

N05000002077

(Requestor's Name)

Carol Miller  
Jacksonville Area Legal Aid, Inc  
126 W. Adams Street  
Jacksonville, FL 32202-3849

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

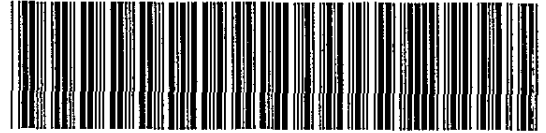
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700046853127

02/21/05--01051--002 \*\*78.75

FILED  
05 FEB 21 PM 12:00  
TALLAHASSEE, FL  
CLERK OF COURT

✓

3/1/05  
Sgt

## Jacksonville Area Legal Aid, Inc.

126 W. Adams Street  
Jacksonville, FL 32202-3849  
(904) 356-8371  
FAX: (904) 356-8285

☐ P. O. Box 1999  
Green Cove Springs, FL 32043-1999  
(904) 284-8410  
FAX: (904) 284-8485

February 17, 2005

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

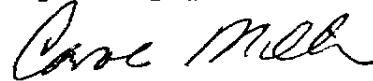
RE: Sherwood Community Development Corporation

Dear Ms. Hood:

Enclosed please find an original and a copy of the Articles of Incorporation for this association to become a not-for-profit corporation and a check for \$78.75 to cover the following filing fee.

Please forward a certified copy of the Articles of Incorporation after filing. If you have any questions, please call me at (904) 356-8371 EXT 332. Thank you for your help.

Very truly yours,



Carol S. Miller  
Attorney

CSM  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
SHERWOOD COMMUNITY DEVELOPMENT CORPORATION  
A Florida "Not for Profit" Corporation**

FILED  
05 FEB 21 PM 12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the laws of the State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purposes and with powers set forth herein.

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the corporation is Sherwood Community Development Corporation. The principal office of the corporation shall be located at 9833 Norfolk Blvd, Jacksonville FL 32208 but the Corporation may maintain offices and transact business in such places, within or without the State of Florida, as the Board of Directors may from time to time designate. The principal office shall also be the mailing and registered office address.

**ARTICLE II - TERM OF EXISTENCE**

The period of duration is perpetual. The corporation is organized pursuant to the Not for Profit Corporation laws of the State of Florida.

**ARTICLE III - PURPOSE AND POWERS**

The purposes of this corporation shall be exclusively charitable and educational and undertake the following activities:

- A. To provide relief to the poor, the distressed and the underprivileged by engaging in or supporting activities to create jobs, eliminate slum and blight, provide affordable quality housing and provide needed services.
- B. To lessen the burdens of government, lessen neighborhood tensions and combat community deterioration.
- C. To undertake any other projects or lawful activities consistent with Section 501 © (3) of the Internal Revenue Code which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

### 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES.** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.
2. **EXCLUSIVITY.** The Corporation is organized exclusively for charitable and educational purposes. have and exercise the following authority and powers:
3. **NO PRIVATE INUREMENT.** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
4. **LOBBYING AND POLITICAL CAMPAIGNS.** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
5. **DISSOLUTION.** The Corporation may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the directors. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U. S. Internal Revenue Service under provisions of the United States Code the following provisions apply:
  - a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943© of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE IV - REGISTERED AGENT**

The name and address of the initial registered agent and office of the Corporation is Art Williams at 9833 Norfolk Blvd Jacksonville, Florida 32208.

#### **ARTICLE V - BOARD OF DIRECTORS**

The affairs of this corporation shall be managed by a Board of Directors. The method of selection and number of the Board of Directors of the Corporation shall be stated in the Bylaws. The names of addresses of the initial Board of Directors are:

Art Williams 9833 Norfolk Blvd Jax FL 32208  
Billy Brock 9100 Gibson Ave Jax FL 32208  
Rosalie Proudme 5432 Roanoke Blvd Jax FL 32208  
Ann Gray 9120 Fitzwalter Rd Jax 32208  
Eugene Demery 5219 Arrowsmith Rd Jax  
Alberta Demery 5219 Arrowsmith Rd Jacksonville FL 32208

#### **ARTICLE VI - OFFICERS**

Subject to the direction of the Board of Directors, the officers shall administer the affairs of this corporation as designated in the Bylaws. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

President - Art Williams 9833 Norfolk Blvd Jax FL 32208  
Vice President - Billy Brock 9100 Gibson Ave Jax FL 32208  
Treasurer - Rosalie Proudme 5432 Roanoke Blvd Jax FL 32208  
Secretary - Ann Gray 9120 Fitzwalter Rd Jax 32208

Such other officers may be authorized and elected pursuant to the Corporation Bylaws.

#### **ARTICLE VII - BYLAWS**

## ARTICLE VII - BYLAWS

The Bylaws of the Corporation shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

## ARTICLE VIII - AMENDMENTS

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation or any amendments hereto. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each director in the same manner as notice for the meeting. Such amendment shall require the assent of a two-thirds majority vote of the directors present.

## ARTICLE IX - INDEMNIFICATION OF DIRECTORS

The Corporation shall indemnify against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by any Director or Officer or heirs, executors and administrators of such person, in connection with the appearance, defense or settlement of such action, suit or proceeding made or threatened to be made because he or she is or was a Director or Officer unless the Court finds that person liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

## ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

Art Williams 9833 Norfolk Blvd Jacksonville FL 32208

These Articles of Incorporation are hereby executed by the incorporator on this 20<sup>th</sup> day of JANUARY, 2005.

  
Incorporator

STATE OF FLORIDA ]

COUNTY OF DUVAL ]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Art Williams, who is personally known to me known and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of January, 2005.



NOTARY PUBLIC STATE OF FLORIDA  
Carol S. Miller

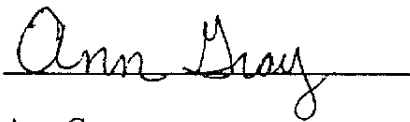


Carol S. Miller  
MY COMMISSION # DD180258 EXPIRES  
September 17, 2005  
BONDED THROUGH TROY FARM INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Sherwood Community Development Corporation, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, County of Duval, State of Florida, has named Art Williams, 9833 Norfolk Blvd, Jacksonville FL 32208, as its agent to accept service of process within Florida.



Ann Gray  
Secretary

January 24 2005

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



ART WILLIAMS

(Date) 1 24 2005

FILED  
05 FEB 21 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA