORPORATION
OF
4TH Street Community Development Corporation
A Florida Not For Profit Corporation

ARTICLE I
NAME

The name of the Corporation shall be the 4TH Street Community Development Corporation, a Florida Not for Profit Corporation.

ARTICLE II
TERM OF EXISTENCE

The date and time of the commencement of the corporate existence of the Corporation shall be as of the time of the filing of these Articles of Incorporation by the Department of State for the State of Florida, and this Corporation shall exist perpetually, unless sooner dissolved under Florida law.

ARTICLE III
CHARTIABLE PURPOSE AND POWER

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1 The Corporation shall be at all times a not for profit corporation under the
2 provisions of the Florida Not for Profit Act (Chapter 617, Florida Statutes). The
3 Corporation shall be organized and shall be operated exclusively for public
4 charitable, conservation and educational uses and purposes within the meaning of
5 Section 501 (C) 3 of the Internal Revenue Code, as that section may from time to
6 time be amended or renumbered.

7 The objectives and purposes to be exclusively transacted and carried on are:

- 8 1. To provide opportunities for low and moderate-income people to secure
9 housing that is of high quality and is affordable and that is controlled by the
10 residents on a long-term basis.
- 11 2. To preserve the quality and affordability of housing for future low and
12 moderate-income residents of the communities served by this organization.
- 13 3. To combat community deterioration in economically disadvantaged
14 neighborhoods by promoting the development, rehabilitation, and
15 maintenance of decent housing in these neighborhoods; by promoting
16 economic opportunities for low and moderate-income residents of these
17 neighborhoods; and by assisting residents of these neighborhoods in
18 improving the safety and well being of their community.

1 4. To protect the natural environment and to promote the ecologically sound
2 use of land and natural resources and the long-term health and safety of the
3 community.

4 Any land and improvements acquired by the Corporation shall be held for the
5 benefit of the local communities served in accordance with the corporate purposes.

6 Land and improvements held by the Corporation may be leased to persons,
7 households, or other legal entities for such use and on such terms that are
8 consistent with the purposes of the Corporation, the Articles of Incorporation, and
9 the By-laws. The Decision to mortgage or otherwise encumber land and
10 improvements owned by the Corporation shall require the approval of the Board
11 of Directors and the Consent of any persons to whom the land and improvements
12 in question is leased. In furtherance, but not in limitation of the foregoing
13 charitable purposes, the Corporation shall have the full power and authority to:

14 Conduct programs and activities; raise funds; request and receive grants, gifts,
15 contributions, dues and bequests of money, and property; or acquire, receive, hold,
16 invest and administer, in its own name, securities, funds, objects of value, or other
17 property, real or personal; and make expenditures and distributions to or for the
18 benefit of other organizations exempt under Section 501 (C) 3 of the Internal
19 Revenue Code.

1 Carry on all the other activities allowed by the laws of the State of Florida and the
2 United States for a charitable and educational organization.

3 Borrow money and issue evidence of indebtedness in furtherance of any or all of
4 the objects of its business. Within and subject to the limitations of Section 501
5 (C) 3 of the Internal Revenue Code, to perform all other acts necessary or
6 incidental to the above and to do whatever is deemed necessary, useful, advisable,
7 or conducive, directly or indirectly, to carry out any of the purposes of the
8 Corporation, as set forth in these Articles of Incorporation including the exercise
9 of all other power and authority enjoyed by corporations generally by virtue of the
10 provisions of the Florida Not for Profit Corporation Act.

11 Hold title to real and personal property; obtain real and personal property by
12 donation, purchase, or otherwise bargain, sell, convey, grant, and donate real and
13 personal property in accord with these Articles; mortgage, lease, or otherwise
14 encumber the Corporation's real and personal property in accord with these
15 Articles.

16 The Corporation shall serve only such purposes and functions and shall engage
17 only in such activities as are consonant with the purposes set forth in this Article
18 III and as are exclusively charitable under Section 501 (C) 3 of the Internal
19 Revenue Code.

1 ARTICLE IV

2 PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

3 The Corporation shall be neither organized nor operated for pecuniary gain or
4 profit. Moreover:

5 No part of the net earnings of the Corporation shall ever inure to the benefit of, or
6 be distributable to, any member, director, officer, or trustee of the Corporation, or
7 any other private person; but the Corporation shall be authorized and empowered
8 to pay reasonable compensation for services rendered to any person and make
9 payments and distributions in furtherance of the purposes as set forth in Article III
10 hereof. No substantial part of the activities of the Corporation shall be the
11 carrying on of propaganda, or otherwise attempting to influence legislation and the
12 Corporation shall not participate in, or intervene in (including the publication or
13 distribution or statements) any political campaign on behalf of any candidate for
14 public office. Notwithstanding any other provisions of the Articles, the
15 Corporation shall not carry on any other activities not permitted to be carried on:

16 By a corporation exempt from federal income taxation under Section 501 (C) 3 of
17 the Internal Revenue Code and which is other than a private foundation within the
18 meaning of Section 509 (a) of the Internal Revenue Code; or

19 By a corporation, contributions to which are deductible for federal income tax
20 purposes under Section 170 (C) 2 of the Internal Revenue Code.

1 It is intended that the Corporation shall have, and continue to have, the status of an
2 organization which is exempt from federal income taxation under Section 501 (C)
3 3 of the Internal Revenue Code and which is other than a private foundation
4 within the meaning of Section 509 (a) of the Internal Revenue Code. All terms
5 and provisions of these Articles of Incorporation and the By-laws of the
6 Corporation, and all authority and operations of the Corporation, shall be
7 construed, applied and carried out in accordance with such intent.

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ARTICLE V

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MEMBERSHIP

11 This corporation is not membership based and will have no members.

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ARTICLE VI

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BOARD OF DIRECTORS

15 A Board of Directors shall govern the Corporation. Except for the Initial Board
16 named in the Articles of Incorporation, at each Annual Meeting thereafter in
17 accordance with the By-laws, the members of the present board shall elect
18 subsequent Board Members consisting of nine (9) persons.

19 The Directors shall be active positive members of the communities served by this
20 corporation and shall be eighteen (18) years old or older. A quorum of the Board

1 of Directors shall consist of a majority of the Board of Directors, provided that at
2 least two officers are present as set forth in the By-laws, unless a duly adopted By-
3 law requires a higher percentage.

4 The names and addresses of the individuals, each of whom are eighteen (18) years
5 old or older, constituting the Board of Directors of the Corporation until the First
6 Annual Meeting are as Follows:

7 Aaron Miller 2650 Lincoln Street Hollywood, Florida 33020

8 Fred Ford 17092 Collins Ave C312 Sunny Isles Beach, FL 33160

9 Ivan West 3800 NW 18th Street Miami, Florida 33055

10 Bradford Mitchell 750 Euclid Avenue # 5 Miami, Florida 33139

11 Desiree Bartholomew 12758 SW 50TH St. Miramar, Florida 33027

12 Tony Ammons 2001 Art Museum Dr. Jacksonville, FL 32207

13 David Ertur 581 NW 158th Ave Pembroke Pines, FL 33028

14 Yvonne Contreras P.O. Box 24364 Ft Lauderdale FL 33307

15 Joelle Maximilien-Miller 2650 Lincoln Street Hollywood, Florida 33020

16 The Above named Directors shall serve out their perspective terms in accordance
17 with the By-laws.

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19 **ARTICLE VII**

20 **OFFICERS**

1 The officers of the Corporation shall be the President, the Vice-President, the
2 Secretary, and the Treasurer. The Officers shall be elected by a majority vote of
3 the board of Directors, from among themselves, at the Annual Meeting of the
4 Board.

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ARTICLE VIII

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BY-LAWS

8 The By-laws for the Corporation shall be adopted as follows:

9 A majority of the Initial Board of Directors shall approve and ratify the By-laws
10 during the First Annual Meeting. The By-laws shall contain the quorum, notice,
11 and voting requirements for meetings and activities of the Board of Directors.

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ARTICLE IX

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DISSOLUTION/RESERVATION OF ASSETS

15 Notwithstanding anything herein to the contrary, the assets of the Corporation are
16 hereby irrevocably dedicated to charitable use; accordingly, in the event of
17 dissolution or the termination of the Corporation, title to all of the assets of the
18 Corporation shall be turned over to one or more organizations which themselves
19 are exempt as organizations described in Section 501 (C) 3 of the Internal
20 Revenue Code or corresponding sections of any prior or future law, or to the

1 federal, state or local government for exclusive public purpose(s) provided such
2 organization is dedicated to the assurance of the continued affordability of housing
3 and other improvements for low and moderate income people in the future. A
4 decision to dissolve the Corporation and distribute the Corporations assets in a
5 particular manner in accordance with these Articles of Incorporation shall require:
6 An affirmative vote by four-fifths of the entire Board of Directors at any regular or
7 special meeting, provided that written notice of such meeting has included a full
8 description of the plan of dissolution.

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ARTICLE X

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AMENDMENTS TO ARTICLES OF INCORPORATION

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The Corporation reserves the right to amend, alter or repeal any provision
contained in these Articles of Incorporation in the manner now or hereafter
provided by statute, and all rights conferred on members herein are granted
subject to this reservation, except that no such amendment shall be made which
would cause the objects of purposes of the Corporation to include any object or
purpose which would be deemed to authorize this Corporation to carry on any
activities which would not be exclusively charitable, scientific, or educational or
which would permit part of the principal of or net earnings of the Corporation to
inure to the benefit of any of its Members, Directors, or officers of any private

1 individual. The Articles of Incorporation may be amended, altered, or repealed
2 only by: An affirmative vote by three-fourths of the Board of Directors at any
3 regular or special Board meeting, provided that this meeting has a quorum of at
4 least 6 Directors, and provided written notice of such meeting has set forth the
5 proposed amendment or replacement, with appropriate explanations thereof.

6
7 ARTICLE XI

8 INCORPORATORS

9 The name and address of the incorporators are as follows:

10 Bradford Mitchell 750 Euclid Avenue #5 Miami, FL 33139

11 Signature:

12 Bradford Mitchell

Bradford Mitchell

Date 7/26/04

13 ARTICLE XII

14 INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT OF

15 CORPORATION

16 The initial principal office shall be 750 Euclid Ave Suite 5 Miami Florida 33139.

17 The name and address of the initial registered agent of the Corporation shall be:

18 Bradford Mitchell 750 Euclid Street Suite # 5 Miami, Florida 33139

19 Signature:

20 Bradford Mitchell

Bradford Mitchell

Date 7/26/04

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ARTICLE XIII

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ADMINISTRATION

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The Corporation is organized under a nonstick basis. The Annual Meeting shall

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be held at such time and place as set forth in the By-laws.

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ARTICLE XIV

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DEFINITIONS

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For purposes of these Articles of Incorporation, "charitable purposes" include

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charitable purposes within the meaning of Section 501 (C) 3 of the Internal

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Revenue Code, contributions for which are deductible under Section 170 (C) 2 of

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the Internal Revenue Code. All references in these Articles of Incorporation to

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sections of the Internal Revenue Code shall be considered reference to the

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corresponding provisions of any applicable future United States Internal Revenue

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law, and to all regulations issued under such sections and provisions.